

Code of BUSINESS PRINCIPLED ACCELERATED
COMPLETMENT PROBLEMS INVESTIGATES DIVIDED
WRONG APPLIED FORM PRACTICAL
CHARACTER CALLED DETERMINING WAY
INTEGRITY ETHICS BEHAVIOR MEANS
CORPORATE ANOTHER CHARTERS PEOPLE'S FIELD PHILOSOPHY COMMITMENT SMITH DISTINCT
ORGANIZATIONS QUESTIONS VIRTUOUS INVESTIGATION BRANCH CONDUCT STANDARDS HONORABLE CORPORATIONS SPECIALIZATION SYSTEMATIZING
DETERMINED NON-ECONOMIC ARISE BELIEFS GOVERNMENTS TOGETHER STUDY MAJOR MORAL ETHICAL WITHIN CAREER STUDIES ACTION
DIMENSIONS ATTEMPTING CONTROL KNOWN PRESCRIPTIVE TIME RESPONSIBILITY DEFENDING
HEADINGS BEYOND COURSE IMPLICITY MEANING PEOPLE ACT FACTS BELIEF REGIMES MORALLY
ACADEMICS SENSITIVITY CONCERNS GREEK OPERATE

We see our
employees
as our
greatest
asset.

GIORGI

The Giorgi Companies, Inc.

All Season Products, Inc.

Can Corporation of America, Inc.

CF Logistics LLC

Dew Fresh, Inc.

Gaspari Farms, Inc.

Gaspari Farm Products, Inc.

Giorgio Foods, Inc.

Giorgio Fresh Co.

Giorgi Mushroom Co.

Ontelaunee Farms, Inc.

Introduction



From Peter Giorgi

As the president of The Giorgi Companies, Inc., I am honored to present you with our Code of Ethics. Our Code of Ethics is prefaced by our Mission Statement and Values Statement. These Statements, created with the input of ownership, management, and employees from all divisions and from all levels, reflect our goals as well as our duties to all who have a stake in our success: our employees, our customers, our suppliers, our ownership, and society as a whole. I am inspired by what these Statements represent: our collective understanding of our values and our shared commitment to be an outstanding organization. Thank you for your input and feedback in creating these core documents that reflect who we are and what we strive to achieve.

In the pages that follow our Mission Statement and Values Statement you will find the elements of our Code of Ethics, describing our companies' policies and procedures, covering many areas of our organization.

Lastly, we also provide you with the steps to take if you have a concern or if you would like to communicate with management about our policies.

Again, thank you for your valued contributions to our companies.

Peter F. Giorgi

A handwritten signature in black ink, appearing to read 'Peter F. Giorgi', written in a cursive style.

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Code of Ethics

Statement of Our Core Values

The Giorgi Companies, Inc. Mission Statement

To create mutual prosperity and improve the lives of those we serve by growing, producing, and packaging nutritious foods, and manufacturing high quality steel containers, while respecting our employees, our customers, our vendors, our communities, and our planet. We will accomplish our Mission by working together, as one family of companies, with one culture.

The Giorgi Companies, Inc. Values Statement

Within The Giorgi Companies, Inc.,¹ we are accountable to our employees. We must see our employees as our greatest asset. We must treat them with respect, speak to them with courtesy and professionalism, and provide clear expectations. We must provide our employees with a safe and suitable work environment. Employees deserve fair wages, benefits, and opportunities for advancement. We also realize that loyalty is earned and achieved with mutual trust, transparency, respect, appreciation, and a sense of goodwill among all employees.

We are accountable to our customers. We must be reliable partners, providing prompt service, fulfilled orders, and deliveries free of delay or defect. We must provide goods and related services that meet or exceed our customers' expectations, at competitive prices.

We are accountable to the communities in which we work and must benchmark our success inside and outside the walls of our companies. We strive to be good stewards of our environment and be leaders who provide gainful employment, promote cooperation, and contribute stability throughout our communities.

We are accountable to our shareholders to achieve sound profits. We will continuously and wisely reinvest our profits to improve our technologies, develop our employees, and apply best practices. Pursuing these objectives will ensure a fair return on investment and the long-term success of The Giorgi Companies, Inc.

We pledge to uphold each of these responsibilities and to nurture our relationships with our fellow stakeholders so that we will achieve these goals together. Realizing these goals in a measured and equal fashion is truly an achievement of the highest order and is the barometer by which we measure our successes each and every day.

1. As used herein, The Giorgi Companies, Inc. includes all of The Giorgi Companies, Inc.'s direct and indirect subsidiaries including: All Season Products, Inc.; Can Corporation of America, Inc.; CF Logistics LLC; Dew Fresh, Inc.; Gaspari Farms, Inc.; Gaspari Farm Products, Inc.; Giorgio Foods, Inc.; Giorgio Fresh Co.; Giorgio Mushroom Co.; and Ontelaunee Farms.

Actions speak louder than words.

Set the Tone at the Top

Managers and supervisors have special responsibilities with respect to our Code of Ethics. Ethical behavior throughout The Giorgi Companies, Inc. is the result of consistent, modeled behavior from our leaders at the top. When managers and supervisors communicate and model their actions effectively, their teams follow suit.

When an employee seeks out his or her immediate manager or supervisor with an ethical concern, the manager or supervisor is expected to address the concern in a prompt and appropriate fashion, and to effectively document and communicate the actions taken. Employees are encouraged to speak up with these concerns, and managers and super-visors should be ready to assist. Managers and supervisors should never consider employees' ethics concerns as threats or challenges to authority, but rather as another encouraged form of business communication. We want to incorporate an ethics dialogue into our day-to-day routine.

Be Accountable

Actions speak louder than words. Each of us is responsible for knowing and adhering to the values and standards set forth in this Code of Ethics and for raising questions if we are uncertain about company policy. If we become concerned whether our standards are being met or become aware of violations of the Code of Ethics, we must take action in accordance with the guidelines set forth herein.

Be Transparent

The Giorgi Companies, Inc. is committed to openness, transparency and honesty about our mission, values, and policies, believing this to be essential to good governance. We communicate actively with stakeholders, with the goal of promoting trust and understanding with our employees, customers, vendors, and consumers.

Build Trust and Credibility

The successful business operation and reputation of The Giorgi Companies, Inc. is built upon the principles of fair dealing and ethical conduct. Sustaining our success and reputation requires a regard for the highest standards of personal integrity and careful observance of the spirit and the letter of all applicable laws and regulations. We are dependent upon the trust of our employees and customers, and we are dedicated to preserving that trust. It is easy to say what we must do, but the proof is in our actions. Ultimately, we will be judged on what we do.

Respect the Individual

While at work, we must conduct ourselves professionally with the highest regard for all people. From the top to the bottom, everyone plays a critical role that is vital to the success of the organization. We must treat each other as we wish to be treated in return.

WE MUST:

- Treat others with respect.
- Respect the individualism and privacy of our co-workers.
- Be polite, respectful and professional to everyone regardless of relationship, position, culture or background.
- Demonstrate an attitude of compassion and empathy for all people.
- Avoid all forms of intimidation, harassment, discrimination and physical violence.
- Use appropriate language, tone, gestures and volume at all times.
- Respect established chains of command and responsibilities of our co-workers.
- Be personally accountable for our work and actions, honor our deadlines, and behave in a way that does not negatively impact our teams, our departments, our companies, and the products we produce.

Create a Culture of Open and Honest Communication

Within The Giorgi Companies, Inc., we encourage our employees to speak their minds, particularly with regard to ethical concerns. We rely on our employees, managers and leaders to reinforce the principles of our Code of Ethics and Values Statement throughout all levels of our workforce. We should never be afraid to admit a mistake. We all benefit tremendously when we exercise our power to prevent mistakes or wrongdoing from recurring by asking the right questions at the right times. Management has a responsibility to create and maintain an open environment in which people feel comfortable asking questions and voicing concerns.

We are dependent upon the trust of our employees and customers, and we are dedicated to preserving that trust.



The Giorgi Companies, Inc. Open And Honest Communications Policy Is As Follows:

- 1.) The first person you should speak with is your manager or supervisor. Managers and supervisors are responsible for providing guidance on company and job specific policies. Many problems or concerns can be swiftly resolved with a conversation with one's manager or supervisor.
- 2.) If addressing a concern with your immediate manager or supervisor is not possible, or if you are not comfortable doing so, or if after doing so you are not satisfied, one option is to seek out the next-level manager or supervisor for guidance. In the event that you cannot speak with a manager or supervisor regarding a concern, you should seek out your Human Resources representative.
- 3.) If none of the above avenues (manager or supervisor, next-level manager or supervisor, Human Resources representative) are suitable for voicing your concern, you may also call The Giorgi Companies Ethics Hotline.

This hotline is managed by an outside third-party, and is in place to ensure that you always have an outlet to report concerns anonymously if you feel uncomfortable addressing your concerns through the avenues above.

ETHICS HOTLINE

It is available 24 hours a day, is toll-free, and is available to all employees:

- English speaking USA and Canada: (844) 600-0098
- Spanish speaking USA and Canada: (800) 216-1288
- Spanish speaking Mexico: 01-800-681-5340
- Website: www.lighthouse-services.com/giorgi
- E-MAIL: reports@lighthouse-services.com (must include company name with report)
- Fax alternative for written documents: 215-689-3885 (must include company name with report).

In every instance where improper behavior is found to have occurred, management will take appropriate action.

Prohibit Retaliation

Management will not tolerate retaliation against employees who raise ethics concerns. Retaliation against an employee for reporting a potential issue is itself a violation of our Code of Ethics. If you know or suspect that retaliation has occurred or is occurring, you should report it.

Uphold the Law

The Giorgi Companies, Inc. commitment to integrity begins with complying with all applicable laws, rules and regulations and working fairly and honestly with government officials where we do business. This includes all interactions with government officials at any level. In order to maintain this integrity, our actions must meet high ethical and legal standards. It is essential that we all have an understanding of the company policies, as well as any applicable laws, rules and regulations that apply to our specific roles. If you are contacted by a government or regulatory agency or representative and asked to provide information or submit to an inspection, you should inform your manager or supervisor immediately. Your manager or supervisor will take appropriate actions or contact the appropriate resource expert for guidance.

We must be truthful and straightforward in our dealings with the government and must not provide false or misleading information to any government official or representative, nor direct or encourage others to do so. Additionally, we are responsible for preventing violations of law and for speaking up if we see possible violations. For guidance on how to handle certain issues, should they arise, please refer to the “Create a Culture of Open and Honest Communication” section of our Code of Ethics.

Avoid Conflicts of Interest

We must avoid any relationship or activity that might impair, or even appear to impair, our ability to make objective and fair decisions when performing our jobs. At times, we may be faced with situations where the business actions we take on behalf of The Giorgi Companies, Inc. may conflict with our own personal or family interests. We owe a duty to The Giorgi Companies to advance its business interests. We must never use The Giorgi Companies, Inc. property or information for personal gain or take for ourselves any opportunity that is discovered through our position with The Giorgi Companies. If we find ourselves in a potential conflict of interest situation, before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, we must disclose the situation to the Human Resources Department, follow the procedures set forth in the companies’ existing Conflict of Interest Policy, and obtain approval.

Our commitment to integrity begins with complying with all applicable laws, rules and regulations.



We all share the responsibility of keeping our workplace safe.

Determining whether a conflict of interest exists is not always easy to do. Here are some situations in which conflicts of interest could arise:

- 1.) You or a close family member owning, being employed by, acting as a consultant to, or a board member of a competitor or potential competitor, outside supplier or contractor, while you are employed by The Giorgi Companies, Inc.
- 2.) Hiring or supervising close family members.
- 3.) Having a personal interest, financial interest or potential gain in any of The Giorgi Companies, Inc. transaction.
- 4.) Placing company business with a firm owned or controlled by an employee of The Giorgi Companies, Inc. or his or her family.
- 5.) Accepting or giving gifts, discounts, favors, services, meals, refreshments, entertainment and/or other general business courtesies from/to a customer or potential customer, competitor or supplier, in violation of the companies' existing Gifts, Business Courtesies and Vendor Relations Policy.

Ensure Workplace Health and Safety

The Giorgi Companies, Inc. is committed to providing a safe and healthy work environment. We all share the responsibility of keeping our workplace safe. We must learn, follow and enforce the safety guidelines applicable to our jobs and work areas, cooperate with those who enforce these rules and practices, take necessary steps to protect ourselves and others, and attend required safety training. We must avoid all forms of drug and alcohol abuse. We must immediately report all accidents, injuries, near-misses, and unsafe practices or conditions.

Each company is responsible for its overall safety program, including safety policies, accident prevention programs, and substance abuse policies.

A comprehensive statement on our policies regarding workplace safety is included in the employee handbook, through the Human Resources Department, or the Environmental Safety and Health Department.

Ensure Food Safety

We all must take steps to protect our consumer's health and safety. We follow very specific processes to ensure our products meet rigorous food safety standards. Everyone plays a part by following all proper procedures relating to food safety and Good Manufacturing Practices. We must ensure clean, sanitary and safe conditions. We must grow, harvest, handle, prepare, package, and store our mushroom and processed food products with the utmost care. We must properly handle any product that is damaged, contains foreign material, or appears out of specification. We must take appropriate action if we become aware of anything that suggests that a product, process or situation may pose a danger to health or safety. We must continually explore ways to maintain and improve our quality standards and practices.

Protect the Environment

The Giorgi Companies, Inc. is committed to conducting its business in an environmentally friendly manner. We are all responsible for being familiar with environmental laws and regulations which relate to our job responsibilities and complying with them. This includes ensuring that reports on environmental matters, whether those filed with government agencies or those required by law, are completed in a timely and accurate manner.

Set Metrics and Report Results Accurately

Internal Record Keeping

Accurate corporate records begin with maintaining accurate internal records. Whether the system of record-keeping employed is paper, spreadsheet, database, or ERP, the recording of erroneous data has a trickle-down effect. We must be diligent in our data collection and reporting efforts. Management will use the data collected in these internal procedures to measure the results of operations and/or for future decision-making. This data may also affect reporting to external entities, as well as impact our companies' financial statements.

We all share the responsibility of keeping our workplace safe, and we follow very specific processes to ensure our products meet rigorous food safety standards.



Corporate Record Keeping

We must create, retain and dispose of our company records as part of our normal course of business in compliance with all Giorgi Family of Companies' policies and procedures, as well as all regulatory and legal requirements.

All corporate records must be true, accurate and complete, and company data must be promptly and accurately entered into record-keeping systems in accordance with the law, our policies, and generally accepted accounting principles. Additionally, we must not improperly influence, manipulate or mislead any audit, nor interfere with any auditor engaged to perform an audit of our financial statements, accounting practices, taxes, records, processes or internal controls.

Accurate Disclosures

Those of us authorized to make disclosures to our accountants, lawyers, other professionals, the government, or to the public, must make certain that all disclosures are full, fair, accurate, timely and understandable. This obligation applies to all of us involved in the collection of data, and those of us with the responsibility for the preparation of reports, including drafting, reviewing and signing or certifying the information contained therein. If we discover that any document, record or public communication was untrue or misleading at the time we released it, we have an affirmative duty to correct it promptly. We must never misrepresent facts or falsify records.

Safeguard Proprietary Information

The protection of our confidential business information and trade secrets is vital to the interest and success of The Giorgi Companies, Inc. Sensitive information, such as our financial data, product specifications, manufacturing technologies, customer lists, and pricing documents are confidential, regardless of the media or device on which they reside, and the release of such information could damage our businesses. For this reason, any unauthorized communication of our confidential or proprietary information outside the company, on social media or otherwise, is strictly prohibited. We are all also required to sign confidentiality agreements as a condition of our employment, and we must ensure that all third-parties who have access to our proprietary information sign confidentiality agreements as well.

It is also important that we respect the property rights of others. We must not acquire or seek to acquire by improper means a competitor's trade secrets or other proprietary or confidential information. We must not engage in unauthorized use, copying, distribution or alteration of software or other intellectual property.

Ensure Fair Competition

We are dedicated to ethical, fair and vigorous competition. We must sell our products and services based on their quality, functionality, and pricing. We must make independent pricing and marketing decisions and must not cooperate or coordinate our activities with competitors. We must not engage or assist in unlawful boycotts.

Respect Company Resources

The Giorgi Companies, Inc. provides resources that assist us in performing our work activities safely, efficiently, and effectively. Depending on our required work activities, these items may include raw materials and ingredients, supplies, personal protective equipment, hand tools, automobiles, heavy equipment, computers, and cell phones or other electronic devices. Remember too that our time at work is a company resource. These company resources are vital to our success. We must respect and not waste our resources. We must only use our resources on company-related activities and not for personal gain outside of the companies' scope of business.

Do the Right Thing

Several key questions can help identify situations that may be unethical, inappropriate or illegal.

We should ask ourselves:

- Does what I am doing comply with The Giorgi Companies, Inc. guiding principles, Code of Ethics and company policies?
- Am I representing The Giorgi Companies, Inc. in a positive manor?
- Have I been asked to misrepresent information or deviate from normal procedure?
- Am I cutting corners in the performance of my daily duties?
- Would I feel comfortable describing my decision at a staff meeting?
- How would it look if it made the headlines?
- Am I being loyal to my company and myself?
- What would I tell my child to do?
- Is this the right thing to do?

We are dedicated to ethical, fair and vigorous competition.



Conclusion

This document is part of The Giorgi Companies, Inc. policies. Please refer to your company's specific and detailed policies and handbook. This Code of Ethics was produced by employees of The Giorgi Companies, Inc., from various departments with input from a large cross section of our employee group. We are all committed to the values this document represents.

