

*Saputo*

Code  
of Ethics



# A Message from the Chairman of the Board and the Chief Executive Officer and Vice Chairman of the Board

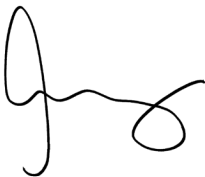
**S**ince its founding, the values of Saputo Inc. have been at the heart of the Company's corporate culture. Through our growth, we remain committed to these values as they have contributed to our success. Trust, respect, competence and loyalty of our employees have enabled us to become a recognized global dairy processor. In addition, entrepreneurship is at the root of employee relationships, both internally and with our business partners, which stimulates the development of new ideas and innovative solutions and consequently improves business processes.

This Code of Ethics formalizes these values and related guidelines. It applies to all of our employees, directors and officers. We hope it will assist you in your relationships with customers, suppliers, business partners and colleagues, as well as with all other persons involved with Saputo Inc. or any of its subsidiaries.

We trust that each of you will read this document carefully and continue to apply these guidelines in order to preserve the culture, values and reputation that make Saputo Inc. a successful and respected company.



**Emanuele (Lino) Saputo**  
Chairman of the Board



**Lino A. Saputo, Jr.**  
Chief Executive Officer  
and Vice Chairman of the Board

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In this guide, the male gender designates both sexes with no discrimination intended, and is used to shorten the text.

# Corporate Strategic Orientation

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The strategic orientation of Saputo Inc. is to pursue its growth as a world-class dairy processor and to continue its global progression.

The basic values we share and promote are:

- > Efficiency through simplicity;
- > A family-oriented environment;
- > Ownership and commitment;
- > A hands-on approach;
- > Passion;
- > Integrity.

# II

## Purpose

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The purpose of this Code of Ethics is to continue to safeguard Saputo's reputation for integrity, honesty, objectivity and impartiality, by formalizing guidelines with respect to confidentiality, proper professional conduct and avoidance of conflicts of interest. In order to achieve this goal and preserve the quality of the work environment throughout the organization, the following six principles must continue to guide our conduct in our day-to-day operations:

- > act honestly and with integrity;

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- > treat people with respect;

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- > safeguard the confidentiality of information;

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- > avoid conflicts of interest;

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- > respect the organization;

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- > follow the Law.

# III

## Scope of Application

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This Code and the provisions contained in Saputo policies, guidelines and procedures referred to herein, which could be amended from time to time, apply to all Saputo directors, officers, managers and employees and those of its subsidiaries. It is an integral part of Saputo's terms of employment. Saputo also expects its consultants, representatives, agents, suppliers, distributors and business partners to act in a manner consistent with this Code when dealing with or acting on behalf of Saputo.

Officers and managers have elevated responsibilities to lead by example according to the standards in this Code. They are responsible for promoting a culture of compliance and integrity and, as such, are expected to:

- > have an in-depth understanding of the Code;

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- > facilitate the understanding and promote the Code's values and guidelines to Saputo employees;

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- > lead by example by demonstrating a standard of high personal ethical conduct.

It is the responsibility of each concerned person to read this Code and all Saputo policies, guidelines and procedures periodically and ensure that all decisions and actions are in conformity.

# IV

## Modifications

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Saputo reserves the right to make any amendment to this Code, its policies, guidelines and procedures, including the right to change, add or remove certain elements.

# V

## Definitions

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The definitions of technical or legal terms used in this Code are as follows:

### **Concerned person(s)**

Any Saputo employee, director or officer.

### **Confidential information**

Any non-public information that is confidential or proprietary to Saputo or to any third party having disclosed information to Saputo.

### **Employee**

Any member of Saputo's personnel.

### **Insider**

The insiders of Saputo are:

- > Saputo Inc. itself;

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- > Saputo Inc.'s subsidiaries;

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- > directors of Saputo;

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- > senior executives of Saputo;

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- > any person or company holding or controlling at least ten percent (10%) of the common shares of Saputo Inc.;

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- > senior executives of the entities and companies mentioned in the element above;

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- > any person having access to privileged information.

# Definitions

(continued)

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## **Personal information**

Any information concerning or relating to an individual, whether that individual is a customer, supplier, business partner or third party, and which permits the identification of this individual. The name, title, addresses or phone numbers at the workplace do not constitute personal information.

## **Privileged information**

Any information not made public and which would reasonably be expected to have a significant effect on the trading price of the securities of Saputo or that could affect the decisions of a reasonable investor.

## **Public company**

A company whose securities are publicly traded.

## **Related person**

- > The spouse, the concerned person's child, or the spouse's child if the child lives with the concerned person or the spouse and any relative who lives in the same house as the concerned person;

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- > a person with whom the concerned person is associated or a company in which the concerned person is a partner, a legal entity controlled by the concerned person or by the concerned person's spouse, child or the spouse's child, if that child lives with the concerned person or the concerned person's spouse or by any relative who lives in the same house as the concerned person; or

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- > a legal entity in which the concerned person owns ten percent (10%) or more of the share capital.



# Definitions

(continued)

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## **Saputo**

Collectively, Saputo Inc. and its subsidiaries.

## **Securities**

Shares in a company's share capital, rights related to such shares (conversion, warrant or option rights), bonds, and proprietary equity in units of corporations or partnerships.

## **Senior executive**

A senior executive is any person exercising the functions of a president, vice-president or secretary, or similar functions.

## **Spouse**

A person who is legally married to a concerned person, whether living with the concerned person or not, or who cohabits in a conjugal relationship with the concerned person for at least a year.

## **Subsidiary**

A legal person, partnership or entity under the direct or indirect control of Saputo.

# VI

## Principles

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### **A. Basic Principles**

In the performance of their duties, concerned persons will act honestly and with integrity. We will carry on our business with respect for individual rights to equality and non-discrimination.

### **B. Compliance with the Laws and Regulations**

Saputo's operations shall comply with the legislation and regulations (the "Law") that apply to Saputo. In the event that foreign Law permits behaviour which diverges from or is not compliant with this Code, this Code shall prevail.

In the course of its foreign operations, Saputo shall also take into consideration the habits and customs specific to such countries.

Each concerned person shall refrain from breaking the Law, whether directly or indirectly, will avoid committing any act or omission that could result in a contravention or violation of the Law and will commit to work within the spirit of the Law.

Concerned persons shall also comply with the internal regulations, policies, guidelines and procedures of Saputo. It is the responsibility of each concerned person to be informed and become familiar with the Law, internal regulations, policies, guidelines and procedures that apply to his job.

### **C. Competitive Environment**

#### **I. Market Intelligence**

From time to time, Saputo may collect information about the industry in which it conducts its business, including information regarding competitors and their respective products and services. Saputo gathers and uses this information with honesty and ethics, in compliance with applicable Laws. No concerned person shall resort to improper or illegal means to obtain competitors' trade secrets or confidential or proprietary information. Moreover, no concerned person shall disclose to Saputo or use for the benefit of Saputo any confidential information relating to its previous employer(s)' activities.

Competitive information may be collected through market studies, surveys, benchmarking, published articles, advertisements, analysis, public brochures and conversations with customers, to name a few.

# Principles

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## **2. Antitrust and Fair Competition**

Saputo engages in fair competitive business practices in compliance with applicable antitrust and competition Laws.

All concerned persons must carry out Saputo's business activities in compliance with applicable antitrust and competition Laws. In particular, concerned persons shall not engage in the following anti-competitive behaviors and practices:

- > price-fixing or price control;

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- > monopolistic behavior in restraint of trade or competition;

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- > market or customer segmentation in collusion with Saputo's competitors.

## **D. Customer Relations**

Relations with Saputo's customers are based on honesty, credibility and mutual trust. Concerned persons shall therefore act with integrity, diligence and competence in order to comply with these principles. Concerned persons shall treat all customers equally without discrimination.

## **E. Confidentiality and Safeguard of Privacy**

Concerned persons shall maintain the accuracy, confidentiality and privacy of the confidential information.

Without limiting the generality of the foregoing, each concerned person shall refrain from revealing to any person whomsoever, including a related person or a concerned person who is not on a "need to know" basis, any confidential information the concerned person has learned in the course of his duties, except where the concerned person is required to disclose such confidential information by Law or by court order, provided that prior notice is given to Saputo of the disclosure required by Law enabling Saputo to seek a protective order or other appropriate remedy.

# Principles

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The following constitutes an unlimited list of confidential information examples:

- > Price policies;

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- > Personal or business-sensitive information on customers, suppliers, business partners and third parties;

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- > Company strategy;

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- > Innovative or upcoming projects;

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- > Product upgrades and launches;

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- > Internal reports;

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- > Sales and financial information;

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- > Information on trademarks;

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- > Systems and processes, trade secrets, know-how and technology, including photos of facilities or equipment;

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- > Confidential employee data such as confidential medical information and social security numbers;

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- > Information that has not been publicly released by Saputo.

Each concerned person shall take the necessary measures to safeguard confidential information he becomes aware of or that he uses in the performance of his duties. Concerned persons shall not use, for their own benefit or the benefit of related persons and may not disclose to a third party any confidential information related to Saputo or a supplier, customer, business partner or third party before such information is made public.

These obligations shall survive termination of functions.

# Principles

(continued)

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## **F. Corporate Image**

Saputo has built a reputation for the quality of its products and services and is committed to maintaining its credibility, image and reputation among its business partners and the general public. Concerned persons are expected to act within the spirit of these objectives.

## **G. Employee Relations**

As our employees are our most valuable asset, we are committed to offering them a stimulating work environment where their entrepreneurship, initiatives, professionalism, leadership and commitment are recognized and promoted. In doing so, we promote an organizational structure which enables open and rapid communication, as well as internal promotion opportunities.

Saputo will not tolerate any form of violence or constraint in the workplace, including any type of harassment, including psychological or sexual, or discrimination based on race, national or ethnic origin, colour, religion, age, sex, sexual orientation, matrimonial status, civil status, or physical or mental handicap.

Concerned persons shall not perform any work while under the influence of any substance which could impair their judgment or diminish their capacity to render their employment obligations.

## **H. Health and Safety in the Workplace**

Saputo is committed to maintaining a work environment which protects the security, health and integrity of each concerned person, namely by implementing measures which ensure that work is performed safely and in order to minimize the risk of injuries and illnesses. Consideration for health and safety governs our actions when planning and overseeing work, in training concerned persons, in supplying equipment, in operating facilities and any other activities that may have an impact on the health and safety, the whole in compliance with applicable Laws.

# Principles

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## **I. Product Safety and Quality**

Providing consumers with high quality products has always been the priority and goal. Saputo is committed to offering its customers and consumers products that are safe and of quality.

Consideration for product safety and quality governs our actions when operating our facilities, as safety and quality of products originate with the people who work hard to manufacture them. Saputo consistently invests in training for employees, and developing and improving training materials and internal food safety programs.

## **J. Community Relations**

Saputo is committed to investing in sport and nutrition programs, as well as sport facilities and equipment improvements in communities where it operates, because people of all ages can benefit from a healthy-living lifestyle through good nutrition and physical activity. Contributions take the form of financial support and product donations, along with help from employees who dedicate their time to the causes that Saputo supports.

## **K. Environment**

Saputo is committed to pursuing environmentally responsible business practices and seeking continuous improvement in its environmental performance in order for its operations to be managed in compliance with applicable environmental Laws, taking into consideration sound management. In pursuit of these objectives, Saputo adopted and implemented an environmental policy directed towards minimizing the environmental impact of its activities. Saputo makes investments in its operations and, through increased awareness and ongoing initiatives, seeks to minimize its environmental footprint.

# Principles

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## **L. Media and Shareholder Relations**

The Chairman of the Board, the Chief Executive Officer and Vice Chairman of the Board, the President and Chief Operating Officer, the Executive Vice-President, Finance and Administration and the Director, Corporate Communications, are the only official spokespersons of Saputo, the whole as fully detailed in the Corporate Disclosure Policy of Saputo. Every other concerned person is prohibited from representing himself or herself as a spokesperson for Saputo.

All requests from the media for official statements of Saputo should be referred to the Director, Corporate Communications, whom shall also approve all articles, press releases or other public communications involving Saputo. The Director, Corporate Communications, is also the spokesperson responsible for the communications with the shareholders of Saputo.

Concerned persons must comply with the Social Media Guidelines of Saputo. Concerned persons should act with proper decorum in line with Saputo's values and ethics and must never represent themselves as a spokesperson for Saputo.

# Principles

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## **M. Conflicts of Interest and Prohibited Activities**

Conflicts of interest occur when the personal activities and financial affairs of a concerned person conflict or appear to conflict with his capability to act in the best interest of Saputo or when a situation affects his judgment and his loyalty to Saputo. In order to assist you in better evaluating the existence of a conflict of interest, answers to the following questions may guide you:

- > Do I personally benefit from my actions? Or do they benefit someone I know?

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- > Would I have acted in the same manner should the person not have been someone I know?

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- > Do I feel free and at ease to inform my immediate superior or my colleague of my actions?

Concerned persons must take necessary measures to avoid conflicts of interest, whether actual, potential or apparent, and, if personally involved in a conflict of interest, shall obtain an authorization from the Executive Vice President, Human Resources to pursue the activities which appear to conflict with their duties and/or the interest of Saputo.



# Principles

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Without limiting the generality of the foregoing, concerned persons shall namely comply with the following guidelines:

- > not take advantage of a situation, internal information or a position for their personal gain or for the benefit of a person related to them;

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- > not influence or try to influence dealings involving Saputo or negotiations with Saputo for their personal benefit or for the benefit of a person related to them;

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- > not give preferential treatment to, or unduly favour, certain customers or suppliers for personal reasons;

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- > not have a significant financial interest in or work for a company supplying products or services to Saputo or offering competing products or services;

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- > not work for their own business or for a third party during working hours;

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- > not have a job, outside of Saputo, that would prevent them from fulfilling their duties at Saputo with competence, diligence and punctuality.

For illustration purposes, but without limiting the generality of the foregoing, the following situations constitute examples of conflict of interest:

- > recommend the hiring of a close relation or relative without disclosing the relationship with this person;

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  - > the concerned person hires a close relation or relative;

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  - > one of the concerned person's family members works for a supplier, competitor or other business partner;

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  - > one of the concerned person's relatives or close relations is an executive or major shareholder in a supplier, competitor or other business partner.
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# Principles

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## **N. Board Appointments**

No concerned person<sup>1</sup> shall sit or accept an appointment as director on the board of a company or other entity without the permission of his immediate superior. In the case of a public company, permission must be obtained from the Chief Executive Officer.

## **O. Privileged Information and Insider Trading**

Concerned persons may not use privileged information before it becomes public to obtain profit for themselves or related persons, nor may they disclose it to a third party.

The importance of an information is subject to activities specific to Saputo and to the industry in which it evolves. For illustration purposes, but without limiting the generality of the foregoing, the following constitute examples of privileged information:

- > Financial results;

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- > Reorganization plans;

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- > Acquisition projects;

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- > Any important element which is under review for disclosure purposes.

Any disclosure of privileged information regarding Saputo's business must be in accordance with applicable Laws and the Corporate Disclosure Policy of Saputo. Concerned persons with access to privileged information must comply with insider regulations. Concerned persons in this situation or who are uncertain as to the importance that shall be attributed to information they possess may consult Saputo's Legal Department for more details.

Each concerned person identified as an insider or having access to privileged information is subject, in certain circumstances, to restrictions relating to the sale or purchase of securities of Saputo. Consequently, each such concerned person shall act in accordance with the Rules of Conduct Respecting Trading of Securities of Saputo.

1. This guideline does not apply to the corporate directors of Saputo Inc.

# Principles

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## **P. Gratuities, Compensation and Other Advantages**

Concerned persons may not offer, solicit or accept, directly or indirectly, gifts or advantages in relation to their employment, which do not meet all the following criteria:

- > they are infrequent;

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- > they are of a low value;

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- > they are given in a context which does not, and would not, embarrass Saputo;

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- > they do not in any way influence business decisions; and

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- > they are not in return for a preferential treatment or to obtain an improper advantage.

In the course of conducting our business, we may need to offer or may receive gifts or advantages which are not in compliance with the above criteria. In these instances, approval must be sought in compliance with applicable internal reporting guidelines.

At all times, concerned persons must ensure they do not offer, grant or promise any type of gift or advantage to a business partner, supplier or customer that could give rise to the appearance or suspicion of bribery.

# Principles

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## **Q. Protection Against Bribery**

Saputo complies with all applicable Laws enacted to combat corruption and the bribery of public officials. Under these Laws, it is a serious criminal offense to participate, directly or indirectly, in any activity intended to influence a governmental official to act, or not act, in a way that would be in violation of their lawful duty, or to secure any improper advantage.

Concerned persons must comply with such Laws and must never, directly or through intermediaries, offer, grant, promise or authorize the giving of anything to a government official as consideration for an act or omission in connection with their official duties, to influence official action, in return for a preferential treatment or to obtain an improper advantage. Concerned persons are also prohibited from making any facilitation payment to government officials.

Concerned persons should also refrain from any action or behavior that could give rise to the appearance or suspicion of such conduct or the attempt thereof.

## **R. Protection of Saputo Assets**

All Saputo property must be solely used in furtherance of Saputo's legitimate business interests. As such, each concerned person must not mix the property of Saputo with his own. In addition, he may not use for his benefit or for the benefit of a third party, any property of Saputo, including any confidential information collected or obtained in the execution of or arising out of his duties. Each concerned person who ceases to exercise his functions at Saputo must return all objects, data or documents belonging to Saputo. These obligations shall survive termination of functions.

Concerned persons are also responsible for all funds over which they have control. This means they are responsible for safeguarding Saputo's assets, including cash, cheques, corporate credit cards and calling cards, and ensuring such assets are only used for legitimate business purposes.

# Principles

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## **S. Protection of Information Systems**

Concerned persons must use Saputo's information systems (including the email systems and Internet) for legitimate business purposes only and in accordance with the Information Security Policy and the Social Media Guidelines of Saputo.

To the extent permitted under applicable Laws, Saputo reserves the right to monitor and inspect the use of its information systems by concerned persons.

## **T. Political Activities and Lobbying**

Concerned persons may not make political donations on behalf of Saputo.

Concerned persons may however participate in political activities or make personal donations to political parties on their own behalf, as long as they do not act on behalf of Saputo or they are not perceived as acting on Saputo's behalf. Any such political activities must be undertaken exclusively during the concerned person's personal time and never during work hours.

Concerned persons who deal with members of the government or the legislature are responsible for knowing and complying with applicable Laws, including those pertaining to lobbying activities. Concerned persons who conduct or wish to conduct lobbying activities are required to contact Saputo's Legal Department.

# Principles

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## **U. Corporate Books and Records**

Saputo is committed to maintaining records, accounting books, reports, invoices, payroll slips and other documents which present a complete and accurate statement of the transactions made. Financial records shall be maintained in accordance with generally accepted accounting principles and applicable Laws.

In the preparation and maintenance of records, concerned persons are prohibited from falsifying documents, omitting information in such a way as to compromise the accuracy of a report, or producing reports or declarations that do not fairly and accurately reflect Saputo's business transactions. Concerned persons must also report expenses accurately and honestly, make accurate entries in the books and records, as well as cooperate with Saputo's internal and external audit procedures.

## **V. Intellectual Property**

Any invention, discovery, improvement or other intellectual property related to Saputo's operations or activities and created by an employee (working alone or not) while working for Saputo are the exclusive property of Saputo and is considered confidential information. All employees and officers agree to sign any document relating to the protection of this intellectual property.

# Principles

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## **W. Business Partners**

Consultants, representatives, agents, suppliers, distributors and business partners are expected to act in a manner consistent with this Code when dealing with or acting on behalf of Saputo and to adhere to principles consistent with Saputo's principles set out in this Code, which:

- > ensure compliance with Laws;

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- > prohibit engaging in bribes and other forms of corruption;

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- > ensure compliance with antitrust Laws and promote fair competition;

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- > seek to promote health and safety in the workplace.

All agreements with consultants, representatives, agents, suppliers, distributors and business partners will be in line with prevailing market practices, the principles established in this Code and relevant corporate policies. Saputo may monitor and verify its consultants, representatives, agents, suppliers, distributors and business partners for their compliance with such agreements.

# VII

## Code Governance and Enforcement

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### **A. Questions, Requests for Information, Complaints and Preoccupations**

Any question or request for information with respect to the application or interpretation of this Code must be addressed to the Executive Vice President, Human Resources.

Any concerned person who has a complaint or preoccupation regarding compliance with, or is aware of an action, omission or practice which contravenes or could possibly contravene the letter and the spirit of, applicable Laws, this Code or any Saputo policy, procedure or guideline shall in good faith inform the Executive Vice President, Human Resources.

The Executive Vice President, Human Resources may be contacted personally, or by email at the following specially designated email address: [ethics@saputo.com](mailto:ethics@saputo.com).

For any complaint or preoccupation regarding accounting, internal accounting standards and auditing matters involving Saputo, any concerned person shall communicate with the Audit Committee, the whole as detailed in the procedure for the treatment of complaints and concerns regarding accounting, internal accounting standards and auditing matters adopted by Saputo.

All complaints, preoccupations and reports will be handled promptly and discreetly. Saputo is committed to maintaining adequate procedures for the confidential reporting by concerned persons. Any complaint, preoccupation or report of contravention or possible contravention will be treated on a confidential basis. The complainant's identity will be treated confidentially, unless specifically permitted to be disclosed by him or required by Law.

Saputo prohibits retaliation against any concerned person for reporting in good faith a complaint, preoccupation or a contravention or possible contravention by another concerned person or for cooperating in an investigation regarding another concerned person's contravention or possible contravention. Any concerned person who retaliates against any complainant may face disciplinary measures.



# Code Governance and Enforcement

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## **B. Sanctions**

Failure to comply with the letter and spirit of this Code and the policies, guidelines and procedures of Saputo will lead to disciplinary measures and possibly to dismissal. Moreover, certain violations may lead to legal action.

## **C. Acknowledgement and Commitment**

At the time of hiring, beginning of the execution of responsibilities and at any time upon request from Saputo, concerned persons must declare in writing that they have received, read and understood this Code and agree to comply with it.

## **D. Scope of the Code of Ethics**

The rules of conduct stated in this document are not exhaustive but serve as a complement to the corporate policies, guidelines and procedures governing the conduct of concerned persons. They do not restrict the rights of Saputo to manage and direct its concerned persons.

# Appendix A

## Concerned person declaration and commitment

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### Declaration

I, \_\_\_\_\_  
(Last name, First name of the Concerned person)

acknowledge that I have received, read and understood the Code of Ethics of Saputo Inc. and agree to comply with it and with any amendments thereto.

I undertake to review the Code of Ethics, the policies, procedures and guidelines of Saputo Inc., from time to time, during execution of my responsibilities and to become familiar with any amendments thereto.

I hereby commit to promptly inform the Executive Vice President, Human Resources of any potential, apparent or real conflict of interest which concerns me.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Title

\_\_\_\_\_  
Date



*Saputo*

