



Business code of conduct

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Letter from the CEO

In 2004, the Company introduced 3 fundamental documents, the Application for employment, the Employee's manual and the Employee's Evaluation chart.

Since then, much has happened. We transitioned to a new structure, expanded to new geographies, defined and matured our business portfolio.

What is evident? The Adelia Trademark is our most important asset. Does the Trademark have a significant impact on all its relationships? Because these relationships are interconnected to our success, it is clear that to keep the Company strong, it must be our individual responsibility to act in every instance with Honesty, Integrity, accountability and respect.

Adelia competes vigorously to achieve business success, but it is primordial for all who have chosen Adelia as a lifestyle to understand that the Company is interested in results; but it is equally important how it achieves the results.

With this kind of evolution and responsibility, it became obvious to introduce our Business Code of Conduct Manual. Its language and content is clear, relevant and applicable to directors, officers and employees. It is equally important for our suppliers, customers, consultants and agencies to understand its importance.

Although the Code is here to provide clear principles to guide us with our conduct it can not encompass every possible situation. I am certain as we work together to build a strong and meaningful future we will apply the high standards embodied in this Code.

We are all responsible for our actions, keep the Code with you, refer to it frequently, and ask questions, because ignorance of this Code will not excuse you from your requirements. Your ongoing attention and adherence is essential to our success.

Remember, you are your peers!

Café Adelia

Frank Cuffaro
President



You are your peers!

The Code

What is it?

The Business Code of Conduct Manual (the “Code”) describes the Company’s Business Conduct Standards and helps employees and others who act on Adelia’s behalf take a consistent, global approach to key compliance issues. These standards flow from the core values of the Company.

What’s in it?

What you will see in the pages that follow are a series of conduct and ethical guidelines, including examples of real-life dilemmas faced by Company employees. Most of what you will read probably won’t surprise you; the message of these guidelines can be summed up this way: As a representative of the Company, you must act with honesty and integrity in all matters.

Who is this for?

Adelia Business Code of Conduct Policies apply to all employees, supervisors, managers, leaders and others who act on Adelia’s behalf. They also apply to employees of joint ventures and other business affiliates in which Adelia has a controlling interest. These global policies apply to all locations and situations where Adelia business is conducted.

Your responsibilities as an employee:

- Adelia employees, supervisors, managers and other leaders are responsible for understanding the legal and policy requirements that apply to their jobs.
- It is your responsibility to read and understand the Business Code of Conduct. You must comply with the Code in both letter and spirit. Ignorance of the Code will not excuse you from its requirements.
- Employees should take all responsible steps to prevent a Code violation. You can report suspected Code violations to the management. All reports will be treated confidentially, and you can remain anonymous if you wish. In all cases, employees will be subject to no retaliation or other adverse consequence for making a good faith report of a potential Code violation.
- Follow the law wherever you are and in all circumstances.
- Know the issues covered by each Business Code of Conduct Manual.
- Never engage in behavior that harms the reputation of the Company. If you wouldn’t want to tell your parents or your children about your action-don’t do it.
- Some situations may seem ambiguous. Exercise caution when you hear yourself or someone else say, “Everybody does it,” “Maybe just this once,” “No one will ever know” or “It won’t matter in the end.” These are signs to stop, think through the situation and seek guidance. Most importantly, don’t ignore your instincts. Remember, you are responsible for your actions.
- If asked, sign a statement acknowledging you have read and understood the Adelia Business Code of Conduct Manual.

If you are acting on behalf of Adelia:

- Adelia business consultants, agents, independent contractors or any third party must agree to follow the applicable Adelia Policies.
- Adelia will Monitor the third party’s work, take necessary action, up to and including terminating Adelia’s engagement in the event the party fails to honor the agreement to abide by Adelia policies.

Business Ethics

Policy Statement:

Ethical business conduct sometimes requires more than strictly complying with the law. The core of the Company's business ethic is "doing the right thing." Even when laws apply, sometimes they set a standard of behavior that is unacceptably low for Adelia. When you are confronted with such situations, you need to make a good, ethical decision that will reflect well on Adelia and you. Adelia Business Code of Conduct Policies provides guidance for many situations, but this manual cannot cover every possible issue you may face in the course of Adelia business. In these cases, your actions should be guided by our fundamental values of uncompromising integrity and honesty. These values include promise keeping, fairness, respect and concern for others, and personal accountability.

Moreover, there are no laws governing many business activities. So in addition to complying with any applicable legal requirements and the requirements described elsewhere in this Manual, you should ask the following questions in making decisions:

- Is this action consistent with Adelia's corporate values of uncompromising honesty and integrity?
- Is my action the "right thing to do?"
- Will my action protect the Company's reputation as ethical company?
- Am I being truthful and honest?

If the answer to any of these questions about the action you are considering is not an unqualified "Yes," then simply do not take the action.

What does this mean?

- Follow the law wherever you are and in all circumstances.
- Never engage in behavior that harms the reputation of the Company. If you wouldn't want to tell your parents or your children about your action-or wouldn't want to read about it in a newspaper-don't do it.
- Some situations may seem ambiguous. Exercise caution when you hear yourself or someone else say, "Everybody does it," "Maybe just this once," "No one will ever know" or "It won't matter in the end." These are signs to stop, think through the situation and seek guidance. Most importantly, don't ignore your instincts. Ultimately, you are responsible for your actions.
- Promote a culture where promise keeping, fairness, respect and personal accountability are valued, encouraged and recognized.

If you have questions about any situation, ask. Always ask.

Confidentiality

Policy statement:

Adelia's confidential information is a valuable asset. Employees and others acting on Adelia's behalf are responsible for protecting Adelia's confidential information from unauthorized disclosure. Just as we expect others to respect our company's confidential information, Adelia respects the confidential information of other parties.

It is Adelia policy to use only legal and ethical means to collect and utilize business and market information in order to better understand our markets, customers and competitors. Adelia will not collect another party's confidential information without that party's permission.

Confidential information means:

- Non-public information known to you as a result of your position with the Company that might be of use to competitors or harmful to the Company if disclosed; and
- Non-public and personally identifiable information you obtain from other employees, customers or consumers.
- Nonpublic information is any information that has not been disclosed or made available to the general public.
- Nonpublic information includes items such as financial or technical data, plans for acquisitions or divestitures, new products, inventions or marketing campaigns, personal information about employees, major contracts, expansion plans, financing transactions, major management changes and other corporate developments.

May also include: administrative, sales, manufacturing, customers or suppliers, wage and salary data, capital investment plans; earnings projections; testing data; plans to improve products; documents containing product formulas or drawings, technical reports, proprietary manufacturing methods and processes, pricing and profit information, and information about future products, advertising programs.

What does this mean?

- Do not disclose nonpublic information to anyone outside the Company, except when disclosure is required for business purposes and appropriate steps have been taken to prevent misuse of the information.
- Disclosing nonpublic information to others, including family and friends, is a violation of the Code and may violate the law.
- Just as the Company values and protects its own nonpublic information, we respect the nonpublic information of other companies. If you have any questions about obtaining or using nonpublic information of other companies, contact Company legal counsel for guidance.
- Have a signed confidential disclosure agreement before disclosing confidential information to a party outside Adelia.
- Use appropriate security precautions for confidential information. This applies to electronic information and voice mail, as well as to documents.

Situations that may cause concerns:

- An employee accepts a job with a Company competitor, and then advises the competitor not to pursue a similar project s/he was involved with at the Company that turned out to be “dead end.”
- An employee discusses Company trade secrets at a conference.
- An employee discusses confidential information with a neighbor.
- An employee aware of confidential Company plans for an acquisition or divestiture shares those plans with an individual who does not have a need to know those plans.

What to avoid:

- In order to get important work done, an employee discusses confidential information on a cell phone while in a restaurant.
- While using a laptop on an airplane, an employee allows confidential information to be visible to those sitting around him/her.
- Don't talk about sensitive Adelia information with friends and family, when you can be overheard in public places.
- Accepting proprietary information from an outsider, under circumstances where a confidential relationship exists or may be implied, without first consulting your assigned legal counsel.
- Using third party confidential information that has been obtained illegally or unethically.
- Receiving confidential information from an employee about his or her former employer.

Possible conflict situations:

- A Sales person was preparing a presentation on a new Company promotion. She was excited about the plan and wanted to discuss it with a friend outside the Company. She wasn't sure if that would be a Code violation, so she checked with her manager.

Does this violate the Code? *YES IT DOES*

- Sharing nonpublic information is a Code violation, even if the recipient doesn't work for a competitor, customer or supplier.
- An employee heard an office rumor that the Company was considering acquiring a small competitor; later that evening discussed this information with her husband over supper at a restaurant.

Does this violate the Code? *YES IT DOES*

- She shouldn't gossip about Company information in public, it's a violation of the Code. It isn't worth losing her job.
- A manager was seeking a supplier to provide construction work for the Company and received three sealed bids for the job. The manager gave his favorite firm the details of the competing bids so that firm could win the business.

Does this violate the Code? *YES IT DOES*

- That was wrong. The manager disclosed nonpublic Company information and circumvented the bidding process. He was disciplined.
- A Company attorney was traveling with a colleague on a plane to work on a legal case. They began to discuss the particulars of the case when one of them noticed a man across the aisle listening intently.

Does this violate the Code? *YES IT DOES*

- It's never a good idea to discuss Company matters in public where others might hear and take advantage of the information.
- After an important competitor held a meeting at a hotel, a hotel security guard offered a tape recording of the meeting to a Company employee. The Company employee wasn't sure what to do, so he took the tape to his manager.

Does this violate the Code? *YES IT DOES*

- The Company employee should never have taken possession of the tape. It was wrong. Even if no one listened to the tape, and the employee promptly returned it. The competitor may have learned of the situation and bring a claim against the Company.

**** If you have a legal obligation with respect to confidential information from a former employer when you join the Company, the Company expects you to not use or disclose that information in the course of your work for the Company. Similarly, the Company expects that departing employees will not disclose the Company's confidential information after they leave the Company. ****

**** It is your obligation to safeguard the Company's nonpublic information. You should not share this information with anyone outside the Company unless it is necessary as part of your work responsibilities. ****

Compliance Policy

Compliance Policy Statement:

Adelia is recognized worldwide as an ethical and law-abiding company. Adelia has only one set of business conduct policies that apply globally. These universal standards provide a framework for conducting business the right way -legally and ethically - everywhere Adelia does business. It is Adelia policy that employees and others acting on Adelia's behalf must comply with all laws and Adelia Business Code of Conduct Policies.

In addition to complying with Adelia's Business Conduct Policies related to Adelia business activities, The Company, and you as an employee, are subject to a wide variety of legal requirements as you conduct your work for the Company. We operate within the letter and spirit of the law.

What does this mean?

- Do obey all applicable legal requirements at all times.
- Do understand what legal requirements apply to your work by using appropriate resources, including appropriate Company Legal Counsel. Although many key legal principles are reflected in this Business code of Conduct Manual, not all legal requirements are described in this Manual.
- If there are conflicting legal requirements in different jurisdictions, do consult with, and follow the direction of appropriate Company Legal counsel.
- Do follow legal advice from appropriate Company Legal personnel.
- Do address and resolve, in a timely manner, any legal compliance issues that have been identified
- Employees are obliged to cooperate with investigations into Code violations and must always be truthful and forthcoming in the course of these investigations.
- Managers have important responsibilities under the Code. Managers must understand the Code, seek guidance when necessary, and report suspected Code violations. If a manager knows that an employee is contemplating a prohibited action and does nothing, the manager will be responsible along with the employee.
- You also can ask a question about the Code of Business Conduct or other ethics or compliance matter to your direct superior.

*** No one at any level of the Company has the authority to require or permit you to violate the law. ***

Penalties for violations:

Employees who violate a law or Adelia Business Code of Conduct Policy related to their business activities are subject to appropriate discipline, up to and including termination of employment. Also subject to discipline are employees who:

- Fail to seek legal advice from assigned Adelia legal counsel.
- Act contrary to advice from Adelia legal counsel.

- Fail to provide information concerning a suspected violation of law or these policies.
- Retaliate against anyone for reporting a suspected violation.
- Adelia's response to violations or other actions contrary to these policies will be based on the individual circumstances of each situation.
- Employees and others acting on Adelia's behalf who violate an Adelia policy might also be breaking a law that could expose themselves and Adelia to substantial criminal fines, prison terms and civil damages under national and local laws.

*** Very important message: When you are uncertain about any situation, ask for guidance.***

Conflict of Interest

Policy Statement:

All Adelia employees and others acting on Adelia's behalf are obligated to act at all times solely in the best interests of the Company. A conflict of interest arises when you have a personal relationship, financial or other interest that could interfere with this obligation, or when you use your position with the Company for personal gain. The Company recognizes that employees may take part in legitimate financial, business and other activities outside their Adelia jobs, but any potential conflict of interest raised by those activities must be disclosed promptly to management. Keep in mind, the Code can't specifically address every potential conflict, so use your conscience and commonsense. When questions arise, seek guidance.

What does this mean?

- Avoid personal relationships with other Adelia employees where parties in the relationship may receive or give unfair advantage or preferential treatment because of the relationship.
- Avoid actions or relationships that might conflict or appear to conflict with your job responsibilities or the interests of Adelia.
- Contact the human resources manager or notify the management prior to serving on the board of directors of a bona fide charitable, educational or other nonprofit organization.
- Obtain necessary approvals before accepting any position as an officer or director of an outside business concern.
- Request management approval of outside activities, financial interests or relationships that may pose a real or potential conflict of interest. Remember that management approval is subject to ongoing review, so you need to periodically update your management regarding your involvement.
- You may own up to 1% of the stock in a competitor, customer or supplier without seeking prior approval from your direct superior so long as the stock is in a public company and you do not have discretionary authority in dealing with that company. If you want to purchase more than 1% of the stock in a customer, competitor or supplier, or the company is nonpublic, or you have discretionary authority in dealing with the company, then the stock may be purchased only with prior approval of your direct superior.
- Loans from the Company to directors and executive officers are prohibited. Loans from the Company to other officers and employees must be approved in advance by the designated committee.

Situations that may cause concerns:

- When an employee has a romantic relationship with another employee who is in a direct or indirect reporting relationship with him/her.
- When an employee has a romantic relationship with a current or potential supplier, contractor or customer (or an employee of any such entity) when the Company employee has direct or indirect decision-making authority or influence with respect to the underlying business relationship.

- When an employee or a member of his/her household or immediate family, has a significant financial or other interest in a person or company that competes with the Company.
- When a member of an employee's household or immediate family is a supplier or customer, or an employee of a supplier or customer, of the Company; or when an employee or a member of his/her household or immediate family has a significant financial interest in a supplier or customer of the Company.
- When a member of an employee's household or immediate family competes with the Company or is employed by a person or company that competes with the Company.
- When a member of an employee's immediate family is an employee of the Company, and the employee is in a position to influence employment decisions concerning that family member.
- When an employee has a romantic relationship with another employee who is in a direct or indirect reporting relationship with him/her.
- When an employee has a romantic relationship with a current or potential supplier, contractor or customer (or an employee of any such entity) when the Company employee has direct or indirect decision-making authority or influence with respect to the underlying business relationship.
- When an employee receives significant gifts or other significant consideration as a result of his/her position with the Company (apart from approved compensation paid by the Company). The terms "significant" and "significant consideration" refers to items that are major enough that they could create the impression or expectation (perceived or otherwise) that the giver will be rewarded with business, favoritism, or some other obligation from the employee or the Company.

What to avoid:

- Working with a business outside your Adelia responsibilities that is in competition with any Adelia business.
- Having a second job where your other employer is a direct or indirect competitor, distributor, supplier or customer of Adelia.
- Having a second job or consulting relationship that affects your ability to satisfactorily perform your Adelia assignments.
- Receiving personal discounts or other benefits from suppliers, service providers or customers that are not available to all Adelia employees.

Possible conflict situations:

- An Adelia employee's husband owns a supply company with lower prices than anyone else. The employee's duties at Adelia included ordering supplies, so she ordered them from her husband's company. But she didn't ask her direct superior an approval of the transaction with a family member.

Does this violate the code? *YES IT DOES.*

- The employee violated the Business Code of Conduct. A Superior must approve in advance any transaction in which an employee has a financial interest. The employee was disciplined.
- A salesperson services a restaurant chain owned by his cousin. The salesperson wonders if that relationship requires special action.

YES, IT DOES REQUIRE SPECIAL ACTION.

- All customers must be treated fairly and honestly. Even if the cousin's restaurant is not receiving preferential treatment, the relationship could give the appearance of such treatment. The salesperson should tell his manager about the relationship, and the sales manager may decide to put a different salesperson on that account.

Financial Records

Policy statement:

Adelia management is responsible for the preparation of complete and accurate annual, quarterly and monthly financial statements in accordance with generally accepted accounting principles and for maintaining appropriate accounting and financial reporting principles, policies and internal controls designed to assure compliance with accounting standards, laws and regulations. There is no place within the Company for an intentionally false document or record. The Company must have adequate assurance that the information in books and records, including its financial and other business records as well as personnel and benefit-related forms that employees may fill out, is accurate, timely and complete.

It is Adelia policy that employees and others acting on Adelia's behalf have a responsibility for the accuracy, thoroughness and timeliness. We ensure compliance with these policies through our internal and independent auditors, and by monitoring the integrity of our financial management and reporting systems.

What does this mean?

- Every Company financial record—including time sheets, sales records and expense reports—must be accurate, timely and in accordance with the law. These records are the basis for managing the Company's business and for fulfilling its obligations to shareowners, employees, customers, suppliers.
- Always record and classify transactions in the proper accounting period and in the appropriate account and department. It is a violation of the Code to delay or prepay invoices, or to delay or accelerate the recording of expenses, to meet budget goals.
- Never falsify any document or distort the true nature of any transaction.
- All transactions must be supported by accurate documentation.
- All reports made to authorities must be full, fair, accurate, timely and understandable.
- Employees must cooperate with investigations into the accuracy and timeliness of financial records
- Payments can only be made to the person or the firm that actually provided the goods or services, and must be made in the supplier's home country, where it does business or where the goods were sold or services provided.
- If you have the authority to approve expenditures, be sure to exercise your authority only after considering whether the expenditure satisfies corporate policies. Take your approval authority seriously. You may be allowed to delegate it in some circumstances, but you retain ultimate responsibility for the use of your delegated authority. The delegation must be accompanied by clear instructions and ongoing oversight.
- Use corporate resources effectively and efficiently.
- Safeguard all physical, financial, informational and other company assets.
- It's always a good idea to double-check your work and records.

Situations that may cause concerns:

- In order to meet sales targets, an employee arranges to advance ship goods, without an explicit request from the customer.
- An employee enters into transactions to manage budget delivery. For example, prepaying next year's costs and charging it to a current year budget – or accruing costs without appropriate documentation – to avoid under spending. Or, alternatively, an employee defers recognizing a legitimate expense because of budget limitations. For example, at the end of July, in a fiscal year where budgets are very tight, an employee asks a supplier to bill the Company a few days late for a purchase in order to record the purchase in the next fiscal year.
- A plant employee is responsible for making a certain quality check and recording the results every hour. Because the quality check is usually okay, the employee enters the next four entries on the log ahead of time, just to save time.
- An employee completes a benefit form to attempt to obtain Company benefits for a dependent that does not meet the requirements for eligibility.
- An employee asks an agency or consultant to purchase an item for the Company that the Company would not normally authorize for purchase then disguises the purchase by including the cost in the overall bill/payment for agency or consulting services.
- Sales employee records customer visit that he usually makes, but failed to actually visit on a particular day.
- The Company has entered into an unusual, significant new arrangement (e.g., derivative, supply arrangement with an unusual payment structure, barter transaction, off-balance sheet financing).
- Anticipated profit, sales or volume numbers for an area of the business are expected to be significantly different than what is reflected in the Company forecast.

What to avoid:

- Using Adelia funds or property for any unlawful, improper or unethical purpose.
- Financial reporting that is inconsistent with actual performance.
- Inaccurate financial records, such as overstated travel and living expense reports, or erroneous time sheets or invoices.
- Circumventing review and approval procedures.
- Describing an expenditure for one purpose when, in fact, it is being made for something else.

Possible conflict situations:

- An employee submitted a time report for weekend overtime. Her supervisor was skeptical that she had worked the extra hours and checked weekend logs of entries into the building.
- There was no record of her being in the building, the employee confessed to falsifying her time report. She was disciplined.
- Two employees on a business trip ate dinner at a restaurant. One of them paid for the meal and was reimbursed by the Company for the expense. The other employee took a duplicate receipt and submitted an expense report for money he didn't spend.

Does this violate the code? *YES IT DOES*

- The second employee was fired. He didn't pay for the meal, and so was stealing from the Company.
- A customer demanded that a salesperson alter an invoice. The customer wanted the invoice to show a higher price than he actually paid. The customer asserted that he would no longer buy from the Company unless the salesperson agreed to the falsified invoice.

Does this violate the Code? *YES IT DOES*

- The salesperson knew that the demand was a violation of the Code and refused to play along with the customer. The salesperson then informed his direct superior of the circumstances. That was the right thing to do.

If you know of violations by others, take note: You must report those instances, or *you* are in violation of the Code. It's always a good idea to double-check them.

****Accurate records are everyone's responsibility****

Use of Company Assets

Policy Statement:

The Company does not permit improper use of Company assets. Company assets are meant for Company, not personal use. Improper use occurs when you use Company property or information for personal gain or advantage, or for the advantage of others outside the Company, such as friends or family members. Company Assets include your time at work and work product, as well as the Company's equipment and vehicles, computers and software, Company information, trademarks and name.

Common sense should prevail, of course. The occasional personal phone call from your workplace, for example, is inevitable. But, it must not interfere with normal business activities or the employee's ability to meet job expectations. In addition, employee personal use for outside business ventures, personal financial gain, political fundraising or other political purposes is prohibited. The point is to recognize that theft or deliberate misuse of Company assets is a violation of the Code.

What does this mean?

- You may not use the Company's assets for your personal benefit or the benefit of anyone other than the Company.
- You may not take for yourself any opportunity for financial gain that you find out about because of your position at the Company or through the use of Company property or information.
- Misuse of Company assets may be considered theft and result in termination or criminal prosecution.
- You must have permission from your direct superior before you use any Company asset—including information, work product or trademark—outside of your Company responsibilities.
- Before accepting payment for speeches or presentations related to the Company or your work at the Company, always get your direct superior's approval.
- Company computer systems and equipment are meant for Company use only. For example, they should never be used for outside businesses, illegal activities, gambling or pornography.

What to avoid:

- Using a Company vehicle for personal use during and outside of company hours.
- Lending Company assets to friends or family.
- Posting a list of passwords next to your workstation.
- Using the Adelia e-mail system to send personal photos or other large non-business files which can negatively impact Adelia network operations.

- Downloading, copying or using software or other materials in violation of copyright laws or license restrictions.
- Using electronic resources in a manner that violates any law or Adelia Business Code of Conduct Policy.

Possible conflict situations:

- An administrative assistant used his computer at work on a regular basis to create party invitations and personal announcements for other employees to use. He wasn't paid for the work, so he saw no harm.

Does this violate the code? *YES IT DOES.*

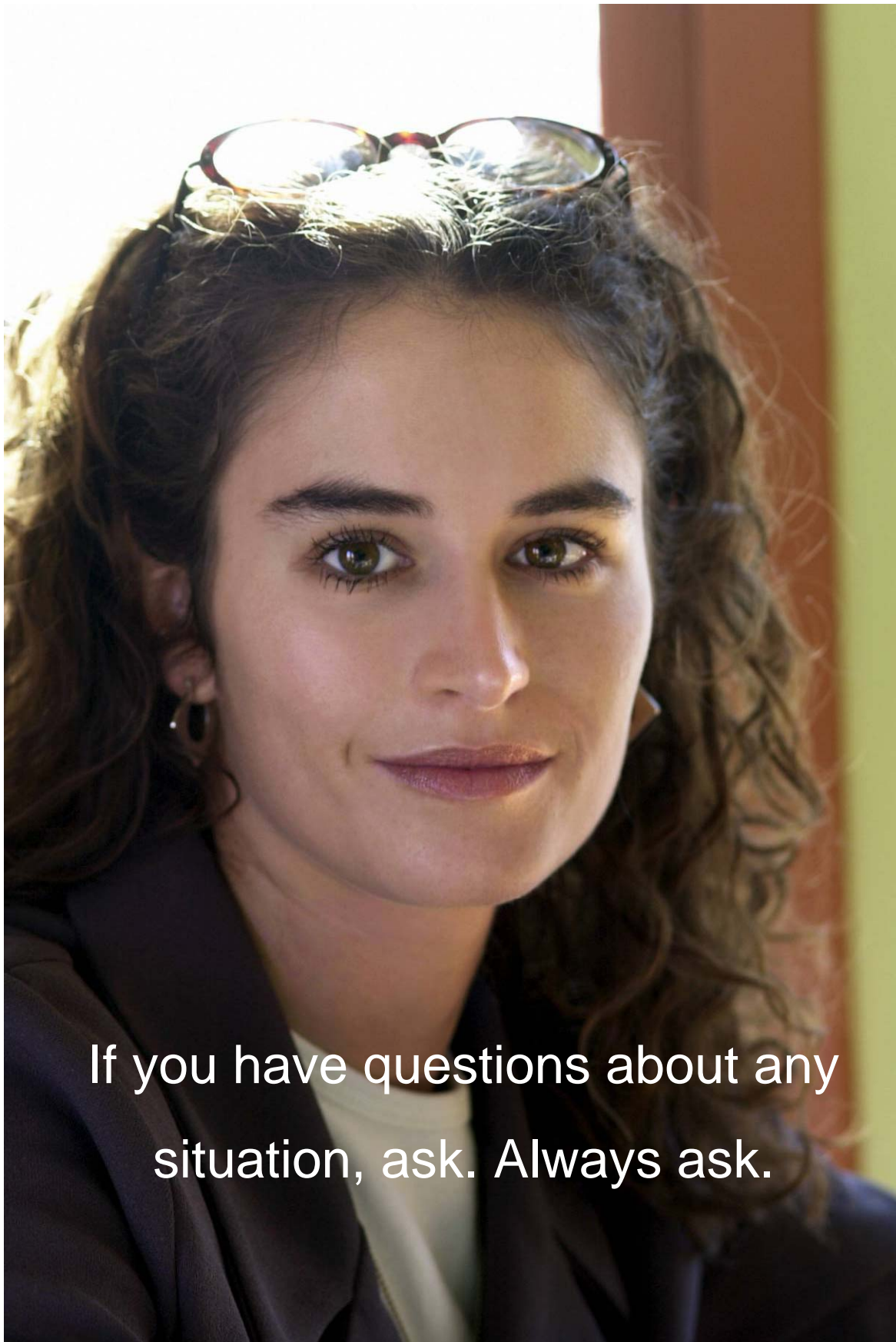
- Use of the Company's computers for such large-scale personal projects is a violation of the Code. The employee was disciplined.
- A salesperson used her Company phone and cell phone for personal calls excessively.

Does this violate the code? *YES IT DOES.*

- It may not sound like much, but the Company's losses in work time and phone charges totaled thousands of dollars. She was disciplined.
- A manager persistently asked an employee to take care of the manager's personal business on Company time, such as picking up dry cleaning, balancing his checkbook and shopping for personal gifts, and thereby consistently kept the assistant from completing her work duties.

Does this violate the code? *YES IT DOES.*

- A worker's time is a Company asset. The manager and the employee were disciplined for persistent misuse of assets.



If you have questions about any situation, ask. Always ask.

Working with Customers & Suppliers

Policy statement:

The Company treats all customers fairly and does not give any customer an unfair advantage over another competing customer. The Company also allows suppliers to compete equitably for the Company's business based on the total value offered to the Company by that supplier. In all cases, when in doubt, seek guidance.

To be Consistent with the obligation we all have to act with integrity and honesty at all times, you should deal fairly with the Company's customers, suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone through misrepresentation or any unfair business practice. In all cases, when in doubt, seek guidance.

What does this mean?

- Do give competing customers within a given market equal opportunities to qualify for the same prices, terms of sale or promotions.
- Do ensure that all your category recommendations are based on objective data and focused on the benefits of the Company's products, rather than the negatives of competitors' products.
- If you make purchasing decisions for the Company, don't solicit any supplier or potential supplier that would personally benefit you. This is prohibited as discussed under "Conflicts of Interest".
- Do base your decisions regarding purchases of materials or services for the Company solely on the merits, on a total value basis, of the available offers.

Situations that may cause concerns:

- A supplier solicits an employee to consider the supplier for business and because the employee knows the individuals representing that supplier socially, s/he decides to purchase from that supplier.
- An employee creates criteria for a supplier that can be met only by a particular supplier who has offered him/her sports tickets, expensive dinners, or unique outings.
- An employee expects suppliers to regularly contribute to a local charitable campaign in which s/he is heavily involved.
- An employee asks a supplier to match the price the Company is currently paying to another company for a good/service, and then shares confidential details of the current arrangement with the potential supplier.
- An employee applies pressure to secure a customer's agreement to resell a Company product only at a specified resale price or within a specified price range.
- An employee terminates sales to a customer because other customers have complained about its resale pricing.
- An employee provides marketing incentives to a customer, but not to a similarly-situated competitor of that customer.

What to avoid:

- Don't make purchasing decisions on the basis of reciprocal deals (i.e., where a supplier promises to purchase certain Company products if the Company will purchase some of the supplier's products).
- Don't strategize with a customer regarding specific pricing or promotion of private label products that compete with the Company's products.
- Don't terminate a relationship with a customer based on discussions or agreements with any other customer.
- Don't enter into agreements that prohibit a customer from purchasing products from a competitor of the Company, or that require a customer to purchase all or most of its requirements from the Company, without the approval of your direct superior.
- Don't engage in transactions where the Company receives a price for goods from a supplier that you know to be better than the price charged to another competing purchaser without consulting with your direct superior.
- Don't share a customer's confidential business information with competitors of that customer.
- Don't share a supplier's confidential business information with the competitors of that supplier.
- Don't pressure or agree with a customer about specific prices that the customer will charge for Company products.
- Don't restrict customers to selling Company products only to certain people or entities, or only in certain geographies.
- Don't require a customer to purchase a less desirable Company product in order to be able to purchase a more desirable Company product.

Advertising and Promoting to Consumers Appropriately

Policy statement:

The Company does not permit its advertising or promotions for its products to be false or misleading. Adelia's reputation as a responsible company extends to the products and services we offer and how we represent them. It is Adelia policy to represent our products truthfully, fairly and in good taste in all sales, advertising, packaging and promotional efforts. Management is responsible for having a process to ensure appropriate review of advertising and claims about its products and services.

What does this mean?

- Represent Adelia products and services truthfully, fairly and in good taste.
- Apply this policy to advertising, product literature, labels, advertising copy, environmental claims, surveys and certifications, promotional materials, technical data maintenance manuals, videotapes, Internet sites.

Situations that may cause concern:

- Exaggerated or unsupported advertising claims are made to compete with a competitor that is doing the same.
- Incomplete, inadequate or misleading disclosures in Company advertising lead consumers to infer an incorrect unsupported conclusion.
- Advertising is distributed to the public before testing supporting the claims made in the advertising has been completed.

What to avoid:

- Advertising or claims not consistent with Adelia's corporate values.
- False or deceptive statements about Adelia products or services.
- False or deceptive comparison of products or services.
- Misrepresenting the quality or effectiveness of a product or service.
- Making claims about products or services without data to substantiate the claims.
- Disapproving a competitor or its products or services.

Safety, Health & Environmental

Policy statement:

The Company strives to provide and maintain a safe and healthy working environment for its employees. Nothing, including urgent business needs, justifies avoiding Company safety practices. The Company's products and packages will be safe for consumers and the environment when used as intended.

Employees and others acting on Adelia's behalf are responsible for knowing and complying with all applicable laws and regulations, as well as with Adelia's related policies, standards and guidelines. Adelia management also is responsible for ensuring that employees and others acting on Adelia's behalf are properly trained in these laws and policies.

What does this mean?

- Comply with all relevant laws and regulations, and Adelia policies and standards.
- Operate and maintain equipment, facilities and processes in a safe manner.
- Incorporate appropriate safety and health considerations into your daily job duties and business decisions.
- Participate in training and education programs to manage health and safety risks, both on and off the job.
- The Company will seek to ensure that our operations are safe for our employees, neighbors and the environment.
- The Company's products and packages will be safe for consumers and the environment when used as intended.

Commercial Bribery

Policy statement:

The exchanging of business gifts and entertainment is often a customary way to strengthen business relationships with customers and suppliers and with some restrictions, is a lawful business practice. It is Adelia policy that company employees may give and receive appropriate, lawful business gifts in connection with their Adelia work with commercial customers and other nongovernmental parties, provided that all such gifts are nominal in value and not given or received with the intent or prospect of influencing the recipient's business decision-making. The key is to keep an arm's length relationship and avoid personal financial transactions with customers and suppliers that may influence your ability to perform your job.

The Company does not engage in commercial bribery:

Commercial Bribery is illegal and violates this policy. Commercial bribery is giving to, or receiving from, Company, customers or suppliers (or their representatives), any personal payments, bribes or kickbacks. Adelia policy does not allow for corrupt practices in any form, including bribery.

What it means:

- The Code prohibits employees from accepting lavish gifts or entertainment. This is an area in which your judgment is critical. For instance, modest holiday gifts are usually fine, but an expensive weekend trip probably would not be. If you are uncertain, seek prior written approval from your direct superior.
- Gifts and entertainment for customers, potential customers and suppliers must support the legitimate business interests of the Company and should be reasonable and appropriate under the circumstances.
- Always be sensitive to our customers' and suppliers' own rules on receiving gifts and entertainment.
- The term "business gifts" in this policy includes business entertainment, as well as gift items.

Situations that may cause concerns:

- An employee is asked to pay a commission that seems large in relation to the services provided.
- An agent approaches a Company employee and explains that the agent has a "special relationship" with a certain customer or supplier and can arrange for the Company to receive preferential terms if the Company pays a fee to the agent.
- A customer's inventory manager offers a Company employee distribution exclusivity for a product category in return for a fee paid to that inventory manager.

What to avoid:

- Company stock cannot be given as a gift on behalf of the Company under any circumstances.
- Never accept or offer gifts of cash or cash equivalents, such as gift certificates.
- Never accept a gift that could be viewed as lavish.
- Offering a gift if you know it would violate the recipient's policy to accept it.

Working with Governments

Policy statement:

The Company prohibits improper payment or bribes to government officials. Improper payments are direct or indirect payments, whether in cash or in other things of value (such as lavish entertainment), to a government official or political party in order to influence acts or decisions, to receive special treatment or personal gain, or to obtain or retain business expedite. "Government officials" are employees of any government anywhere in the world, even low-ranking employees or employees of government-controlled entities. The term "government officials" also includes political parties and candidates for political office. Conducting business with governments is not the same as conducting business with private parties. These transactions often are covered by special legal rules. It is your obligation to understand whether someone you deal with is a government official. When in doubt, consult Company legal counsel.

In some countries it may be customary at times to pay government employees for performing their required duties. These facilitating payments, as they are known, are small sums paid to facilitate or expedite routine, non-discretionary government actions, such as obtaining phone service or an ordinary license. In contrast, a bribe, which is never permissible, is giving or offering to give anything of value to a government official to influence a discretionary decision. Understanding the difference between a bribe and a facilitating payment is critically important. Consult Company legal counsel before acting. All employees and those acting on Adelia's behalf must abide by the local laws concerning bribery.

What does this mean?

- The ban on bribes applies to third parties acting on behalf of the Company, including all contractors and consultants. Employees must not engage a contractor or consultant if the employee has reason to believe that the contractor or consultant may attempt to bribe a government official.
- Don't enter into any transaction where there is suspicion that third parties are making improper payments to government officials for an improper purpose.

The Adelia coffee Company reserves the rights to amend, alter or terminate this Code at any time and for any reason.