

STANDARDS OF CONDUCT FOR BUSINESS PARTNERS

Our Expectations of Our Business Partners



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Schwan's Company and its subsidiaries and affiliates take seriously our commitment to ethical business practices. Schwan's Company is committed to the highest standards of product safety, quality, and business integrity when dealing with business partners. We ascribe to values and ethics that exceed the minimums required by law, because integrity, one of our five core values, is among our most prized characteristics of our company and its culture. Schwan's wants to work with business partners who operate in a fair, honest, and socially responsible manner.

Just as we expect employees to act in accordance with the highest ethical and legal standards in their business dealings with you, we also expect our business partners to act in a manner consistent with these ethical expectations and obligations in their interactions with us.

If, in the course of providing your services and products to us, you see or are aware of a known, suspected, or potential violation of the law or our ethical standards we expect you to notify us. (Schwan's Company Help Line 800-818-9065)

We regard our business partners as a critical and necessary extension of our mission, operations, and future success. We thank you for continuing to make compliance and ethics a top priority as you work with us.



HOW WE WORK

A culture of meaningful participation where consumers, customers and employees are advocates of our company.

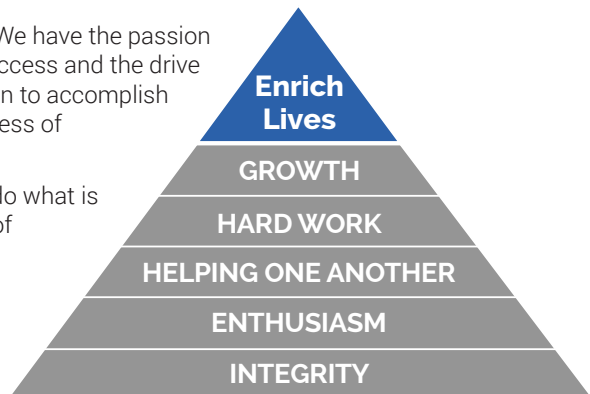
OUR VISION

"My vision for our future is a strong, solid, well-managed, fast-growing, exciting, innovative company with high business ethics and an excellent reputation – a company that offers great opportunities, a place where people like to work."

~ Marvin Schwan, founder

OUR VALUES

- **Growth** – We believe individual growth and company growth provide endless opportunities for the future. We embrace change and celebrate our success.
- **Hard Work** – We use both intelligence and extraordinary effort to ensure we produce value that is consistent with our mission.
- **Helping One Another** – We are dependent on one another for success. Through teamwork and open dialogue we achieve a shared vision.
- **Enthusiasm** – We have the passion and desire for success and the drive and determination to accomplish our goals regardless of circumstance.
- **Integrity** – We do what is right regardless of the cost or consequences.





THE SCHWAN'S BUSINESS ETHICS PROGRAM OVERVIEW

WORLDWIDE APPLICABILITY

Schwan's Standards for Business Partners is a guide to ethical and legal responsibilities. It is not a complete rule book that addresses every ethical issue, nor a summary of all laws and policies. Rather, these standards give guidance and direction.

We acknowledge and appreciate the wide variety of cultural and political differences of the countries in which our business partners operate. While we recognize local laws and customs may dictate the necessity for the standards to be flexible, we do expect all business partners to adhere to the philosophies and underlying principles of this document.

RESPONSIBILITY FOR KNOWING AND COMPLYING WITH THE CODE AND THE LAW

Our Standards for Business Partners can be summarized by this one simple sentence. "We conduct business in a manner that is free, fair, legal, and in an environment of mutual respect."

We conduct business in a manner that:

- Embraces free and fair competition
- Follows laws
- Respects everyone, regardless of race, color, gender, religion, age, national origin, ancestry, disability, military status, or other legally protected status





THE SCHWAN'S BUSINESS ETHICS PROGRAM OVERVIEW

RESPONSIBILITY FOR ASKING QUESTIONS AND COMMUNICATING CONCERNS

You have a responsibility to communicate any circumstance or action that violates or appears to violate the principles of the Standards for Business Partners. If you have a question or a concern about a point of ethical conduct, there are a number of channels available for assistance. You are encouraged to work with your primary Schwan's contact in resolving a business practice or compliance concern. However, Schwan's recognizes that there may be times when this is not possible or appropriate. In such instances, please contact any of the following.

- **The Schwan's Business Ethics Help Line** (1-800-818-9065) is answered by an outside company and is available 24 hours a day, 7 days a week
 - In any language
 - Calls can be made anonymously
- **The Ethics Department**
 - By Mail:** Schwan's Shared Services, LLC
The Ethics Department
115 West College Drive
Marshall, MN 56258
 - By Email:** ethics@schwans.com

Schwan's will not tolerate any retribution or retaliation taken against any individual who has, in good faith, sought out advice or reported questionable behavior and /or a possible violation.

ETHICAL EXPECTATIONS AND OBLIGATIONS

Business partners must be committed to the highest standards of ethical conduct when dealing with employees, customers, and other business partners.

CONFLICTS OF INTEREST

You are responsible for disclosing to Schwan's all actual or potential conflicts of interest related to your business relationship with Schwan's. A conflict of interest exists where an individual's interests conflict with the interest of Schwan's. This includes actual conflicts and/or even the appearance of impropriety.



ETHICAL EXPECTATIONS AND OBLIGATIONS

BRIBES AND KICKBACKS

Schwan's strictly abides by all applicable laws relating to anti-corruption including the Foreign Corrupt Practices Act, and expects business partners to act in the same manner. Business partners shall not offer or accept bribes or other means of obtaining undue or improper advantage. It is illegal to pay or receive a bribe intended to influence business conduct. Our guideline goes beyond the standard set by the law and prohibits any activity that creates the mere appearance of anything improper or anything that may embarrass the company. No business partner shall bribe or make any payment of any kind to any Schwan's employee. This is why the company discourages the giving or receiving of any gifts.

ENTERTAINMENT & GIFTS (BUSINESS COURTESIES)

We select our business partners in a non-discriminatory manner based upon the quality, price, service, delivery, and supply of goods and services.

The company discourages the giving and receiving of gifts. In many companies, it is customary business practice to entertain customers and clients and to be entertained. We understand that moderate entertainment may be a reasonable part of a business relationship. In any case, we expect entertainment and gifts to be lawful and nominal in value and that they be given or received without the promise, intent, or prospect of influencing the recipient's business decision-making. Policy does require that they be disclosed to the Ethics Department.

Employees may not request or solicit personal gifts, favors, entertainment, or services. If you are aware of this happening, we expect you to make us aware (Ethics Help Line 800-818-9065).

It is the intent of Schwan's to adhere to all applicable laws, regulations, company policies and procedures governing the giving and receiving of gifts and business entertainment that supports mutually beneficial business relationships. The intent is to avoid actual conflicts of interest and undue influence, and to avoid even the appearance of impropriety. The policy applies to all Schwan's employees and members of their families. All questions or doubts should be resolved in favor of full disclosure and obtaining appropriate approval(s).





ETHICAL EXPECTATIONS AND OBLIGATIONS

PROTECTION OF COMPANY INFORMATION AND CONFIDENTIAL INFORMATION

All business partners have a responsibility to safeguard confidential business information and use such information only for Schwan's purposes. Confidential business information includes without limitation, the company's inventions, trade secrets, business plans and projections, sales, cost and profit figures and projections; new product or marketing plans; customer details and programs; research and development ideas or information; manufacturing processes or methods; personnel information; information regarding potential acquisitions, divestitures and investments; and any other matters considered or reasonably expected to be considered confidential by the company. Business partners are expected to regulate their activities so as to avoid loss or embarrassment to Schwan's that might arise from disclosure or use of Schwan's business information or plans.

We will not do business with a business partner until an appropriate confidentiality agreement is accepted by the business partner.

Your responsibility to keep confidential company information confidential is a continuing obligation even after your assignment or contract with Schwan's ends.

EMPLOYMENT PRACTICES

Schwan's has a strong commitment to treating its employees fairly, and with dignity and respect. We believe in doing business with business partners who share this commitment, and we expect business partners to comply with all applicable employment laws and to support fundamental human rights for all people.

Our expectations include:

- No employment of under-age individuals in violation of any applicable child labor laws;
- No use of forced or involuntary labor;
- Compliance with wage and hour laws and regulations, including those relating to minimum wages.





HEALTH AND SAFETY

MUTUAL RESPECT

Schwan's is committed to a policy of equal opportunity and an environment free from harassment. Business partners shall not discriminate based on race, color, gender, religion, age, national origin, ancestry, disability, military status, or other legally protected status in hiring and employment practices such as applications for employment, promotions, rewards, access to training, job assignments, wages, benefits, discipline, and termination. Schwan's seeks to maintain a work environment that respects the dignity and worth of each individual and is free from harassment and discrimination. Schwan's policy is intended to extend further than the law.

HEALTH AND SAFETY

Schwan's recognizes that integrating sound health and safety practices into all aspects of business is essential to maintain high morale and produce innovative products. Business partners must be committed to creating safe working conditions and a healthy work environment for all of their workers.

Schwan's has a responsibility to ensure that consumers can trust the safety and quality of its products. Business partners are expected to provide goods and services that meet all government and all agreed upon quality and safety standards. Any threats to product safety must be immediately reported to Schwan's.

PRODUCT SAFETY & QUALITY

It is very important that Schwan's and its business partners ensure ingredients and products meet food safety and quality standards. We expect business partners to immediately report to Schwan's any concerns about product safety or quality.





BUSINESS PRACTICES

DRUGS, ALCOHOL, AND TOBACCO

Schwan's is committed to providing a safe, secure, healthy, and productive work environment. The use, possession, or sale of illegal drugs, drug paraphernalia or alcohol on Schwan's premises is prohibited. In order to provide a healthy work environment for all, smoking is not permitted on any Schwan's property.

WORKING CONDITIONS

We seek business partners who provide a safe and sanitary working environment in order to avoid preventable work related accidents and injuries and to promote the general welfare of their employees.

ENVIRONMENTAL

Schwan's Company strives to be a responsible steward of the environment. We seek business partners who operate and contract with factories that, in addition to complying with all environmental regulations, share our commitment to use resources responsibly; eliminate and reduce waste; minimize their carbon footprint; offer a selection of natural, organic, and eco-friendly products based on market demand and guest preference; and develop facilities that align environmental, community, and business needs.

BUSINESS PRACTICES

Schwan's expects business partners will act with integrity and lawfully in the proper handling of competitive data, proprietary information and other intellectual property, and comply with legal requirements regarding fair competition, antitrust, and accurate and truthful marketing.

ACCOUNTING AND BUSINESS RECORDS

Accurate, reliable information and records are critical to meeting financial, legal, and management obligations and they are necessary to fairly reflect transactions. Business partners are expected to promptly, completely, and accurately prepare applicable reports, vouchers, reimbursement requests, and bills, including documentation related to food safety and traceability.





BUSINESS PRACTICES

INTELLECTUAL PROPERTY

Unauthorized use by business partners of trademarks, service marks, logos, designs, or other intellectual property in which Schwan's has established rights is prohibited. Business partners may not use, reproduce, access, modify, download, distribute, or otherwise copy, any copyright protected works, company trademarks, domain names, or patents without documented approval.

INSIDER TRADING

Schwan's Company and its subsidiary companies are privately-held companies. However, there are various securities laws to which we are bound and committed. Business partners may come into possession of confidential and highly sensitive information relating to public companies. Those who have non-public information relating to a public company may not use that information for their own benefit or the benefit of others and may not pass that information on to others or encourage others to make transactions involving the securities of that public company.

COMPETITION/ANTITRUST

Schwan's is committed to conducting business in a manner that promotes fair competition and free enterprise. The company strictly abides by all applicable fair competition and antitrust laws. In general, agreements to fix or control prices, agreements to allocate markets or customers, agreements in which a seller refuses to sell one product unless the buyer agrees to purchase another product are contrary to these principles and our standards. If you have questions about how the antitrust or similar laws apply to a particular situation, please seek appropriate guidance from a company contact or the Ethics Help Line (800-818-9065).

CORRUPTION, EXTORTION, OR EMBEZZLEMENT

Business partners shall not engage in corruption, extortion or embezzlement in any form.





BUSINESS PRACTICES

FAIR BUSINESS, ADVERTISING, AND COMPETITION

Business partners must uphold fair business standards in advertising, sales, and competition.

WHISTLEBLOWER PROTECTION AND ANONYMOUS COMPLAINTS

Business partners must create programs to ensure the protection of supplier and worker whistleblower confidentiality and prohibit retaliation against workers who participate in such programs in good faith. Business partners shall provide an anonymous complaint mechanism for workers to report questions or concerns about ethical business conduct in accordance with local laws and regulations.

COMMUNITY ENGAGEMENT

Business partners are encouraged to engage the community to help foster social and economic development and to contribute to the sustainability of the communities in which they operate.

OUR EXPECTATION

We expect all business partners to live up to these standards. Business partners are expected to notify Schwan's immediately if they become aware of any compliance issues involving themselves or others. Schwan's expects any business partner who feels pressured by a Schwan's employee or another business partner to violate these Standards to contact Schwan's Ethics Department immediately. Contact the Ethics Help Line at 1-800-818-9065 or ethics@schwans.com.





SCHWAN'S COMPANY

Business Ethics

We expect our business partners' business conduct to be guided by Schwan's Company's core values of:



Growth,



Hard Work,



Helping One Another,



Enthusiasm &



Integrity

To request additional copies of this brochure
please email ethics@schwans.com.

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