BADIA SPICES

Code of Ethics

Employee Handbook and Policies

Badia HR Channel: *(305) 629-8000* or

Ethics & Compliance Hotline: https://nudev.diloseguro.com/cbc or (888) 374-1694 or

Message from our CEO and Executive President

At Badia Spices, we are a company focused on reimagining taste through thoughtfully sourced ingredients that support everyday cooking with flavor. Our approach is grounded in responsible business practices and a strong commitment to ethical conduct in everything we do.

We have developed this Code of Ethics to provide our Board of Directors, employees, suppliers, and the public with an official document that specifies our commitment to responsible, ethical, transparent, and respectful conduct.

You must read and understand it, reflect on its contents, and ensure your behaviors, engagements, and relationships are aligned and compliant with our Code.

Our company´s future is bright, but that future will only be true if each one of us adheres to our Code every day, without excuses, exceptions, and concessions. Understand, live, and multiply those principles. Remember that ethics and integrity are our fundamental pillars to achieving the company´s goals.

Thank you for your commitment; we're counting on you!

Scott Moffitt
CEO Badia Spices

POLICY OVERVIEW

Scope

This Code of Ethics applies to all directors, officers, and employees of the Company as well as those belonging to the Corporate Group's business units (i.e.: CBC, Bia and Beliv), including its respective subsidiaries, affiliates, and related companies, collectively referred to here as "Members of the Group". Every Member of the Group is expected to "do the right thing" and uphold these principles in all business dealings. Furthermore, all Members of the Group must adhere to the highest ethical standards.

You are required to read and comprehend this Code of Ethics, as well as the consequences resulting from any breach.

Guiding Principles

All members of the organization are expected to conduct themselves in a manner that reflects our commitment to integrity and responsible business practices. We act with honesty and transparency in all our interactions, both internally and externally, and we strive to build respectful and professional relationships.
We promote open and clear communication, encourage collaboration, and support a work environment where individuals can contribute effectively as part of a team. Through these principles, we aim to strengthen the organization while also fostering personal and professional growth for everyone involved.

Loyalty to Our Products

At Badia Spices, we take great pride in our brand and in the quality of the products we bring to market. As members of the Badia Spices team, we represent the company and its brand both inside and outside the workplace. Each of us serves as an ambassador of the Badia Spices portfolio, embodying our values through our actions and decisions.

We encourage all employees to take pride in, actively support, and prefer the brand we produce and distribute. Accordingly, we encourage employees to prioritize Badia products over those of other companies, while recognizing that personal purchasing choices remain entirely voluntary. We also value the enthusiasm of team members who choose Badia products and recommend them to others.

In social or professional settings, employees are welcome to share or promote Badia products when they are appropriate and done with professionalism and good judgment. In all circumstances, employees are expected to act respectfully and uphold the integrity and reputation of the company.

Responsibilities

This Code defines the standards of conduct expected by everyone at Badia Spices and guides how we interact with our colleagues, suppliers, customers, and the communities in which we operate. No employee has the authority to request or engage in any action that violates this Code. Furthermore, no waivers or exceptions apply to any employee under any circumstances.

The Legal & Compliance Department, in collaboration with the Human Resources Department, is responsible for promoting awareness and adherence to this Code. The Legal & Compliance Department also serves as the primary resource for questions regarding its interpretation.

Any employee who violates this Code—or permits or authorizes a subordinate to do so—will be subject to disciplinary action, up to and including termination of employment.

STANDARDS OF CONDUCT

1. Ethical Regulations

1.1. Integrity and Conduct Regulations

All our corporate and professional activities are based on the principle of integrity. We act with honesty and transparency.

1.2. Inclusion and Non-discrimination

We prohibit discrimination in all aspects of employment. Discrimination is defined as any adverse or unequal treatment based on an individual's protected characteristic that affects employment decisions, opportunities, or working conditions.

Protected characteristics include, but are not limited to:

- Sex (including pregnancy, gender identity, and sexual orientation).
- Age.
- Race.
- Color.
- National origin.
- Religion.
- Disability.
- Political affiliation (where applicable by law).
- Medical condition or health status.

Discrimination is prohibited in all employment-related decisions and actions, including recruitment, hiring, job assignments, promotions, compensation, benefits, training, performance evaluations, discipline, and termination, as well as in day-to-day workplace interactions.

1.3. Equal Opportunity at Work

Our hiring and employment practices are grounded in the principle of equal opportunity. Every employee is treated fairly and evaluated based on merit, performance, and objective criteria. We are committed to providing all employees with access to training and development programs that help them expand their skills and advance their professional growth. Compensation and advancement are determined by individual performance and guided by transparent, objective company policies.

We are also committed to fostering a workplace that is inclusive, respectful, and reflective of diverse perspectives. We recognize diversity as a source of strength that drives innovation and enhances our understanding of the communities and cultures in which we operate. We promote an open exchange of ideas, recognizing that respectful dialogue is essential to building a culture of excellence and achieving our shared mission and vision.

We provide equal employment opportunities for all employees and applicants. Employment decisions are made based on business needs, job requirements, and individual qualifications, without regard to any protected characteristic under applicable law.

1.4. Harassment

1.4.1. Harassment at work

We prohibit all forms of harassment in the workplace and in any work-related setting. Harassment is defined as any unwelcome conduct -whether verbal, visual, physical, or otherwise- that has the purpose or effect of creating an intimidating, hostile, or offensive work environment, or that unreasonably interferes with an individual's work performance.

Harassment may include, but is not limited to:

- Verbal conduct: derogatory comments, slurs, jokes, or offensive remarks.
- Non-verbal or visual conduct: offensive gestures, displays, or distribution of inappropriate or degrading materials.
- Physical conduct: unwelcome physical contact, intimidation, or threatening behavior.
- Sexual conduct: unwelcome sexual advances, requests for sexual favors, or other conduct of a sexual nature.

This policy applies regardless of the sex, sexual orientation, race, or any other protected characteristic of the individuals involved. Harassment may be perpetrated by supervisors, managers, co-workers, or third parties, including clients, vendors, or contractors, regardless of their role, position, or level of authority.

Prohibited conduct may occur in the workplace or in any work-related context, including business travel, company-sponsored events, and electronic communications, including email, messaging platforms, and social media.

1.4.2. Sexual Harassment

We are committed to providing all employees with a workplace free from Sexual Harassment. Sexual Harassment is strictly prohibited and will not be tolerated.

Sexual Harassment includes any unwelcome conduct of a sexual nature -whether verbal, non-verbal, physical, or electronic- including unwanted sexual advances or requests that are not consented to by the recipient. Such conduct may be perpetrated by supervisors, managers, co-workers, or third parties, regardless of role, position, or level of authority.

Sexual harassment occurs when:

- Submission to such conduct is made, either explicitly or implicitly, as a term or condition of employment.
- Submission to or rejection of such conduct is used as the basis for employment decisions.
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile, or offensive work environment.

Examples of sexual harassment include, but are not limited to:

- Sexual assault, abuse, or attempts to commit such acts.
- Unwelcome sexual advances or repeated requests for dates.
- Leering, suggestive gestures, or inappropriate physical proximity.
- Displaying, sharing, or transmitting sexually explicit or offensive materials.
- Comments about an individual's body, appearance, or personal characteristics of a sexual nature.
- Conditioning employment benefits (such as hiring, promotion, compensation, or continued employment) on the acceptance of sexual conduct or offering such benefits in exchange for sexual favors.

2. Compliance with Laws and Regulations

2.1. Respect for the Law

All corporate and professional activities at Badia Spices are conducted in strict compliance with the laws and regulations of each country in which we operate. Acting with integrity and respecting the rule of law are fundamental to how we do business.

2.2. Anti-corruption Policy

Badia Spices strictly prohibits and condemns bribery and all forms of corruption involving public officials or private individuals. Employees may not, directly or indirectly, offer, give, or authorize any item of monetary value or other benefit—such as gifts, favors, promises, or advantages—to any public official or employee for the purpose of influencing an official act or decision.

Likewise, employees are prohibited from using third parties to make improper payments, provide gifts, or extend favors of any kind that could improperly influence or appear to influence business, administrative, or professional relationships.

All employees must read and comply with the Anti-Corruption Policy, which forms part of Badia Spices Anti-Bribery Management System (ABMS). The ABMS aims to identify, monitor, control, and investigate any potential corruption risks within the company. Compliance with this system is mandatory for all employees, and each of us shares responsibility for its effectiveness—including the duty to report any suspected act of corruption.

2.3. Respect for Human and Labor Rights

All Badia Spices activities are carried out with full respect for the Universal Declaration of Human Rights. We believe that freedom, justice, and peace depend on recognizing the inherent dignity and equal, inalienable rights of every individual.

We uphold all applicable labor laws in the countries where we operate and adhere to the principles established in the conventions of the International Labour Organization (ILO).

2.4. Prohibition of Child Labor

Badia Spices strictly prohibits the employment of any individual who is not authorized to work in accordance with applicable laws and regulations. This standard applies equally to all employees, contractors, and suppliers.

Child labor is defined as any form of work performed by a minor who has not reached the minimum legal age for employment as established by applicable laws and regulations, or that interferes with their education or overall development.

2.5. Prohibition of Forced and Compulsory Labor

Badia Spices prohibits and rejects any form of forced or compulsory labor and requires the same commitment from all employees, contractors, and suppliers. Forced labor refers to any work performed involuntarily or under threat of penalty, including situations of servitude, modern slavery, or human trafficking.

The use of physical punishment, violent threats, intimidation, or any form of physical, sexual, psychological, or verbal abuse as a disciplinary or control method in the workplace is strictly prohibited and will not be tolerated.

2.6. Occupational Health and Safety

Badia Spices is committed to providing a safe and healthy work environment in accordance with applicable laws and regulations. All employees are responsible for following workplace safety and hygiene protocols and for using the required protective equipment.

At Badia Spices, safety is a shared priority. In every task we perform, we place the highest importance on preventing accidents and protecting the well-being of ourselves and our colleagues.

3. Relations with the Public

3.1. External Communication

Maintaining a transparent and respectful relationship with the media is essential to protecting and projecting an image consistent with Badia Spices' values. Only individuals authorized by the company may communicate with the press or public media outlets on behalf of Badia Spices.

Any employee contacted by the media—through any channel—must refer to the inquiry to the Legal & Corporate Affairs Department, which is responsible for managing and responding to such requests.

3.2. Social Media or Instant Messages Communication

At Badia Spices, we encourage diversity of thought and respectful exchange of ideas. However, sharing confidential or inappropriate information through social media or instant messaging platforms can harm our company, brands, or colleagues.

Remember that everything posted online reflects not only on you but also on the company. Use sound judgment to ensure that your comments and opinions align with Badia Spices' values and professional standards.

To ensure proper and responsible use of social media and messaging platforms:

- Do not disclose or share, without prior authorization, any images, videos, or internal company information which has not been made public. This includes, but is not limited to, photos, internal documents, training materials, meeting content, financial data, strategic plans, customer information, and similar content.
- Clearly indicate that your opinions are personal and do not represent the company's official position.
- Do not post or share comments that are discriminatory, defamatory, or offensive to any individual, product, customer, supplier, employee, former employee, competitor, or partner.
- Do not share internal company emails or communications with external parties.
- Always communicate with respect. Your tone and content should reflect Badia Spices' commitment to human values, community, family, and environmental stewardship.

3.3. Fair Competition

Badia Spices does not engage in or promote any form of unfair competition. We are committed to complying with all applicable free competition and antitrust laws.

We avoid making direct or indirect comments about competitors' products or services. When comparisons are necessary, they must be factual, objective, and communicated only by those authorized to speak on the company's behalf

3.4. Customer and Consumer Relationship

Our relationships with customers are built on fairness, trust, and mutual respect. We are committed to delivering products and services of the highest quality while fostering partnerships that create shared value, particularly with small and medium-sized enterprises.

We communicate responsibly with consumers to ensure they have access to clear, accurate information that supports informed choices.

3.5. Supplier Relationships

Badia Spices requires all suppliers—and potential suppliers—to maintain the confidentiality of any sensitive or proprietary company information.

Supplier selection processes must be transparent, ensuring equal access to information and consistent application of rules for all participants. We strive to build long-term, honest, and mutually beneficial relationships with our suppliers. Suppliers are expected to understand, uphold, and apply the principles of this Code within their own organizational practices.

4. Corporate Social Responsibility

4.1. Community Relations

Badia Spices is committed to operating responsibly and respecting the cultural diversity, traditions, and values of the communities in which we operate. We actively promote initiatives that contribute to the economic and social development of these communities.

4.2. Environment

We are committed to sustainable development, and environmental protection is integrated into every stage of our operations. We promote sound environmental management practices that support economic growth and competitiveness while minimizing environmental impact. Our approach prioritizes the efficient use of resources, as well as the reuse and recycling of materials.

We believe in progress that meets today's needs without compromising the ability of future generations to meet their own. To achieve this, we collaborate with local communities and governments to promote responsible environmental stewardship.

5. Confidentiality of Information and Asset Protection

5.1. Confidentiality of Personal Information

Badia Spices collects and uses only the personal data necessary for effective business operations and in full compliance with applicable laws. Employees who, as part of their duties, have access to other employees' personal information must respect and safeguard its confidentiality, using such information only for legitimate, professional purposes.

5.2. Asset Protection

Badia Spices' assets—both tangible and intangible—are fundamental to our success and must be protected at all times. These include physical property, intellectual property, brands, data, and confidential information.

Employees are responsible for safeguarding all assets entrusted to them, preventing loss, damage, theft, or unauthorized use. Company property must be used exclusively for professional purposes. Improper use or unauthorized disposal of company assets that causes loss or risk to Badia Spices constitutes a violation of this Code and may result in disciplinary action, up to and including termination of employment.

Examples of company assets include (but are not limited to):

- Tangible assets: goods, products, inventories, fixed assets, and property.
- Intangible assets: patents, trademarks, formulas, systems, databases, strategic plans, commercial information, and trade secrets.

5.3. Usage and Management of Financial and Non-financial Information

All financial records and reports must be prepared accurately and in accordance with legal requirements and generally accepted accounting principles. Employees responsible for preparing, processing, or recording such information must ensure its truthfulness, integrity, and precision. The same standards apply to operational, commercial, and quality records across all areas of the company. Any manipulation or falsification of financial statements, accounting records, or reports is a serious violation.

Employees must protect all non-public company information—including financial, commercial, and marketing data—and refrain from disclosing it without proper authorization.

Only the Legal & Corporate Affairs Department is authorized to release corporate communications or public information on behalf of Badia Spices.

6. Gifts, Invitations, and Gratuities

Badia Spices prohibits employees from accepting gifts, invitations, or any form of hospitality from customers, suppliers, or public officials that could compromise—or appear to compromise—their objectivity in making business decisions.

This includes items of value, meals, travel, tickets, seminars, conventions, or any similar benefits. If uncertain about whether an invitation or gift is acceptable, employees should seek guidance from the Legal & Compliance Department through the Compliance Portal at https://www.portaldecomplianceglobal.com/. Invitations to seminars, trade fairs, or technical meetings from suppliers must be pre-approved by the relevant Director or Vice President, and only when the activity provides legitimate business or learning value without compromising objectivity.

As an exception, employees may accept modest gifts valued at no more than US $50. Customers and suppliers will be informed of this policy. Any gift exceeding this amount must be promptly turned over to the Human Resources Department, which will donate it to charity or raffle it among employees.

7. Conflicts of Interest

At Badia Spices, we are committed to ensuring that all business decisions are made objectively and free from personal bias. This Code provides clear guidance for identifying, preventing, and managing conflicts of interest. A conflict of interest arises when an employee's personal interests—financial or otherwise—interfere or appear to interfere with the company's best interests. Such situations can compromise judgment and decision-making and may have legal or regulatory consequences.

Employees must disclose any real or potential conflict through the Compliance Portal for review and appropriate management.

Examples include:

7.1. Personal Relationships at Work

Hiring, supervising, or having a close personal relationship with a relative or household member may create a conflict. This includes family by blood or marriage, as well as individuals with whom the employee has a close domestic or romantic relationship.

Conflicts may also arise if an employee has close personal ties with a supplier, customer, or employee of the competitor.

7.2. External Functions/Roles

Serving on the management or advisory board of an organization that competes with Badia Spices—or providing consulting or advisory services to such an entity, whether paid or unpaid—may create a conflict of interest.

7.3. Commercial or External Activities

Holding secondary employment or a financial interest in a customer, supplier, or competitor may also present a conflict, particularly if the employee's position allows them to influence business decisions.

7.4. Other Circumstances

Any external professional, consulting, employment, commercial, or business activity that interferes with the employee's ability to perform their duties—or creates the appearance of divided loyalty—must be disclosed. Examples of entities include but are not limited to athletes, soccer teams, or non-profit organizations.

Employees are responsible for preventing and reporting conflicts of interest.

Failure to disclose a real or potential conflict is considered serious misconduct and may result in disciplinary action.



8. Ethics Committee and Ethics Line

8.1. Ethics Committee

The Ethics Committee consists of six members from various departments, including the Executive President, who oversees the implementation and enforcement of this Code.

These responsibilities may be delegated or carried out through the Legal & Compliance Department. Committee members are appointed by the Executive President and coordinated by the Compliance Director.

8.2. Ethics Hotline

Any person who becomes aware of or suspects a violation of this Code, company policies, or applicable laws must report it through one of the company's Ethics Line channels:

Email: complaints.Badia Spices@etictel.com
Online Platform: https://ethikosglobal.com/lineaetica
Phone: 888-374-1694

Anonymous reporting is permitted; however, Badia Spices encourages open dialogue and trust to facilitate resolution.

Retaliation against any individual who raises concerns in good faith is strictly prohibited. Likewise, those under investigation must not engage in retaliation against colleagues, customers, suppliers, or any individual involved in a report. Any proven act of retaliation or submission of false claims made in bad faith will result in disciplinary action, up to and including termination of employment.

All reports will be handled confidentially, and investigations will be conducted by the designated departments.

Any employee found to have engaged in conduct that violates this, or any other company policy will be subject to appropriate corrective action, up to and including termination of employment.

THE PERSONAL COMMITMENT ATTACHED TO THIS CODE MUST BE SIGNED AND RETURNED. FAILURE TO SIGN AND RETURN THE ACKNOWLEDGMENT MAY RESULT IN SUSPENSION OR TERMINATION.

ACKNOWLEDGEMENT OF RECEIPT OF POLICY

PERSONAL COMMITMENT TO CODE OF ETHICS COMPLIANCE

I acknowledge that I received, reviewed, and agree to comply with Badia Spices (the "Company") **Code of Ethics (the "Code")**.

I understand that every Employee, Member of the Board of Directors, President, CEO, Vice Presidents, Directors, Managers, and representative of the Company or any of its subsidiaries or affiliates is required to comply with the Code and any violation of the Code may result in disciplinary action up to and including termination of my employment.

I acknowledge that I have read and understand the Code. I agree to familiarize myself with its contents and to promptly contact the Human Resources Department or the Ethics & Compliance Hotline (listed below) if I have any questions, need assistance, or wish to report a potential violation.

I understand that this Code does not constitute a contract of employment and does not alter the at-will nature of my employment with Badia Spices.

The Company may revise, rescind, or supplement this Code at its discretion, consistent with applicable law.

Date	
Employee Name (Printed)	
Employee Signature	

GIFT DISCLOSURE FORM

DISCLOSURE OF GIFT RECEIVED

Gift Received By (Employee Name and ID):

_____

Gift Received From (Name and/or Company):

_____

Brief Description of Gift:

_____

_____

_____

_____

_____

Employee Who Received Gift

DATE _____

EMPLOYEE NAME (PRINTED) _____

EMPLOYEE SIGNATURE _____

Company Representative Reviewing Disclosure

DATE _____

COMPANY REPRESENTATIVE NAME (PRINTED): _____

COMPANY REPRESENTATIVE SIGNATURE: _____

** If when opening the gift there is any perishable product (example: grapes or apples) it may be delivered to cafeteria area to be consumed