



HIGH LINER FOODS

Changing the way we see food

CODE OF CONDUCT

Policy Owner: Human Resources

Last Reviewed: January 1, 2024

Page Count: 19

Code of Conduct

FOR EMPLOYEES, OFFICERS AND DIRECTORS

of High Liner Foods Incorporated

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HIGH LINER FOODS INCORPORATED

CODE OF CONDUCT

INTRODUCTION: MESSAGE FROM THE PRESIDENT & CHIEF EXECUTIVE OFFICER

High Liner Foods is built on core values that we embrace and consistently strive to apply in our daily work. Our core values, *Customer Focus, Innovative, Responsible*, are principles to serve as a compass to guide our decision making as a company and as individuals. From the Board of Directors, to our leadership team, to every one of you, when we live by our values, we will build a highly skilled, world-class, North American company. Please join me in committing to this Code of Conduct to ensure that we operate with the highest ethical standards and achieve our purpose: *Reimagining Seafood to Nourish Life* and Vision: *Changing the Way we See Food*.

As a High Liner Foods colleague, one of your most important responsibilities is to abide by this Code of Conduct. When you join this Company, this Code will be the foundation of your orientation and training, and as you develop your career here, I will ask you from time to time to re-acquaint yourself with these standards of conduct expected of everyone at High Liner Foods. You will be required to sign the acknowledgement of understanding at the end of this Code.



To assist you in complying with this Code, we have systems, people and policies available to address issues of ethics, integrity, and lawful behaviour. They are described in this Code.

Please apply this Code faithfully and respect High Liner Foods' values, guiding principles and policies. We rely on every employee to use good judgment in everything they do. Please ask questions of our leaders or responsible staff whenever in doubt as to the appropriate course of conduct.

A handwritten signature in cursive script that reads "Paul Flannery". The signature is written in black ink on a white background.

**President & Chief Executive Officer
High Liner Foods**

PART 1: OUR CORE VALUES & GUIDING PRINCIPLES

This Code of Conduct reflects and builds upon High Liner Foods' Core Values:

Customer Focused: High Liner Foods employees focus on meeting the current and future needs of our customers. We realize that our success depends on understanding our customers, building strong relationships and delivering quality products on time.

Innovative: High Liner Foods employees are committed to providing differentiated and innovative products and services to grow our business and meet the needs of a changing market place. We are also committed to innovation in our work to make our business more efficient.

Responsible: High Liner Foods employees take responsibility for their actions. In a competitive industry, we operate with integrity with our customers, suppliers and co-workers. We respect our environment and are committed to sustainability in all of our operations.

ABOVE ALL: RESPONSIBLE

While all three of our core values are important to our success, one, operating as a responsible organization, stands alone as the hallmark of High Liner Foods. Without a reputation for acting responsibly and with integrity, we would fail in achieving our mission and vision. We expect all employees, officers and directors of High Liner Foods to have an unwavering commitment to honest, ethical behaviour at all times, to act with integrity, and to comply with all laws and regulations applicable to our business.

You are responsible for your own conduct in complying with this Code. You are responsible for understanding and following all the laws and other High Liner Foods policies that apply to your job and level of responsibility. You are also responsible for seeking advice when needed, raising concerns, and reporting violations of applicable laws and Company policy. No one has the authority or right to demand or request you to violate this Code. No one will be excused for violating this Code, even at the request of another person. If you lead a team of individuals, it is your responsibility to ensure that your employees understand and comply with this Code at all times.

OUR GUIDING PRINCIPLES

Our Products:

- **Quality:** We provide products that meet the needs of consumers for taste, value, convenience and nutrition. We make it easy for our customers to do business with us by providing superior service in all areas important to them.
- **Product Safety:** We do not compromise the safety of our products for any reason. We will meet or exceed any government standard.
- **Innovation:** We generate growth by developing new products and services to meet the changing needs of our customers, and by constantly looking for better ways to run our business.

How We Deal With People (*Customers, Suppliers & Employees*):

- **Integrity:** We build relationships of trust by clearly communicating expectations and results. We will do what we say we will do.
- **Respect:** People will be treated with respect and kindness. Our leaders will be respectful to employees and all of our employees will be respectful of those who they do business with.
- **Employee Involvement:** We believe our employees are able and willing to identify and implement improvement in the business. We recognize the importance of everyone at High Liner Foods to innovate to make things better.
- **Safety & Health:** We are committed to the health and safety of our employees. We will provide a safe environment for all our employees and contractors at all of our properties.

How We Do Business:

- **Integrity:** We are honest in the business dealings that we have. We will not misrepresent our business performance.
- **Sustainability:** We will support the sustainability of seafood and our environment in how we do business and insist that those with whom we do business use practices which promote sustainability.
- **Social Compliance:** At High Liner Foods our business practices will be socially compliant. We will do business with organizations who meet their legal responsibilities in how they do business and we will encourage them to be progressive in their social compliance practices.
- **Financial Success:** We work to achieve financial success for the Company.
- **Continuous Improvement:** We always look for ways to innovate and update our business processes.
- **Responsive Communications:** We will be responsive to communications, answering them in a timely manner.

PART 2: OUR DUTY: CORPORATE GOVERNANCE, FINANCIAL CONTROLS AND DISCLOSURE OF INFORMATION

Corporate Governance

High Liner Foods is committed to excellent corporate governance. We believe that good governance underpins investor confidence and supports our efforts to be successful as a publicly traded company. A reputation for good governance, once lost, is very difficult to restore. The principles of good governance, transparency, and integrity apply to all aspects of our operations, but we also must follow specific policies and practices to demonstrate that we are governed in a way that investors will respect. Those policies and practices are discussed in this Part.

Accuracy of records, internal controls

Our policy is to maintain accurate and complete company records at all times. We depend upon our business records to produce reliable and accurate reports to management, shareholders, creditors, governmental entities and others. All official records must therefore be accurate, honest, and complete.

If you are involved in any way in financial transactions, you must follow our policies applicable to them, particularly the **Delegation of Authority Policy**. If you are involved in preparing our financial statements, you must ensure that financial transactions are recorded in accordance with International Financial Reporting Standards as applied by Company policies, and you must comply with our established system of internal controls at all times.

We are committed to providing investors with accurate, complete and transparent financial information and all employees involved in recording our financial transactions are expected always to act in accordance with that objective. No transaction should ever be made that disguises the true nature of the underlying business. We do not condone concealing any payment by means of passing it through the books or accounts of third parties, such as agents or consultants. All information provided to auditors, both internal and external, must be complete and accurate and we require that you cooperate fully with both our internal and external auditors in providing them any information they may request.

In our operations, we maintain many types of important records in addition to financial records, such as service reports, production and maintenance logs, employment and safety records, laboratory reports, shipping and receiving records, and reports prepared for government agencies. Also, many employees submit time records or written expense reports. All such records must always be prepared in an accurate, honest, and timely manner and must be kept, managed, and destroyed only in accordance with the **Document Retention Policy**.

Continuous Disclosure

It is the Company's policy to make full, timely, true and complete disclosure of important information concerning the activities of the Company. Our full policy and detailed explanations are included in High Liner Foods' **Corporate Disclosure, Confidentiality and Employee Trading Policy**. All employees and directors, especially insiders, must be knowledgeable about this Policy. The Policy names the Company's authorized spokespersons, and only those employees are permitted to publicly disclose or discuss the Company's financial results and other important business information, and only during permitted time periods. All others should avoid discussing non-public internal company affairs with anyone outside High Liner Foods, except for business reasons. Our key spokespersons are the President & Chief Executive Officer and the Executive Vice President, Corporate Affairs & General Counsel.

While our Disclosure Rules contained in the *Policy* apply to all employees, they will be of most relevance to officers and selected designated employees of the Company. Selected designated employees will be notified by management of their status, and generally will include any employee who, because of his or her duties or reporting relationship, has access to inside information, and all participants in the Company's Stock Option Plan.

Securities Trading Policy

We believe in fairness and integrity in financial markets, and therefore we have strict rules with respect to trading in High Liner Foods securities. If you possess any "material information" about High Liner Foods that we have not yet released to the public, you must not:

- Buy or sell our stock,
- Pass such information on to anyone else, even to other employees (unless they have a business need to know and such disclosure is approved by your supervisor), or
- Engage in any other action to take advantage of that non-public material information.

"Material information" is any information that an investor would reasonably consider important in making investment decisions, such as knowledge of acquisitions or divestitures, new product launches or financial information.

Employees, officers and directors must at all times comply with the **Corporate Disclosure, Confidentiality and Employee Trading Policy**. The Policy covers all aspects of our disclosure and insider trading practices, and includes the following trading blackout periods:

“Directors, officers and selected designated employees, including holders of Company stock options, may NOT trade in shares of the Company during the following Trading Blackout Periods:

Commencing on the day on which a fiscal quarter of the Company ends and ending at the close of markets on the day following the issuance of a news release disclosing quarterly results.”

PART 3: OUR BUSINESS: COMPETITION AND BUSINESS ETHICS

We are successful here at High Liner Foods because we compete to win. However, the free enterprise system depends on the integrity of the players in it. Many routine business activities can present issues and challenges under Canadian and U.S. business laws. These laws are meant to protect the free enterprise system and ensure a level playing field amongst competitors. While it is important to our business to ensure we stay abreast of all industry developments, we must stay within the bounds of legitimate business intelligence.

Competition and anti-trust

We encourage our people to compete enthusiastically and with imagination, but everyone shall compete fairly and ethically in strict compliance with all competition and trade practices laws. We will outperform the competition through superior performance, and never through unethical or illegal business practices.

In both Canada and the U.S. there are laws that prohibit agreements among companies that fix prices, divide markets, limit production or otherwise impede or destroy market forces. If you are involved in establishing our prices or terms of sale, bidding for contracts, or dealing with customers, distributors or suppliers, you are expected to be familiar with the competition or antitrust laws applicable to our business. However, these laws are often complex and difficult to interpret. Whenever you are in doubt, you should seek advice from the Executive Vice President, Corporate Affairs & General Counsel.

Under competition and antitrust laws, an illegal agreement with a competitor or customer does not have to be a written contract or even involve an express commitment. A “nod and wink”, a tacit “understanding”, or even a silent approval can be sufficient. Since we operate in a highly competitive environment in which prices may be similar amongst competitors, it is important to avoid even the appearance of an illegal agreement. Therefore, it is our policy that, unless it has been approved by our legal department, you may not discuss with any competitor any sensitive subjects such as customer prices, bids or bidding practices, costs, production levels, selling strategies, terms or conditions of sale, market shares, territories or customer lists. Similarly, you must never send or receive any information of a type described above directly to or from a competitor.

Contact with Government Officials

We comply with all applicable laws relating to lobbying or attempting to influence government officials. Information provided to governments must be accurate and interactions with government officers must be honest and ethical. All activities that might be perceived as lobbying must first be reviewed with senior management and our Executive Vice President, Corporate Affairs & General Counsel.

Lobbying is communication with a public office holder (government official) for a variety of purposes, including the introduction, passage or amendment of legislation; making or amending a regulation; taking of a decision about outsourcing, awarding of contracts or grants; and arranging of meetings with a public office holder. An in-house lobbyist is a person who, as a significant part of their duties, lobbies for his or her employer. Some lobbyists must register under applicable legislation. Registration is not required if you are making submissions to a public office holder with respect to the enforcement, interpretation, or application by that official of any statute or regulation. This would include routine dealings with government inspectors, such as the Food and Drug Administration and Canadian Food Inspection Agency officers, and other regulatory authorities. Our participation in legitimate trade associations is also exempt from the registration requirements.

Political Contributions

Laws governing the making of contributions to political parties and candidates are strict, and in some jurisdictions in which we do business companies are prohibited from making such donations. No political donation should be made in the Company's name that has not been approved by the Executive Leadership Team.

Transacting International Business

The Company and individual employees are subject to laws about corruption of foreign public officials. These laws impose stiff penalties for offences, including imprisonment. We must fully comply with the specific laws and regulations of all countries where we do business, and with all Canadian and U.S. laws affecting our business, including anti-boycott, trade sanction, export control, and foreign corrupt practices laws. If you are involved in our international business or sales to any customer in a foreign country, you must never bribe, or appear to bribe, a foreign government official or agent, politician or political party to obtain or retain business. If you are asked by a foreign government official, agent, politician or political party to make a payment or other gift that you do not know is clearly required by a law or applicable legal requirement, then do not comply until you have sought direction from senior management and our Executive Vice President, Corporate Affairs & General Counsel.

Conflicts of Interest

You must always discharge your job responsibilities on the basis of the Company's best interests, independent of any personal relationships or considerations. You must avoid any financial interest or other business relationship, such as with a competitor, supplier, or customer of High Liner Foods, which might interfere with your effective job performance or be adverse to the interests of High Liner Foods.

In all dealings with vendors or customers, you must never accept, request or offer any payment or other significant thing of value that would have the apparent or potential purpose or result of influencing your business decisions. Unless your manager otherwise approves in advance, you may not accept gifts or entertainment from vendors or offer gifts or entertainment to customers unless:

- The gift or entertainment is of nominal value and in a form that could not be construed as a bribe or payoff,
- Giving and accepting the gift or entertainment is consistent with accepted ethical customs and practices, and
- Disclosure of the gift or entertainment to our shareholders, the public and your fellow employees would not embarrass our Company or you.

You must seek to avoid situations in which your personal interests conflict or might conflict with your duties to High Liner Foods. You are prohibited from:

- Taking for yourself opportunities that properly belong to the Company or
- Using corporate property, information or position for personal gain; and
- Competing with High Liner Foods.

Intolerance of Misconduct and Dishonesty

We are committed to the deterrence, detection and correction of misconduct and dishonesty, including, but not limited to:

- Acts which violate this Code or other Company Policies
- Theft or other misappropriation of assets, including assets of High Liner Foods, our customers, suppliers or others with whom we have a business relationship
- Misstatements and other irregularities in company records, including the intentional misstatement of the results of operations
- Forgery or other alteration of documents
- Fraud and other unlawful acts

High Liner Foods prohibits these and any other illegal activities in the actions of its employees, managers, executives and others responsible for carrying out our activities.

PART 4: OUR PEOPLE

Fundamentally, High Liner Foods people will treat each other with respect, and in accordance with our core values. We aim to provide a safe, pleasant, and productive work environment. Everyone has a personal responsibility to colleagues and to High Liner Foods to help prevent actions or circumstances that undermine this environment.

In order to keep a safe environment where everyone is treated respectfully and fairly, we will:

- Provide fair and equitable treatment for all employees;
- Promote a positive and harassment-free workplace;
- Protect the health and safety of all employees and encourage our employees to lead healthy lifestyles.

We will not:

- Permit or engage in any form of discrimination, harassment or retaliation;
- Permit the use of illegal drugs in the workplace;
- Permit the inappropriate use of alcohol, legal or prescription drugs in the workplace;
- Permit the possession of weapons by any employee, customer or visitor while on company property, or at company sponsored off-site events.

Our workplace should be pleasant, professional, and must be free from intimidation, hostility, or other offenses or behaviour that interferes with work performance. All employees must contribute, and managers are accountable, to ensure our workplace meets these standards.

Human Rights

At High Liner Foods, we are committed to fundamental human rights for all. We operate globally in a manner that supports basic human rights including freedom of association, employment standards, a safe and healthy work environment, fair wages, and a workplace free of harassment and discrimination. High Liner Foods prohibits child labour, forced labour and human trafficking. We do not tolerate any form of discrimination, harassment, or abuse based on race, color, religion, gender, sexual orientation, nationality, age, disability, or any other protected status.

The following policies are embedded into this Employee Code of Conduct and are also contained in our Supplier Code of Conduct. Every supplier who does business with High Liner Foods is expected to comply with the Supplier Code of Conduct. Failure to do so can result in immediate termination of the supplier agreement/relationship.

- ***Child Labour:*** High Liner Foods strictly prohibits the use of child labour in any form. The Company complies with all local, national and international laws in the

jurisdictions where we operate and will not hire any children in any of our offices or in any of our manufacturing plants that are under the age of 18. We are committed to ensuring that young workers, where legally permitted, receive proper training, education and are able to work in an environment that does not compromise their health, safety or wellbeing.

- **Forced Labour:** Forced labour of any kind is strictly prohibited. This includes any form of coercion, debt bondage, human trafficking, slavery, or other forms of compulsion. This policy is crucial for upholding human rights, promoting a healthy work environment and adhering to legal and ethical standards. High Liner Foods complies with all applicable laws in the jurisdictions where we operate. All labour/employment must be voluntary and based on the employee's free will and informed choice. No employee should be coerced or forced into working for the organization. The Company must ensure that no forced labour including slave, indentured, bonded or illegal prison labour is used or supported.
- **Freedom of Association:** High Liner Foods supports our employees' rights to freely associate, organize and bargain collectively as allowed by local laws and international conventions. The Company has a zero-tolerance policy regarding harassment and/or discrimination against employees who choose to exercise their rights to freedom of association. The Company has one operation that is unionized (located in Lunenburg, Nova Scotia). Article 18 of the Collective Agreement between HLF and Unifor Local 1944, outlines all provisions related to Union Representation at our Lunenburg plant and clearly articulates that there shall be no discrimination against any Union member because of Union activities.

Health and Safety

We are committed to a safe workplace and a healthy environment. We will seek to continuously improve our safety performance and to maintain safe and environmentally sound operations. We will follow preventive health and safety protocols by providing information and guidance to our employees. We will always comply with all occupational health and safety standards under applicable statutes and with our own policies. This commitment must be reciprocal, however. Every employee and visitor to our facilities is required to comply with our Safety policies and to integrate our safety rules and practices into daily work life. Our managers are accountable for ensuring that employees are aware of occupational health and safety issues, and competent at preventing accidents.

Equal Opportunity

High Liner Foods shall ensure equal employment opportunity to all employees and applicants for employment, without discrimination or harassment on any prohibited ground, including race, colour, religion, sex, sexual orientation, gender identity, age, disability, marital or family status, ethnicity or natural origin, and citizenship.

Discrimination or Harassment

We will not tolerate harassment of any sort – verbal, physical or visual. Employees who engage in acts of harassment and discrimination are subject to corrective action that may include termination of employment. Managers are responsible for maintaining workplaces that are free of harassment and discrimination. High Liner Foods promotes open communication throughout the Company to resolve questions, concerns, problems or complaints involving discrimination or harassment. Employees are encouraged to bring questions or concerns in this area to their management. Managers must be familiar with the requirements of the ***Respect & Safety in the Workplace Policy*** and must know how to respond to an employee's concerns in accordance with the Policy.

Drug and Alcohol Free Workplace

Consistent with our commitment to provide a safe and healthy work environment, we must maintain a drug-free and alcohol-free workplace. You must report to work free from the influence of any drugs or alcohol. You may not use or be under the influence of illegal drugs or substances, break any law involving drugs or alcohol, or misuse legal drugs or alcohol, at any time on Company premises, while on Company business, while attending a Company sponsored event, or while driving vehicles owned, rented or leased by High Liner Foods.

Weapons Free Workplace

In order to ensure a safe environment for our employees and customers, High Liner Foods prohibits the possession of weapons by any employee, customer or visitor (this does not include law enforcement) while on company property. This ban includes the possession, transportation, and storage of firearms or other dangerous weapons in our facilities, on our property, in designated parking areas (including in vehicles), as well as at company sponsored off-site events.

Employee Privacy

High Liner Foods respects employee privacy and dignity. It is our intention to take all reasonable and required steps to protect your personal information. We will only collect and retain personal information from employees that is required for the effective operation of the Company or as required by law. We will keep that information confidential and release it only to those who have a legitimate need to know.

Computing Technology

We must manage your expectation of privacy while here at work by having clear policies with respect to the use of High Liner Foods communication tools. Internet access and other electronic communication systems – such as e-mail and voice mail – greatly aid our day-to-day business. And while there are many benefits to technology, there are also added security concerns for employees and High Liner Foods.

Because access to the Internet puts both your computer and High Liner Foods at risk, you are required to use approved mechanisms, tools and procedures for these activities. You are expected to use your passwords in accordance with our policies and to not share them. High Liner Foods employees, contractors, and agents of the Company are prohibited from using non-High Liner Foods e-mail accounts to send and receive High Liner Foods business information.

Please remember that all email messages and electronic records that you create or receive using our computer systems, including personal email messages and web-browsing logs, are Company property. The practice of using passwords should not lead you to expect privacy with respect to messages or files sent, received or stored on any Company computer systems. Also, you should be aware that email messages and web browsing logs are retained on our systems for certain periods of time, even if you have deleted them from your own computer. Although you may use High Liner Foods electronic equipment for incidental personal matters, you are not guaranteed personal privacy on the Company's communications systems, or of information sent to, from, or stored in Company communications. And since all documents, including electronic communications, are the Company's property, they are subject to review at any time.

Computers and any company-issued communication devices belong to the company and High Liner Foods reserves the right to monitor employee use of internet, email, telephone, voicemail, and mobile phone communications. The email system is routinely audited for compliance with company policy.

Personal Relationships at Work

Employees are encouraged to socialize and develop professional relationships in the workplace provided that these relationships do not interfere with the work performance of either individual or with the effective functioning of the workplace. Employees who engage in personal relationships (including romantic relationships) should be aware of their professional responsibilities and will be responsible for assuring that the relationship does not raise concerns about favouritism, bias, ethics and conflict of interest. In cases of doubt, advice and counsel should be sought from your people manager, SMG member or a Human Resources representative.

Romantic or familial relationships (including spouse/partner, parent/child, sibling or extended family) between employees where one individual has direct or indirect influence or control over the other's conditions of employment are inappropriate. These relationships may ultimately result in conflict in the workplace. If such a relationship currently exists or develops, it must be disclosed. The employee who has direct or indirect influence or control over the other's conditions of employment has an obligation to disclose their relationship to their people manager, SMG member or a Human Resources representative. This disclosure will be shared only with those who need to be made aware, at the discretion of Human Resources, and one or both of the individuals in the relationship may be re-assigned as appropriate.

Personal Conduct

While we have no intention to interfere or intrude in the personal lives of our employees, we also expect that you will do nothing at or outside of work that would be likely to bring High Liner Foods into disrepute. Depending on the nature of the circumstances, we may view an employee's conduct outside of the workplace as a breach of this Code, providing grounds for employee discipline including termination.

Confidentiality, Loyalty and Intellectual Property

Every High Liner Foods employee has a legal duty to be loyal, to be honest, and to maintain confidentiality. All employees may have access to information about suppliers, prices, customers, business opportunities, production methods, etc. that the Company views as its confidential property. Employees cannot use or disclose this information, either during or after termination of employment, against the interests of the Company. Therefore, all Company information shall be treated by every employee as confidential and shall not be disclosed without proper authorization.

All work, inventions, trademarks, domain names and intellectual property produced by employees for the Company belong to the Company. If you leave the Company, all work products, including business documents, materials, data, and all Company information and property must be left with the Company.

PART 5 – OUR ENVIRONMENT AND OUR COMMUNITY

Protecting the Environment

We are committed to protecting and respecting our environment. We have an ***Environmental Management Policy***, and managers and key employees are accountable for compliance with this Policy. Key employees report to the Audit Committee and these employees are required to provide truthful and accurate information to the Committee, and to all government authorities regarding all environmental matters.

Product Quality

We make food, and therefore nothing is more important than ensuring our products are high quality and safe to consume. Our goal is to deliver quality products meeting consumer expectations. Employees must follow all plant rules for the handling of our products. Testing and inspections must conform to policy and be properly documented. Product advertising, packaging and labeling must be informative, accurate and in conformity with applicable laws.

Our plants are approved food manufacturing plants under both U.S. and Canadian requirements, and we have adopted strict personal hygiene policies in all of our plants. When in our plants, you must adhere to our regulations and policies at all times.

Supplier Standards

We will do business with customers and suppliers on the basis of ethical behaviour and mutual trust. We select suppliers based on shared values and a shared commitment to long term prosperity, sustainability, and integrity. We require suppliers to acknowledge and agree to comply with our Supplier Code of Conduct that in large measure embodies this Code. We retain independent auditors to ensure supplier compliance.

Philanthropy

High Liner Foods has a responsibility to be a positive influence in the communities in which we operate. As such, High Liner Foods has initiated a philanthropy policy with a North American lens to maximize our impact and focus our efforts. We are committed to our mission “to be leaders in our commitment to community through our corporate and employee actions” and activate against this with three pillars – Hunger Mission, Volunteerism and Corporate Giving. To ensure that our donations are made in accordance with our values, our donations are made in five strategic areas: hunger, betterment of our local communities, education, the environment, and health and wellness. High Liner Foods makes both financial and product donations.

PART 6: REPORTING AND ENFORCEMENT

Duty to Report

All employees are critical to maintaining an effective compliance system. In addition to your personal responsibility for following the standards in this Code, you are responsible for raising concerns about risks to the Company – ideally before these risks become actual problems. If you reasonably believe that another employee has broken, or may break, a local, state, provincial, or federal law, law of a foreign country, or specific High Liner Foods policy, procedure, or this Code, you must report that information immediately to your supervisor, to the Director, Internal Audit, to the Executive Vice President, Human Resources or to the Executive Vice President, Corporate Affairs & General Counsel. Whenever you are in doubt, it is best to raise your concern. By raising concerns, you allow management the opportunity to address potential problems. And since non-compliance can pose serious risks for High Liner Foods’ customers, consumers, investors and employees, this is an important first step.

The Open Door

The foundation of our compliance effort is openness, accessibility, and discussion within High Liner Foods. Most issues can be resolved before they become problems for the Company, employees or the public. Every manager in this organization must keep an Open Door. They must encourage employees to present ideas, raise concerns, and ask questions – especially those of a legal or ethical nature, but also those relating to quality of work. No

employee should be reluctant to go through the Open Door when they are in need of direction or advice.

While we hope that you feel comfortable discussing any matter with your manager, there may be times when you do not. In these cases, you should speak with others, including:

- The next higher level of management;
- Your operating unit head;
- Your local Human Resources Business Partner;
- The Director, Internal Audit
- The Executive Vice President, Human Resources
- The Executive Vice President, Corporate Affairs & General Counsel or
- The Compliance Reporting Line (see below)

Protection of Your Confidentiality

It is essential that you feel secure when participating in High Liner Foods' compliance system. Therefore, confidentiality is a priority and every effort will be made to protect your identity whenever you interact with any element of the compliance system. In some instances, however, it may be impossible to keep your identity confidential because of the demands of conducting a thorough and fair investigation or because of certain legal requirements. If you are concerned about confidentiality, you may consider placing an anonymous call to the Compliance Reporting Line.

Compliance Reporting Line

While compliance matters can often be resolved at the local level by reporting them to your manager/supervisor or other appropriate department heads, the Compliance Reporting Line provides another way to address matters that might not be adequately resolved there, and allows you to report a concern or get information and advice anonymously.

The service for the Compliance Reporting Line is provided by specially trained representatives of Clearview Connects. These representatives are not employees of High Liner Foods. Representatives are available to answer your call 24 hours a day, 7 days a week, 365 days a year, or you can connect through their website:

- Website: <https://www.clearviewconnects.com>
- Phone **1-866-874-8731**

Due to legal requirements, calls to the Compliance Reporting Line are documented, but you can choose to remain anonymous. Representatives will listen to your concerns, ask questions, and review the information you provide. They will ensure that you receive follow up on your matter, investigate if required, and notify the Chair of the Audit Committee if necessary. Depending on the nature of the complaint you may choose to have the complaint reported directly to the Chair of the Audit Committee without notice to

management of the Company. The Compliance Reporting Line will also arrange for you to receive information about High Liner Foods' response to your call.

Information about the Compliance Reporting Line is available on our company **Intranet (The Fish Tank)** and is posted in employee common areas throughout our facilities and offices.

Reporting an Accounting or Disclosure Problem or a Violation of Law

If you are aware of or suspect a breach of this Code that in any way involves our Company's financial statements or accounting practices or any other violation of law, you must report it immediately to our Director, Internal Audit, Executive Vice President, Human Resources or Executive Vice President, Corporate Affairs & General Counsel or through the Compliance Reporting Line (details above).

Reporting Other Violations of This Code of Conduct

If you are aware of or suspect a violation of this Code of Conduct that does not involve our Company's financial accounting practices or regulatory reporting covered in Part 2 of this Code, you may report it to your immediate supervisor, your local Human Resources Business Partner, our Director, Internal Audit, our Executive Vice President, Human Resources or our Executive Vice President, Corporate Affairs & General Counsel. If you do not feel comfortable discussing the matter with any of these individuals, you may report it anonymously to the Compliance Reporting Line (details above).

Retaliation

We will not tolerate any retaliation or threat of retaliation against any person for refusing to violate this Code of Conduct or for reporting in good faith a known or suspected violation of this Code. If you are aware of an incidence or threat of any such retaliation, you must report it in accordance with this Code.

Contact Information

To ...	You Should Contact ...	At ...
Report a problem with our accounting, disclosure or a violation of law	Director, Internal Audit Executive Vice President, Human Resources Executive Vice President, Corporate Affairs & General Counsel; or Compliance Reporting Line	902 421-7114 905 565-9291 902 421-7103 866 874-8731 https://www.clearviewconnects.com
Report harassment or any other violation of our Code of Conduct	Your supervisor or unit head or your HR Business Partner; or Director, Internal Audit Executive Vice President, Human Resources Executive Vice President, Corporate Affairs & General Counsel; or Compliance Reporting Line	Your location Your location 902 421-7114 905 565-9291 902 421-7103 866 874-8731 https://www.clearviewconnects.com
Ask about whether a particular action constitutes a violation of this Code	Your supervisor or unit head; or your HR Business Partner; or Director, Internal Audit Executive Vice President, Human Resources Executive Vice President, Corporate Affairs & General Counsel; or Compliance Reporting Line	Your location Your location 902 421-7114 905 565-9291 902 421-7103 866 874-8731 https://www.clearviewconnects.com
Report a non-routine information request from or investigation by a governmental agency	Executive Vice President, Human Resources Executive Vice President, Corporate Affairs & General Counsel	905 565-9291 902 421-7103
Access private counseling for personal problems, 24 hours a day, seven days a week	Employee & Family Assistance Program/Life Assistance Plan	Canadian Employees 800 387-4765 US Employees 800 538-3543

Enforcement

A violation of this Code may carry severe consequences both for High Liner Foods and the people involved. Compliance with this Code is a condition of office or employment with High Liner Foods. A violation of this Code may be grounds for discipline, up to and including immediate termination of employment. We will take into account the courage and honesty of any High Liner Foods employee who voices concern over an action that he or she genuinely believes to be unlawful, harmful, or a breach of this Code. At the same time, groundless or unwarranted complaints with an ulterior motive of vindictive or retaliatory intent will not be tolerated. Appropriate disciplinary measures will be taken if allegations are initiated for malicious reasons or in bad faith.

High Liner Foods' response to a report of a breach of this Code could include:

- Prompt commencement of a formal internal investigation in a thorough and fair manner.
- If unlawful conduct is discovered from the investigation, immediate steps to achieve compliance with the applicable law, regulation or policy will be undertaken, and if necessary, reports will be made to the appropriate law enforcement agency.

CONCLUSION

While this Code touches on many subjects, it does not cover the full spectrum of the activities of our life at work. It is, however, indicative of our full commitment to maintain high standards of conduct at all times. This Code is a public document, published at www.highlinerfoods.com and filed with regulatory agencies. Therefore, adherence to this Code is also fundamental to our reputation in the marketplace. This Code is your first resource for determining appropriate actions. If an issue is not specifically addressed in this Code, it should still provide guidance due to its overriding premise: We will conduct ourselves at all times with Integrity. You should at all times be able to answer, “yes” to the following questions:

- Is this action the “right thing to do?”
- Is it fair and respectful?
- Would this action withstand public scrutiny?
- Will this action uphold High Liner Foods’ reputation as an ethical company?

If the answers are not an unqualified “yes”, we don’t do it.



Code of Conduct Acknowledgement

Every employee is required as a term and condition of employment to sign and return to Human Resources the following acknowledgement:

My signature signifies that I have read this Code of Conduct and that I understand my responsibilities and my duties to prevent, detect and report violations of this Code or any Company policy, suspected misconduct and dishonesty.

I further acknowledge that I am not at this time aware of any activity that would require disclosure under this Code or other existing Company policy.

Signature: _____

Name: _____

Date Signed: _____