

A message from Bob Rich, Jr.



Dear Rich's Associate:

My father founded this company on the cornerstones of quality, innovation, customer service and integrity. As part of the Rich Promise, we uphold a strong commitment to the "Do What's Right No Matter What" core family value. This statement outlines Rich's Standards of Business Conduct and reflects our approach to maintaining high standards when conducting business on a global scale.

These guidelines are not intended to be all inclusive, but they clearly outline our obligations and expectations as an organization and your responsibilities and ethics practices as an associate. You will note that more comprehensive policies are referenced and linked where applicable. In addition to the guidance contained or referenced in this Code, there are many other policies and rules that we expect our associates to follow. These will continue to be enforced.

I expect all associates to always Do What's Right. There is no business, customer or profit that is worth more to me than our reputation. This is a non-negotiable condition to being a part of our family of associates.

If you have any questions about the right thing to do or ethical concerns at any time, you may raise them with your manager, your Ethics Awareness Coordinator, or the Legal Department. You may also call the confidential Ethics Helpline at 1.800.435.3678.

A handwritten signature in black ink that reads "Bob". The signature is stylized and cursive.

Bob Rich, Jr.

We behave ethically.

We obey the law and Rich's Policies.

- When acting on behalf of Rich's or representing the company in the community, associates must obey all laws in whatever locations they work.
- Associates should follow our Standards of Business Conduct and other policies referenced here. Failure to do so may result in disciplinary action up to and including termination.
- You should report any alleged misconduct immediately to your manager, your Ethics Awareness Coordinator, Human Resources, the Legal Department or the Ethics Helpline at 1.800.435.3678.
- Contact the Legal Department or Ethics Helpline if you have questions or concerns that you are not comfortable discussing with your manager.

We cooperate with investigations.

- Associates should cooperate with all internal investigations and audits.
- Associates work with the Legal Department to respond to litigation or requests from any government authorities or agencies.
- Always tell the truth and respond fully during an investigation or audit.
- Never alter or destroy records in response to an investigation or audit, or when an investigation or audit is anticipated.
- Do not discuss an investigation with anyone unless instructed to do so by the investigator.

Record Retention Policy

Global HR Policies

Litigation Document Hold Policy

We maintain accurate business records.

- Associates should create business records that accurately reflect the truth of the transaction or event.
- Sign only documents, including contracts, that you are authorized to sign and that you believe are truthful and accurate.
- Remember that email is a business record. Avoid exaggeration, derogatory language and other expressions that could be taken out of context.
- Retain, protect and dispose of records according to policy.

Record Retention Policy

Accounting and Finance Policies

Fraud Policy

Contract Review Guidance

We manage Rich's assets ethically.

- Associates should spend wisely and be prudent when spending money for Rich's.
- Follow Rich's guidelines for spending, including Rich's SmarTravel policies for travel and entertaining expenses.
- Use Rich's assets wisely and keep personal use of company assets to a minimum.
- Do not use Rich's equipment or systems to create, store or send content that others may find offensive.
- Avoid any usage that might lead to loss, damage or breach of Rich's IT security, including the introduction of viruses.

SmartTravel Policy

IT Policy

We avoid conflicts of interest.

Avoid conflicts of interest.

- Associates make decisions that are in the best interest of Rich's.
- Be sure to discuss with your manager any situations that could be perceived as, or actually are, a conflict of interest.
- Proactively address situations that may put your interests or those of a family member in a potential conflict with Rich's Policies.



- You should never offer or provide a payment, bribe or kickback to win business or influence a business decision.
- You may provide gifts, favors and entertainment only if the circumstances are consistent with the policies of the recipient's employer as well as Rich's policies.
- Never provide to a government official any gift, favor or entertainment that violates any federal state or local law.
- Receive advance approval from the Legal Department before providing any gifts, favors or entertainment to any government officials from other countries.

SmarTravel Policy

Conflict of Interest Policy

Foreign Corrupt Practices Policy

OUR CONFLICT OF INTEREST POLICY

Accept gifts and entertainment only when appropriate.

- Associates should avoid accepting gifts, favors and entertainment unless they are reasonable within the context of the business relationship. Exchange reasonable gifts and entertainment that foster goodwill and business relationships, but never provide gifts, favors or entertainment that may create undue influence or even the appearance of undue influence.
- Avoid soliciting gifts, favors or entertainment from any vendor or other business contact.
- Be sure to report any gifts, favors or entertainment you receive to your manager if they have more than a nominal value (\$100).

SCENARIO: ACCEPTING GIFTS

Q) A customer wants to show her appreciation to Jillian for being such a great sales representative over the years. The customer sends Jillian four tickets to see the most expensive musical in town. The tickets cost U.S. \$300. Should Jillian accept this gift?

A) Jillian should talk to her manager about accepting the gift because it is valued at more than U.S. \$100. Accepting such an expensive gift could create the appearance that Jillian is trying to sway a business decision or permit a customer to exert undue influence.

We protect Rich's assets.

Protect our sensitive information.

- Associates use and disclose Rich's proprietary information only for valid business purposes.
- You should always properly label sensitive information to indicate how it should be handled, distributed and destroyed.
- You should only share sensitive information outside of Rich's when working with authorized parties who have signed a confidentiality agreement.
- Follow Rich's procedures for reuse, redeployment and return of all work equipment.

SCENARIO: PROTECTING TRADE SECRETS

Q) Becky and her co-workers developed a new formula to enhance one of Rich's products. After work, Becky called her friend Hugo, who works for a competitor. Becky discussed the new formula with Hugo because he is a very good friend, and she felt that she could trust him. Was Becky's action proper?

A) No. Becky should not disclose the information to anyone other than authorized parties who have signed a confidentiality form. It is important that all Rich Associates work hard to protect our sensitive information from non-authorized parties. If you are not sure who is authorized to receive confidential information, please contact your manager or the Legal Department to see whether a confidentiality agreement is in place, and with whom.

SCENARIO: ACCIDENTAL DISCLOSURE

Q) Erin is emailing back and forth with a friend, who works for a competitor, about an upcoming conference both plan on attending. At the end of the conversation, Erin's friend sends Erin an email wholly unrelated to their conversation about the upcoming conference. The email contains confidential and important information regarding the competitor's production strategy for the coming year. This information could be very useful to Rich's production team. Erin knows her friend did not mean to send it, but wants to forward this email to Rich's production team. Can Erin forward the email?

A) Erin should not forward the email. It is clear that her friend did not mean to send the information contained in the email. Erin should not divulge the information to anyone without seeking guidance from the Legal Department.

RICH'S INTELLECTUAL PROPERTY AND TRADE SECRET POLICY

We respect international trade rules.

- Every product marketed and sold by Rich's complies with applicable regulations in the country in which the product is sold.

We earn our customers' trust.

REGULATORY POLICY

We ensure the quality of our products.

- We maintain the highest possible quality in all goods we produce.
- We follow all quality guidelines for the procurement of ingredients, manufacturing, storing and shipping of Rich's products.
- We never jeopardize the health of our customers.
- We require our suppliers to adhere to all similar standards of quality.
- Associates should report quality issues to Quality Assurance or their general manager.

SCENARIO: PRODUCT SAFETY

Q) Lisa is conducting research on a new product set to be released next month. During her research, she finds that the product has a potential safety concern that may affect one out of every two hundred users. Lisa thinks that this is too small a percentage to stop the product from being sold on the market. Is Lisa's assumption correct?

A) No. Any product safety concerns must be reported, no matter how small the risk an Associate may think it is. Lisa should relay the safety concern up the chain — to her manager and QA.

QUALITY ASSURANCE POLICIES

Market our products responsibly.

- You should always represent our products fairly, accurately and truthfully.
- You should never create any misleading impressions in advertising, marketing or sales materials or presentations.
- You should refrain from making disparaging comments or unfavorable claims about competitors or their products and services.

SCENARIO: FALSE CLAIMS

Q) Michael and Timothy are out to lunch with a potential client. Michael tells the potential client about recent defects in a competitor's product. After the meeting, Timothy tells Michael he was unaware of their competitor's product defects. Michael tells Timothy that he was "stretching the truth" in order to secure the business of the potential client. What should Timothy do?

A) Timothy should report the events of the lunch and the conversation that he had with Michael after the lunch to a manager, his Ethics Awareness Coordinator, Human Resources, the Legal Department, or the Ethics Helpline at ethics@rich.com or 1.800.535.3678. Even though Michael's comment may help Rich's obtain business, it is both unethical and illegal to make a false claim about a competitor.

We earn our customers' trust.

BRANDING MANUAL

Advertising Guidelines

Compete vigorously and fairly.

- You should avoid entering into agreements with competitors to set prices, limit production or divide customers, suppliers or markets.
- You should avoid entering into practices that diminish competition without a business justification or consumer benefit.
- We always respect people's obligations to protect the confidential information of their current and former employers.
- We never induce anyone to violate any of their previous or current obligations of confidentiality.
- We do not disclose suppliers' non-public pricing information.
- We accept information in confidence only when necessary and only under a written agreement that defines and limits our obligations in dealing with it.

SCENARIO: PRICE SETTING WITH COMPETITION

Q) Joseph is out to lunch when he bumps into Ryan, a friend and competitor. Ryan tells Joseph that if Rich's raises the price of one of their products, he has the power to make sure his company raises the price of a similar product to the same amount. How should Joseph handle such a situation?

A) Joseph should inform Ryan that his idea is not a proper business discussion, then end the conversation, and promptly report the conversation to the Legal Department. The discussion violates federal antitrust law and could be construed as collusion or price-fixing. Rich's sells off of its established price list and only deviates in certain circumstances related to specific requirements regarding volume, marketing allowances and rebates.

We earn our customers' trust.

Honor your business and ethics commitments.

- You should seek appropriate approval before making any promises or commitments to customers or suppliers. That approval should be come from your manager or your team, and make sure you have reviewed any agreement, whether verbal or written, with the Legal Department.
- Always tell the truth and stick to your word.



SCENARIO: SEEKING APPROPRIATE APPROVAL WITH SUPPLIERS

Q) Stephanie is working with a supplier to set up a new contract between the supplier and Rich's. In order to secure the deal, Stephanie considers informing the supplier that if they give Rich's a low price on this deal, Rich's will make sure to use the supplier in the future. Stephanie already knows that the odds of this happening are very low, but it has a slight chance of occurring and wants to secure the best deal for Rich's. Should Stephanie promise that Rich's will utilize that supplier in the future in order to secure a low price for the products?

A) No. Stephanie must only make statements that are honest and truthful when interacting with business partners. While this comment may help the company in the short term, it is unethical to take advantage of a supplier. Remember Rich's promise of we "Do What's Right No Matter What."

We respect the environment.

Do what's right for the environment and business.

Sustainability isn't new to Rich's; it's been part of our business for nearly 70 years. Our ongoing efforts to minimize water and energy consumption, emissions and waste have a significant impact in reducing the environmental footprint of our business. We strive to maintain a safe, clean and healthy work environment for associates and the communities in which we operate.

Associates should take appropriate and efficient action throughout our global business operations to conserve resources and uphold environmentally-safe practices.

- Our business decisions reflect our commitment to protect people and the environment.
- We incorporate systems and processes into our operations and across our supply chain to reduce energy and water use, reuse or recycle materials and minimize waste.
- Associates should use Rich's environmentally-preferred purchasing policy as a guide for balancing price, performance and environmental considerations in all purchasing decisions.

- We comply with all safety and environmental protection laws and exceed their requirements when we believe it's warranted.
- Associates review our operations on a regular basis to ensure the standards of our environmental programs are continuously improved.

Rich Products Corporation encourages all associates, partners and suppliers to adopt these objectives in their activities.

Sustainability Strategy

Environmentally Preferred Purchasing Policy

Green tips, tools and success stories on Rich's Intranet: <http://sustainability>



We cherish our culture.

Rich's Supports Global Human Rights

- We support and respect the protection of human rights and ensure that our suppliers do the same.
- We do not use child labor in our manufacturing.
- We provide fair wages.

We treat others with respect.

- Associates should be open and honest with one another.
- Rich's does not discriminate on the basis of race, color, religion, gender, sexual orientation, gender identity or expression, national origin, disability, age, veteran status, or any other characteristic protected by law.
- We embrace the diversity of all members of Rich's family of associates.
- We do not compromise our Associate's privacy, plant policies, or trade secrets while conveying social compliance information with customers.

*HR Policies; Equal Opportunity Policy
Equal Employment Opportunity Policy
Harassment Policy
Social Compliance Audit Policy*

We maintain a safe and secure work environment.

- We comply with safety, health and security policies and procedures.
- Associates should always take appropriate corrective action and report any health concerns, security or operations issues, or safety threats.

- Associate should not sell, possess or use illegal drugs or create a safety risk through drug use or intoxication while on Rich's property or conducting Rich's business.

SAFETY POLICIES

Alcohol and Substance Abuse Policy

We promote and provide a harassment-free environment.

- Rich's embraces a harassment-free work environment.
- Associates should not behave in a disrespectful, hostile, violent, intimidating or harassing manner.
- Associates should refuse to accept or tolerate sexual harassment including unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature.
- We do not tolerate harassment based on race, religion, disability or any other basis.
- We will not tolerate workplace bullying by coworkers.

HARASSMENT POLICY

SCENARIO: SEXUAL HARASSMENT

Q) John has made numerous comments to his colleague Kristina about her appearance. Kristina feels that these comments are inappropriate and make her feel uncomfortable. Kristina is beginning to dislike her job environment because of John's comments. What should Kristina do?

We cherish our culture.

A) *Kristina should report the situation to the appropriate source. An appropriate source includes her manager or a manager she feels comfortable with, her Ethics Awareness Coordinator, Human Resources, the Legal Department, or the Ethics Helpline at ethics@rich.com or 1.800.535.3678. John's behavior potentially is creating a hostile work environment for Kristina and could be adversely affecting her job performance.*

We do not tolerate retaliation.

- We will not tolerate retaliation against any associate who, in good faith, makes a report of any potential violation of these Standards of Business Conduct, or who engages in any protected activity, including complaining about discrimination or harassment.

We better our communities.

- Rich's encourage associates to get involved with efforts of their choice to improve the community in which they live.
- Rich's does not pressure associates to contribute or join preferred charities, groups or engage in political activities.
- Associates should respect one another's choices in community involvement.
- We want to ensure that any Rich's decision regarding any charity in which you volunteer is approved by your manager or Rich's Corporate Citizenship Department.

SCENARIO: RETALIATION

Q) *Kayla overhears her manager talking with an individual who is not a member of the company about information she knows is confidential. Kayla feels that this conversation may be inappropriate, but is concerned that if she confronts her manager or talks with her manager's supervisor, she will lose out on a promotion or, even worse, be terminated. What should Kayla do?*

A) *Kayla should report what she heard to the appropriate source. Whether or not her concerns turn out to be legitimate, she will have made the report in good faith and will be protected from retaliation. An appropriate source for Kayla to tell is another manager, her Ethics Awareness Coordinator, Human Resources, the Legal Department, or the Ethics Helpline at 1.800.535.3678 or by email: ethics@rich.com. All calls and emails are confidential.*



We use social media responsibly.

We use social media responsibly

- We support the use of websites and social media channels as outlets for self-expression and an innovative way to promote our products when used appropriately and ethically.
- We do not misuse social media, as it can result in a liability to Rich's, a personal liability to you and can result in disciplinary action up to, and including, termination.
- If you promote Rich's products on your blogs, websites or social media sites, you must disclose that you are employed as a Rich's associate.
- You should always receive approval in advance before making any statement or posting any messages that might appear to act as the "voice" or potential position of Rich's. All statements are distributed by the Communications or Legal Departments.
- We always maintain the integrity of Rich's logos, trademarks, trade dress and the confidentiality of company information when online.
- We never make any claims about our products or competitor's products that are untrue or misleading.
- When participating in online activities, you should not disclose any property information, trade secrets, information regarding the development of systems, process, products, technology, internal reports, procedures or other internal communications.
- When you use social media at any time, you should always clarify that your comments are personal in nature and not those of Rich's.
- Associates who comment on any aspect of the business must include a disclaimer on their profile that the views they express are personal and not those of Rich's.
- The Rich's Equal Employment Opportunity Policy, which prohibits unlawful employment discrimination, harassment and retaliation, applies to all online activities, including blogs, websites and social media.
- If you post complaints or criticisms during the course of your online activities, you



We use social media responsibly.

must avoid making statements, or using photographs, video or audio that could reasonably be viewed as malicious, obscene, threatening or intimidating, or that could constitute harassment or discrimination of your co-workers, supervisors, Rich's competitors, customers vendors or any other business contact.

- *Examples of such conduct include posts meant to intentionally harm someone's reputation or posts that contribute to a hostile work environment on the basis of race, gender, disability, religion, age or any other status protected by law or company policy.*

There is nothing in this policy is intended to interfere with the rights guaranteed to Associates by Section 7 of the National Labor Relations Act to engage in concerted, protected activity, including the right to discuss their wages, hours of work and other terms and conditions of their employment.



SCENARIO: SOCIAL MEDIA USE

Q) Srikant, a sales associate, has been working tirelessly on a contract with a potential supplier. After a few months of negotiation, Srikant and the potential supplier agree to a deal. Srikant writes on his Facebook and Twitter profiles that Rich's has entered into an agreement with the supplier. One of Srikant's friends congratulates him on Facebook and asks Srikant how much the contract is for; Srikant tells her this information. Was Srikant's action proper?

A) No. The terms of Rich's contracts are confidential, so Srikant should not be sharing this information with an unauthorized party. Announcing this information over a Facebook, Twitter, or any other social media site is inappropriate because it could damage Rich's reputation, permanently disclose confidential information, and adversely affect the success of the business.

*Harassment Policy
Social Media Policy
Intellectual Property Policy*

If you have any doubts, contact us.

Do you have any doubts, concerns or questions?

We are all faced with situations where the right decision may not always be immediately clear. These Standards of Business Conduct, embedded links to company policies and guidelines, and list of contacts were developed to help you Do What's Right, No Matter What.

We all work together to build trust around our shared values. In all of our business activities, we should fulfill our commitments to others as outlined by these Standards of Business Conduct. On a daily basis, it is up to you to do what is right to make Rich's the Trusted First Choice for our associates, communities and customers.

**A Few Tools:
Ethics Helpline
ethics@rich.com
1.800.435.3678**



Give yourself The Headline Test

The Headline Test is a simple but powerful tool designed to make sure we appropriately consider the soundness and impact of our business decisions. It is named after one of the tools most commonly used by executives:

*“Before I make a decision,
I consider how it would
look in a news story.”*

We should ask ourselves what the impact would be if the conduct or actions became public or were reviewed by colleagues we respect. If you are uncomfortable with the answer, don't do it!

Instead, discuss the matter or issue with any of the following Rich's associates:

- Your manager
- Another manager
- Ethics Awareness Coordinator
- Ethics Hotline
- Any Attorney in the Legal Department
- Any Human Resources Manager or Business Partner