

Code of conduct



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Introduction

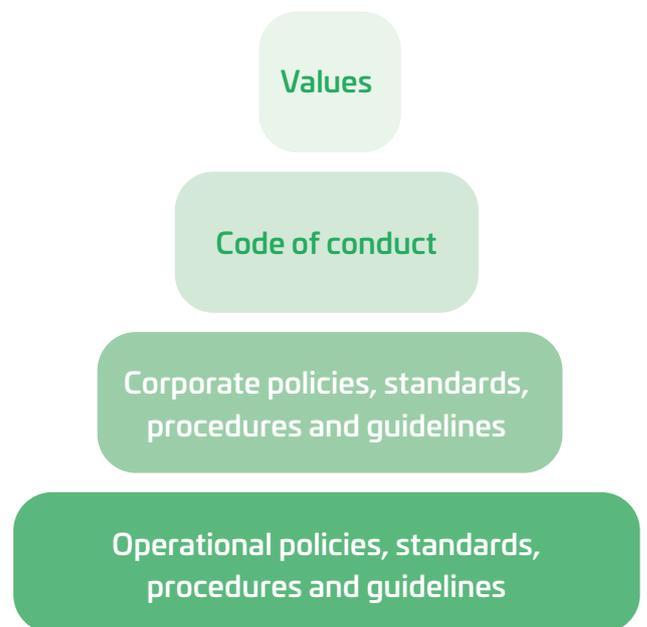
Our business is a diverse network of people, operating across a range of geographies, commodities and assets.

Together, we provide one of the world's leading agriculture networks, connecting producers with consumers and supplying sustainable, traceable and quality controlled agricultural products.

Our governance framework encompasses our values, code of conduct, corporate policies, and operational policies, standards, procedures and guidelines. It provides clear guidance to employees on operating with transparency and integrity to meet societal, environmental and compliance standards. These represent our commitment to uphold good business practices, meet and exceed applicable laws and external requirements and apply these standards to everything we do.

Our code of conduct applies to everyone working for Viterra, in all locations and across all functions. All employees contractors, directors and officers are expected to understand the code and apply it to each of our roles and responsibilities.

David Mattiske
Chief Executive Officer



Our values

Our values are fundamental to our governance framework and reflect the way we conduct ourselves, wherever we work and whatever our role. They define who we are and how we do business.





We make things happen

Efficient and effective, we get the job done. We empower our people to make well-informed decisions, fast. We respond to change and pursue opportunity.

We are responsible

We care for our colleagues, our customers, our communities and our environment. We prioritise safety and sustainability throughout our business, continuously looking to improve our performance and to maximise the positive contribution we make to the world.

We are connected

We value diversity and work inclusively to bring together many minds, many talents and many perspectives. Throughout our network, we collaborate respectfully and build successful partnerships that last.

We are open

We are true to our word. We partner with colleagues and customers in a positive, straightforward way, operating with transparency and integrity to be successful.

We look ahead

We are solutions focused. The future presents us with possibilities. We constantly learn and evolve, developing new ways of doing business to be the leaders in our field.

Applying the code of conduct

Everyone working for Viterra, regardless of location or role, must comply with the code and Viterra policies. The code seeks to ensure that the aspirations embodied in our values are reflected in our daily actions and decisions and in our business' culture.

This code applies to all marketing activities and operational assets that we control. It applies to all permanent and temporary employees, directors and officers as well as contractors (where they are under a relevant contractual obligation).

The code does not include prescriptive rules covering every eventuality. It defines the minimum requirements and provides direction and guidance in applying our values. In the absence of guidance from applicable law or external requirements, in the code, or in the relevant supporting documents, you are expected to exercise sensible judgement.

All permanent and temporary employees, contractors, directors and officers must familiarise themselves with the code, standards and policies, and the applicable laws relevant to their work. Any behaviour that is in breach of the law, this code or our policies, must be reported to a supervisor or manager.

Lack of compliance with the requirements of the code, relevant Viterra policies or the law, may result in disciplinary action, including termination of employment.

Joint ventures

When we enter into joint ventures where we are not the operator, wherever possible, we seek to influence our partners to adopt similar policies and procedures to those of Viterra.

Responsibilities of leaders

All our leaders, supervisors and managers must lead by example and be seen to work with integrity while creating an environment where team members:

- are encouraged and trained to do the right thing
- are able to ask for and receive appropriate guidance if they are uncertain what to do
- feel comfortable raising questions or concerns without embarrassment or fear of retaliation.

We expect managers, supervisors and leaders to communicate our values and the code to their teams; proactively identify, assess and discuss relevant issues with them; and implement appropriate risk mitigation controls. Managers, supervisors and leaders must seek to prevent breaches of the code through strong leadership and ensure that relevant policies and procedures are properly implemented and followed.

Procurement

We seek to ensure that our suppliers, including contractors, maintain:

- lawful business practices
- agreed standards of quality and timeliness of delivery
- safe, healthy and fair workplaces
- zero tolerance for human rights violations, in relation to both their people and the communities in which they work
- business practices that minimise environmental impact.

Where appropriate, these requirements should be supported through communication, training and/or contractual arrangements.

We may terminate (or decline to renew) the contract of any provider or contractor who breaches the law, the code or Viterra's relevant policies.



Raising concerns

You must raise promptly any situations in which the code, its underlying policies or the law appear to be breached with a supervisor or manager.

Alternatively, concerns can be raised with the appropriate manager in human resources, legal, sustainability or senior management, or with your local compliance contact, whose details are available in the compliance section of the global Viterra intranet or on notice boards.

Where a concern remains unresolved through local channels, it can be referred to one of the following corporate channels for raising concerns. If you have access to the internet, you can send an email to **codeofconduct@vitterra.com** or use the 'raising concerns' form on the global Viterra website at **vitterra.raisingconcerns.org/**. The website allows you to raise concerns on an anonymous basis.

If access to the internet is limited, in all countries we operate, there are telephone numbers for raising concerns available, which are communicated through notice boards. Calls to these numbers are free of charge. You may choose to raise your concern on an anonymous basis.

All queries raised via these 'raising concerns' channels are reviewed and assessed promptly.

The confidentiality of those involved will be respected. Your identity will only be shared where it is necessary to do so in order to address the concern or is required by law.

If you raise an issue you must do so in good faith. Abuse of these channels is not acceptable.

Health and safety

The health and safety of everyone involved in our business is our highest priority. We expect everybody to actively maintain a safe and healthy workplace, and promote a culture where people take responsibility for their own safety and for that of their colleagues and communities.

Our ambition is to become an industry leader in health and safety outcomes and create a workplace free from incidents and injuries. A safe and healthy working environment is essential for the long term wellbeing of our people and the sustainability of our business.

We acknowledge that we are all responsible for our own safety and the safety and wellbeing of our colleagues, contractors and the communities in which we work. We also acknowledge that we are all responsible for following our life-saving behaviours as well as the health and safety protocols and procedures put in place by Viterra.

We expect our people to come to work fit and capable to follow health and safety instructions and to take responsibility for their own actions. We support our management's efforts to create a safe work environment through the application of effective controls.

We are committed to a strong safety culture that requires visible leadership from all levels of line management, a high level of engagement from employees and contractors and a focus on hazard identification and risk management. Our people receive training that enables them to carry out their tasks safely and in accordance with our health and safety protocols and procedures.

We all have the authority to stop work if we consider it unsafe. We require our people to be trained, competent and fit to carry out their tasks. No one should commence any task that they consider unsafe or where the hazards cannot be controlled.

Supporting documents

- HSEC policy
- Catastrophic and fatal hazard management policy
- HSEC management framework
- Life saving behaviours and fatal hazard protocols
- Risk management framework



Our people

Our people are fundamental to our success. Viterra has a culture that values and supports diversity and inclusion. We believe that a diverse workforce achieves innovative solutions and creates value for our business.

We treat our people fairly and with respect, providing equal opportunity at all levels of the business to ensure they have the opportunity to develop their careers to match their potential. Across all our assets and offices, as a minimum, we comply with standards set by the International Labour Organization (ILO), the UN Global Compact and the UN Guiding Principles.



We recognise and uphold the rights of our workforce to a safe workplace, freedom of association, collective representation, just compensation, job security and opportunities for development.

We value and respect people from all backgrounds and seek to further improve and develop our culture of diversity and inclusion throughout our business.

We aim to develop a workforce that is diversified in all aspects, including, race, nationality, religion, gender, age, sexual orientation, disability, ancestry and social origin.

Diversity is important to our way of working and we recognise the value of a diverse and skilled workforce to ensure that our business is sustainable. We expect all employees and contractors to treat each other equally and to follow our inclusive principles when interacting with each other.

Our commitment to diversity and inclusiveness refers to all areas of our business, including but not limited to the recruitment of new employees, developing our workforce, promoting and retaining employees and appointments at managerial levels.

Our people are recruited, promoted and offered development opportunities on the basis of their overall qualification for, and success in, their specific jobs. Our remuneration structures are based on each person's knowledge, experience and ability; we reward performance and self-improvement. We undertake regular reviews of remuneration and incentive practices.

We also assess skills and competencies regularly, recognising talent, performance and potential, and providing appropriate support and development opportunities.

Supporting documents

- Human rights policy
- Diversity policy





Human rights

We support and respect human rights in a manner consistent with the Universal Declaration of Human Rights. We respect the dignity, liberty and equality of everyone we work with and of all those in the communities where we operate. We ensure that human rights awareness is embedded in our internal risk assessment processes.

Throughout our business, we seek to avoid complicity in human rights abuses, and we uphold relevant international standards.

We have zero tolerance towards any form of workplace discrimination, forced labour, child labour, physical assault or harassment within our workplace. We are committed to providing a safe and healthy workplace, ensuring equal opportunities, paying at least minimum wages in accordance with local regulations and upholding workers' rights to freedom of association and collective bargaining.

We deal openly, transparently and inclusively, listening to and working with anyone affected by our operations. We have grievance mechanisms in place for stakeholders and provide access to remedy. These include the raising concerns programme as well as local systems at our operations.

We respect the land tenure rights of indigenous people and communities. We adhere to the principle of free, prior and informed consent.

In our dealings with our business partners, including contractors, suppliers and joint venture partners, we expect them to respect and comply with our approach to human rights, or one of an equivalent standard.

Supporting documents

- [Human rights policy](#)





Communities

We support the sustainable, long term development of the local communities in which we operate. We contribute to these communities by employing people, purchasing commodities, goods and services, paying taxes – and through continued investment in our infrastructure.

We are a major employer in many of the areas where we operate and have a responsibility for the health, prosperity and sustainability of these communities.

We also play a key role in feeding people and animals around the world and ensuring the security of the food supply is vital.

We aim to deal openly, transparently and inclusively with our communities and stakeholders, listening to and working with anyone impacted by our operations.

In our relationship with local communities we respect and promote human rights within our area of influence. This includes respect for the cultural heritage, customs and rights of those communities, including those of indigenous peoples.

As much as possible, we support and promote local employment and local procurement.

Environment

We aim to minimise our impact on the environment wherever we operate and we aim to improve environmental sustainability right along our supply chain.

Our operations are geographically widespread and diverse in nature, including the sourcing, processing, storage, transportation and marketing of agricultural commodities and products.

We work to improve our environmental performance year on year, reducing our impact on the external environment and communities where we operate, communities we source from and those where we supply commodities.

Our potential environmental impacts are specific to different commodity groups or assets. Throughout our operations, environmental impacts are identified, analysed and reflected in our planning, management systems and day-to-day activities.

We comply with applicable laws, regulations and other requirements for environmental management. Where these are less stringent than our own standards, we apply our higher standards.

We endeavour to eliminate deforestation and land conversion in each of our supply chains and we work with producers, industry organisations and other stakeholders to protect high conservation value areas, high carbon stock areas and other valuable and protected areas against uncontrolled expansion.

We adopt a risk-based approach when sourcing commodities from regions that may have a higher risk of unsustainable practices. We aim to have maximum traceability and transparency for commodities sourced from high risk areas.

In all of our operational activities, we are seeking to reduce our emissions and energy consumption by using more renewable energy and by reducing direct energy consumption. Wherever possible we are minimising the impact of water use at our operations, especially fresh water consumption in vulnerable areas. We pay special attention to sites in areas where water availability or water quality is already under pressure.

Supporting documents

- Environmental policy



Tax

We are fully committed to comply with all applicable taxation laws including the relevant reporting requirements that may arise in the jurisdictions in which we operate.

We subscribe to a transparent approach with all our stakeholders. Our tax policy forms part of the Group's enterprise risk management policy and complies with all the values and principle so embedded in it.

The pricing of transactions between Viterra companies must comply with the arm's length principle as defined in the OECD Transfer Pricing Guidelines for Multinational Enterprises and Tax Administrations and Article 9 of the OECD Model Tax Convention, which includes mandatory country-by-country reporting obligations.

We aim to ensure all tax returns and payments to governments are submitted accurately and payments are made on time.

Supporting documents

- Group tax policy



Communications

We maintain active engagement and dialogue with stakeholders. We are committed to communicating openly, accurately and respectfully with our employees, contractors, customers, suppliers, local communities, as well as appropriate associations, governments and other stakeholders.

We undertake fact-based, timely and constructive communication with all our stakeholders across a wide range of matters. We share information on matters that affect our operations and activities with relevant stakeholders. Our engagement with all our stakeholders supports our decision-making process.

We regularly engage in dialogue with governments on issues that affect our operations and activities. Seeking to maintain open and constructive relationships with governments ensures awareness of the opportunities, constraints and concerns related to our activities on an ongoing basis.

Communications with governments must only be undertaken by suitable senior management or authorised personnel and all information shared should be accurate and not misleading.

Public comments are only to be made by authorised spokespersons.



Compliance

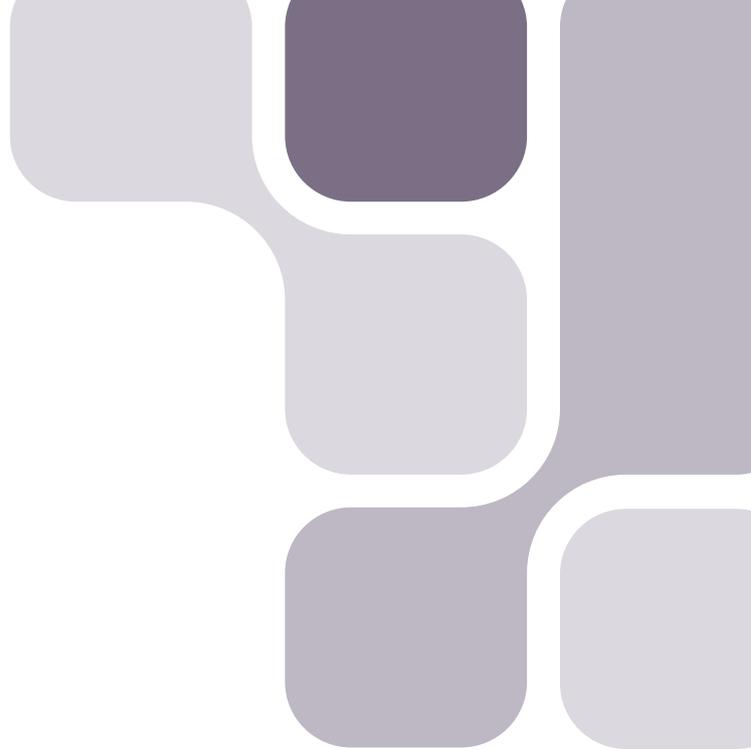
We are committed to operating in accordance with strong ethical principles. We expect everybody working for Viterra to take personal responsibility for ensuring that their conduct conforms to these principles.

We will not knowingly assist any third party in breaching the law, or participate in any criminal, fraudulent or corrupt practice in any country. We seek to prevent such misconduct through training programmes and strong leadership underpinned by internal policies, procedures and controls.

Conflict of interest

A conflict of interest is a situation in which an individual has a private interest sufficient to potentially influence the objective exercise of his or her professional duties. Everybody working for Viterra must avoid actual conflicts of interest and, wherever possible, avoid apparent or potential conflicts as well. We must safeguard Viterra's legitimate interests through properly performing our professional duties. Any concerns around an actual or potential conflict of interest or an unclear situation should be immediately referred to an appropriate supervisor, manager or compliance contact.

Contractors, suppliers and partners are engaged through a fair, formal process that includes, where appropriate, written requirements reflecting our values and policies.



Bribery

A bribe is any financial or other advantage which is offered, provided, authorised, requested or received as an inducement or reward for the improper performance of a person's relevant function, or the receipt of which in itself would constitute improper conduct.

You must not solicit, accept, offer, provide or authorise any bribe either directly or indirectly or through any third party. Any concerns about potential bribery must be reported to a manager, supervisor or an appropriate compliance contact or, where appropriate, through the 'Raising Concerns' programme.

A public official may offer to enable or speed up a process that is his or her duty to perform, in return for a small payment. Such payments are often called facilitation payments and should not be made. All dealings with public officials must be transparent and we must guard against circumstances where even the appearance is made of inducing a public official to perform his or her work improperly. Further guidance on this matter can be obtained from the global anti-corruption policy or an appropriate compliance contact.

Anyone working for Viterra who fails to comply with applicable anti-corruption laws and the anti-corruption policy may face disciplinary action that could include dismissal.

Political contributions and activities

We do not permit any of our funds and resources to be used as a contribution towards a political campaign, political party, political candidate or any affiliated organisations.

We will not use charitable donations as a substitute for political payments.

Competition

We are committed to the principles enshrined by competition laws.

We expect everybody working for Viterra to be aware of competition laws, to avoid infringement and ensure that suppliers or trade customers are not engaging in anti-competitive activities that could damage our business or reputation.

We provide our at-risk employees with specific training and guidance on what actions may breach the law and the practical steps that can be taken to ensure compliance.

Sanctions

Sanctions are laws, regulations and compulsory measures enacted by governmental authorities in relation to particular states, regimes, entities and individuals. Such laws, regulations and measures may directly or indirectly restrict transactions involving goods, services, payments and capital transfers, or the movement of persons. They may also include other prohibitions, licensing and reporting obligations.

You must respect and uphold any applicable sanctions.

Money laundering

Money laundering is a process whereby the origin of funds generated by illegal actions is concealed and those funds are inserted into economic circulation, making them seem as though they are derived from a legitimate source.

We will not participate or assist any third party in money laundering or any other illegal practice. We encourage and support everybody working for Viterra to report to a supervisor, manager or compliance contact any concerns relating to a current or prospective counterparty being engaged in money laundering.

Confidential information

We have systems and processes in place that help to ensure that confidential information about Viterra is secure and protected.

Confidential information about publicly traded companies may constitute inside information. Anybody working for Viterra who obtains such information about another company during their work will be subject to restrictions concerning the securities of that company.

Supporting documents

- Global anti-corruption policy



Food and feed safety

We have detailed management policies and programmes that ensure our food and feed products meet the highest international standards.

Our supply chains are considered essential services to transport food and feed products for communities around the world. We operate reliably and efficiently to provide timely delivery of products and maintain our high standards of quality and food safety to meet the needs of customers.

We want the products and commodities we supply to customers to be of the right quality, and safe for people and for the environment – in line with evolving rules and standards.

We carry out wide-ranging food safety and quality management procedures so that customers can be confident that all our food and feed products meet the highest international standards.

Our marketing, logistics, quality and food safety functions work closely together with our partners and service providers to ensure that quality and safety requirements are met throughout our supply chains. We ensure that customer enquiries are dealt with in a timely and accurate manner.

We engage with all stakeholders involved with any aspect of our products.

Protecting and maintaining property

We are all responsible for all Group property that is under our control. This includes business opportunities, funds, property, proprietary information and data, intellectual property, and personal equipment (such as mobile devices, computers and access rights to our IT infrastructure).

We take appropriate precautions to prevent information disclosure and alteration, damage, misuse, or theft of our property and endeavour to ensure that anyone working for Viterra does not use property for personal benefit.

Use of information systems

All Viterra information systems and the data stored in them, regardless of location, are the property of Viterra. Viterra's data and information systems are vital resources and must always be used in line with applicable Viterra policies.

We may monitor and investigate the use of Group IT resources; this includes email, internet use, file storage and computer and network access. Monitoring and investigation may record any misuse of systems and the creation, processing, storage and deletion of information that is contrary to Group or business unit policies, or in breach of local laws and regulation.

Everyone working for Viterra must ensure that they are aware of the rules regarding acceptable use of the Group's IT and information resources and comply with the relevant acceptable use agreement and policies.

Personal information and privacy

We only collect and retain personal information that is reasonably necessary to meet business requirements, and as permitted by privacy law in geographies where we operate.

Intellectual property

Intellectual property (IP) is information owned by Viterra. IP includes patent rights, trademarks, copyright, design rights, database extraction rights, rights in know-how, business models, analytical information or other confidential information and rights under IP-related agreements.

We protect our IP assets as well as our physical assets. IP infringement means unauthorised access or use, modification, transmitting, deletion by employees, customers, suppliers and competitors, including anyone using any Group name or brand without approval.

Supporting documents

- Information security framework
- End user IT services agreement policy & agreement
- IT admin policy & agreement



Raising concerns

If you have a concern that remains unresolved through local channels, the concern can be referred to a corporate 'Raising Concerns' channel. These include:

Email: codeofconduct@viterra.com

Online: the 'Raising concerns' form is available at viterra.raisingconcerns.org/

Telephone: toll-free telephone numbers are communicated through company notice boards

More details are available in the 'Raising concerns' section of this code.

External enquiries

For further information on the Viterra code of conduct, please contact:

info@viterra.com



vterra.com