



Code of Ethics

Purpose

The purpose and intent of this Code of Ethics ("Code") is to guide directors, employees and contractors of My Food Bag so that their business conduct when representing My Food Bag is consistent with high business standards.

The Code is not intended to be an exhaustive list of acceptable and non-acceptable behaviour; rather it is intended to facilitate decisions that are consistent with My Food Bag's business standards, objectives and legal and policy obligations.

Ethical Behaviour Generally

My Food Bag directors, employees and contractors will:

- undertake their duties with care and diligence and in the best interests of My Food Bag, shareholders and other stakeholders;
- not enter into transactions or make promises on behalf of My Food Bag that My Food Bag does not intend to honour;
- conduct themselves in a way that demonstrates their honesty and integrity when dealing with others within My Food Bag, and in engaging with external stakeholders;
- not seek to gain an advantage through accepting or offering bribes or other improper inducements; and
- to the best of their ability, use reasonable endeavours to ensure that My Food Bag's records and documents, including financial reports are true, correct and conform to My Food Bag's reporting standards and internal controls.

Conflicts of Interest

My Food Bag expects all of its directors, employees and contractors to act with integrity and to manage situations where there is a real or potential conflict of interest between their personal interests and the interests of My Food Bag. My Food Bag expects its directors, employees and contractors to avoid conflicts of interest in their decisions and to avoid any direct or indirect interest, investment, association, or relationship which is likely to or appears to interfere with the exercise of their independent judgement. Further, directors, employees and contractors should not engage in any other business or commercial activities which would conflict with their ability to perform their duties to My Food Bag. If a potential or actual unavoidable conflict arises, it should immediately be raised with the Chief Financial Officer or Head of People and Culture.

Each director will fully disclose all relationships that they have with other parties who deal with My Food Bag.

Where a director does have a conflict of interest, they will excuse themselves from discussions in respect of those interests and, where required by the NZX Listing Rules, will not exercise their right to vote in respect of such matters.

Duty to Protect My Food Bag's Assets

My Food Bag's directors, employees and contractors are expected to act with integrity and take personal responsibility to ensure the protection and efficient use of My Food Bag's corporate information, assets and property for legitimate business purposes. My Food Bag's corporate information, assets and property are to be used for lawful business purposes as authorised by My Food Bag's Board only.

Regulatory and Legal Compliance

My Food Bag directors, employees and contractors will:

- familiarise themselves with and comply with all My Food Bag's policies, frameworks and processes;
- abide by applicable laws, rules and regulations;
- undertake training on legal obligations and policies, when required by the Board or in order to properly fulfil their duties;
- comply with all statutory and internal disclosure requirements on a timely basis; and
- co-operate with regulatory bodies and government agencies in all matters, including their investigations of My Food Bag's compliance with legal obligations.

Gifts

My Food Bag's directors, employees and contractors will not give any gift or benefit to, or accept any benefit from, external parties if this could be perceived to influence the conduct of My Food Bag's directors or its employees, contractors, or a third party, given the value of that gift or benefit. A gift register is maintained by My Food Bag for the purposes of transparency.

Reporting Unlawful or Unethical Behaviour

My Food Bag's directors, employees and contractors are actively encouraged to challenge any behaviour which they believe is inconsistent with any of My Food Bag's values or with this Code. In particular anyone who suspects that any director, employee or contractor of My Food Bag has or may have:

- acted corruptly, fraudulently or unethically;
- acted unlawfully; or
- breached this Code,

should report this to the Chief Financial Officer or to the Chair of the Board. In doing so, any person who reports such activity should also have regard to the procedures and protections set out in the Company's Whistleblowing Policy.

While we encourage people to come forward who have reasons to suspect there has been improper conduct, any person who knowingly makes a false report of a legal or policy breach may be subject to disciplinary action.

Modern Slavery

My Food Bag has a zero tolerance for modern slavery practices and expects the highest level of ethical standards to be maintained within its organisation and in its supply chain. All employees are encouraged to report instances of suspected modern slavery practices, including where preferable by utilising the procedures and protections set out in My Food Bag's Whistleblowing Policy. My Food Bag publishes a modern slavery statement annually which records My Food Bag's commitment to the elimination of modern slavery and the steps that the business takes to identify, assess and address the risks in this area

Corporate Opportunities

My Food Bag's directors, employees and contractors are expected to act with integrity and not take advantage of opportunities arising from their engagement, employment or connection with My Food Bag for personal gain or to compete with My Food Bag. In particular, no director, employee or contractor of My Food Bag who has non-public material information which could affect the price of My Food Bag's financial products may buy or sell My Food Bag's financial products.

Similarly, no director, employee or contractor with such non-public material information may recommend or suggest other persons buy or sell My Food Bag's financial products and should have regard to My Food Bag's Securities Trading Policy.

Confidentiality

My Food Bag's directors, employees and contractors will maintain and protect the confidentiality of information entrusted to them about My Food Bag's financial affairs, except where disclosure is required by law, where the Board has approved disclosure or where the information is in the public domain.

Compliance and Management of Breaches of this Code

My Food Bag's directors, employees and contractors are expected to adhere to the policies and behaviours described in this Code. My Food Bag expects compliance with the spirit as well as the letter of this Code.

Any breaches of this Code will be addressed promptly, dealt with consistently and handled by the Chief Financial Officer and/or My Food Bag's directors as appropriate.

Code of Ethics Review

The Board will review this Code of Ethics as required and at least every two years.

Last reviewed: 16 March 2023

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