

Standard of Conduct - Communication for Wholesale Customers

1. Why Your Conduct Matters

Compliance with Competition Law is a priority for THL Gourmet Foods Inc. (“**THL Gourmet Foods**”). Our company maintains a Competition Law Compliance Program (“**Compliance Program**”), which includes this standard of conduct for our customers about information sharing between us (“**Standard of Conduct**”).

2. Your Responsibility

All customers of ours are accountable for being aware of and following this Standard of Conduct. Your adherence to this Standard of Conduct helps protect both our companies and our employees from serious consequences associated with non-compliance with Competition Law.

3. Your Conduct

When you communicate with us, please be aware of the following:

- 3.1 You must ensure that you and your personnel are aware of and comply with the wage-fixing and no poach agreement provisions of the *Competition Act*, including in particular in all of your interactions and communications with THL Gourmet Foods.
- 3.2 If you are a Competitor¹ of THL Gourmet Foods, or do business with Competitors of THL Gourmet Foods, do not share with us any information about your business or our Competitors’ businesses that is confidential, non-public, commercially sensitive, or proprietary, except to the extent necessary for the purpose of executing our wholesale supply relationship. This includes but is not limited to future retail prices, discounts, costs, fees, terms of agreement, marketing or promotional plans, and innovation or business strategies.
- 3.3 We will only accept a price or supplied volume of one of our Competitor’s product(s), if you are asking us to supply the same or similar product(s) and to “meet” or “beat” our Competitor’s price.
- 3.4 You should not discuss your wholesale pricing, volumes, plans or strategies, if you compete with us by operating a direct wholesale channel. Any communication with us must not be through your employee(s) responsible for your wholesale sales operations.

When we communicate with you, please be aware of the following:

¹ Our competitors include any entity engaged in the marketing, sale, distribution, offering or promotion of products or services that compete with those offered by THL Gourmet Foods Inc. through wholesale or foodservice channels (“**Competitors**”).

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- 3.5 We will not share or discuss any confidential, non-public, commercially sensitive or proprietary business information of another wholesale customer with you (nor will we share yours) even if the customer consents to this.
- 3.6 We may occasionally suggest a retail price (“MSRP” or “FSP”), however, it is a recommendation only and all retail pricing decisions remain at your sole discretion.

4. **Questions?**

If you have any questions, or feedback, please reach out to your respective representative that supports you.

5. **Review and Revision History**

This is a new Document.