



Non-Associate Code of Business Conduct for Assignment at JM Family Enterprises, Inc. (JMFE)

This Code of Business Conduct is to reaffirm the requirement of any person acting on behalf of JM Family Enterprises, Inc., and its subsidiaries (JMFE), to operate with integrity.

JMFE is committed to conduct business with honesty and integrity. JMFE's success is grounded on the philosophy of its core values: Consideration, Cooperation Communication, Accountability and Innovation. This philosophy is based on respect for the dignity and worthiness of each individual and a commitment to honesty and fairness.

Non-associates are responsible for acting in accordance with high ethical standards. JMFE's obligation to operate within the law is just the beginning of its ethical commitment. JMFE must always strive for honesty and fairness in our dealings and relationships.

The guidelines contained in this Code are to assist non-associates in making the right choices when confronted with difficult situations.

By following these guidelines, non-associates will help ensure that business is conducted for the benefit of all of JMFE's constituents -- that is, customers, business partners, suppliers, vendors, host communities and associates.

JMFE's success and reputation are dependent on consistently applying these ethical standards to your own behavior.

ETHICAL PRINCIPLES

- Non-associates are expected to act fairly and honestly in dealing with others.
- Non-associates are expected to respect the dignity of each individual and adhere to the core values of JMFE including Consideration, Cooperation, Communication, Accountability and Innovation.
- Non-associates will undertake only those business activities that will withstand ethical scrutiny.
- Non-associates are expected to disclose any conflict of interest they may have and eliminate the conflict where required.

CONDUCTING BUSINESS ON BEHALF OF JMFE

In conducting the business of JMFE, non-associates may deal with a variety of people and organizations including customers, business partners, suppliers, vendors and competitors as well as community representatives, associates and other non-associates.



- All of JMFE's business relationships will be based on honesty and fairness.
- Non-associates are expected to be truthful in representing JMFE.
- Non-associates will not use their job assignments within JMFE to gain personal advantage with JMFE's business relationships.

Dealing With Customers – Serving customers is the focal point of JMFE's business. Satisfying customers is the best way to ensure business success. JMFE is committed to an environment where the customer comes first.

- Non-associates will accurately represent JMFE's products and services and avoid misrepresentations in marketing, advertising and sales efforts.
- Non-associates will avoid making promises JMFE cannot or does not intend to keep.
- Non-associates will avoid offering incentives to a customer's employee without the prior approval of the customer.

Dealing with Suppliers and Vendors – Ethical buying practices involve making business decisions on the basis of price, quality, reliability and availability of products and services. Prospective suppliers and vendors will have a chance to compete fairly for JMFE's business.

- Non-associates are expected to seek suppliers and vendors who provide the highest quality at the lowest total cost. Non-associates must not allow personal bias to influence the selection or rejection of a particular supplier.
- Non-associates must not suggest to any supplier that JMFE will not buy products or services from them unless they purchase from us.

Dealing with Each Other – JMFE expects non-associates to treat associates and other non-associates with dignity and respect. JMFE values and encourages teamwork.

- JMFE is committed to maintaining a work environment free from hostility, harassment and discrimination.

Disparagement – No one should ever make knowingly false, misleading or disparaging remarks about individuals or organizations or their products and services.

Confidential and Proprietary Information of Others – Non-associates will not seek to acquire information about other companies through improper means. Non-associates have a responsibility not to convert or misuse proprietary business information of any customer supplier, vendor, business partner or competitor.

Non-associates might acquire information about other companies in conducting business on behalf of JMFE. This is acceptable when this information is properly acquired. Proper sources would include information which is published or in the public domain, or is lawfully received from the owner or an authorized representative.



When confidential information is received, in most cases it should be received under the terms of a written agreement that spells out JMFE's obligations for the use and protection of the information. These agreements must be reviewed by JMFE's Legal Department. If you have any questions regarding whether a written agreement is necessary, you should consult JMFE's Legal Department.

- Non-associates are required to protect the confidentiality of any such information and limit the use of it to what is authorized by the agreement. Non-associates are also responsible to see that those who are not authorized do not have access to the confidential information.

Social Media – The responsibility of non-associates to appropriately conduct business on behalf of JMFE and to protect sensitive data extends beyond the workday and workplace. For instance, it is essential that non-associates be aware of the information that is shared when speaking with family and friends or posting on social media websites. Examples of confidential information include pricing information and related methodologies, information regarding the development of systems, products or technology as well as confidential-proprietary-business information and attorney-client privileged information.

Gifts, Meals and Entertainment – Non-associates will not provide any payments, meals, gratuities, gifts, entertainment or other amenities to any government officials without first contacting JMFE's Legal or JMFE's Government Relations Department.

Improper Payments – Non-associates will not directly or indirectly solicit for personal gain any kind of payment or contribution from third parties. Non-associates will not directly or indirectly offer any kind of payments or contributions for the purpose of:

- Obtaining, giving or keeping business unless such payments constitute a proper pricing component of a legitimate product or service proposal.
- Persuading employees of another company to fail to perform or to improperly perform their duties.
- Influencing governmental entities including their officials or employees.

Accurate Records and Reporting – JMFE records must reflect an accurate and verifiable record of all transactions.

- Information that is recorded and submitted to another party, whether inside or outside JMFE, will be accurate, timely and complete. It will reflect honestly the transaction or material. Reports or records will not be used to mislead those who receive them, or to conceal anything that is improper.

International Business – With businesses that are increasingly operating internationally, JMFE encounters laws that vary from country to country. The laws of all countries in which JMFE does business must be obeyed. In countries where common business practice might be less restrictive than those outlined in this Code of Business Conduct, non-associates are required to follow the more restrictive standards outlined by this Code. In the event that there is a direct conflict between the standards of this Code and local law, JMFE's Legal Department should be contacted for guidance prior



to taking any action.

The Foreign Corrupt Practices Act of the United States as well as the laws of many other countries prohibit the payment of any money or anything of value to a government official or a member of his or her family for purposes of obtaining, retaining or directing a business.

Legal Compliance – Non-associates must become familiar with and comply with the laws and regulations which govern the area of responsibility while conducting business on behalf of JMFE. We recognize that many laws and regulations are ambiguous and difficult to interpret; however, this will not excuse a violation. If the non-associate is responsible for an activity involving the application of a particular law, JMFE’s Legal Department is to be consulted for proper guidance. Decisions regarding the applications of the various laws should not be made without that advice. Non-associates are not authorized to take any action which JMFE’s Legal Department has expressly advised would constitute a violation of the law.

- It is JMFE’s intent to conduct its business in a way that not only conforms to the letter of the law, but also promotes the spirit of fairness and honesty behind the laws.

NON-ASSOCIATE RESPONSIBILITIES TO JMFE

Conflict of Interest – Individuals are expected to avoid situations where the private interests of non-associates or members of their family conflict with the best interests of JMFE.

- Non-associates will not have an outside interest that takes up their time or energies so as to prevent or hinder attention to the performance of the required duties and responsibilities while conducting business on behalf of JMFE.
- Non-associates are required to disclose any actual or potential conflict of interest so it can be resolved.
- Non-associates will not have any business or financial relationship with customers, business partners, suppliers, vendors, or competitors that could influence or appear to influence them in carrying out their responsibilities while conducting business on behalf of JMFE.
- Non-associates will not market or sell, individually or through non-JMFE channels, products or services that compete with those of JMFE.

Unauthorized Use of JMFE Property or Services – Non-associates will not use JMFE property and services for the personal benefit of themselves or someone else unless the use has been properly approved.

Unauthorized Use of Electronic Media – As a technologically advanced company, JMFE increasingly utilizes electronic forms of communication and information exchange. JMFE’s information and technology resources, including, but not limited to cell phones, tablets, computers/laptops, use of the Intranet, applications on JMFE’s network, cloud based networks and software, internet and JMFE network access and connectivity are JMFE property and are for JMFE business use.



Non-associates must respect the confidentiality of the electronic communications rights of others and are prohibited from using electronic media in any way that violates the rights or privacy of others. Inappropriate use also includes hacking, distributing information for non-JMFE sources, sending communications that are discriminatory, harassing, derogatory, obscene, defamatory, abusive, threatening, or offensive or that advocate hate or violence, contain sexually explicit material or promote illegal activities, or violate the spirit and intent expressed in this guideline.

Safeguarding JMFE Assets – Every non-associate is responsible for protecting JMFE’s assets, which include its investment in intellectual property, patents, trademarks, copyrights, trade secrets, technology and other proprietary information as well as physical property.

Sensitive Data of JMFE – Non-associates will have access to and become knowledgeable about sensitive data that is regulated or confidential. Non-associates have a responsibility for protecting the confidentiality of such data.

- Use or disclosure of sensitive data will be for JMFE purposes only and not for personal benefit or the benefit of competing interests.
- To preserve confidentiality, the disclosure of such information should be limited to those who have a need to know in conducting JMFE business.
- Non-associates are responsible to keep this information confidential after assignment concludes with JMFE. The non-associate acknowledges that JMFE has the right to take legal measures, if necessary, to protect sensitive data belonging to JMFE if the non-associate fails to maintain such confidences after conclusion of assignment.
- Sensitive data requiring protection can be many things, including but is not limited to bank account numbers, social security numbers, date of birth, driver’s license numbers, JMFE contracts, financial and budget data and IT infrastructure documents.

ASSISTANCE AND COMPLIANCE

Assistance – Non-associates have a responsibility to protect JMFE’s reputation.

The best course of action when a non-associate has an ethical issue is to discuss it with someone. Non-associates should consult their employer, which may deem it appropriate to contact JMFE’s Human Resources Department. In the event an ethical issue is to be reported anonymously, JMFE’s Ethics Line can be utilized by calling (866) 447-5053 or by visiting <http://www.jmfamilyethicsline.com>.

Exceptions – No set of guidelines can cover all the situations that may be encountered and guidelines have exceptions. If a situation is encountered where the application of the guideline contained in this Code seems inappropriate, non-associates should consult with their employer.

Compliance and Discipline – Non-associates and their employers are responsible for understanding and complying with this Code of Business Conduct. Because of the importance of these guidelines, violations will not be tolerated.



- Non-associates have a responsibility to report any suspected violations of this Code to their employer, which may deem it appropriate to contact JMFE's Human Resources Department.
- JMFE will investigate actions believed to constitute possible violations of this Code. In doing so, it will respect the rights of all persons involved in the investigation.
- If JMFE determines that this Code has been violated, appropriate action will be taken, up to and including termination of assignment and the possible filing of civil or criminal charges.