



CODE OF ETHICS

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Preamble

In this new era of global economy, every competitive Company will need to assume an Ethics Statement as part of its business vision.

Based on our vision: to build a leading agro-industrial Company in quality, profitability and social responsibility, we understand that our business and conduct hinge on the way we relate to one another as individuals and as an organization, and for this reason, this set of ethical standards and values must govern all our daily practices.

The significance of Codes of Ethics has become global because transnational corporations now need to own and carry out operations based on values and transparency to ensure quality products and to ensure competitive and profitable businesses in an increasingly demanding world.

The workers and associates of our businesses are all responsible for understanding and complying with the Code of Ethics, which requires the personal commitment of all and each member of the organization for the Company to be recognized in the global society and economy.

I. Basic concepts

Article 1. A Code of Ethics is a set of rules or principles that the members of an organization observe every day in their activities and development: it is a pattern of shared values and beliefs that are meaningful to the members of an organization and provides them with rules of behavior to follow.

ETHICS

Article 2. Ethics are a number of moral principles, values and behaviors that guide persons in their understanding of life, men, judgment, facts and morality. It is a set of standards that governs human conduct.

VALUE

Article 3. A value is a quality or condition of people or organizations which is desirable or appealing. Embracing values favors the accomplishment of the end or ends defined by those persons or organizations.

II. Our values

Article 4. The values that should serve as our foundation and that govern the Code of Ethics of this Corporation are:

Perseverance. A characteristic of our Corporation is that we accomplish what we set out to do. Our goals are high but our determination to accomplish them plus our hard work is greater.

Industriousness. We work efficiently and with dedication and care for small details to accomplish excellence.

Team work. Our organization focuses on commitment, leadership, responsibility, creativity, organization, harmony, fellowship and cooperation between each one of the collaborators, thus forming excellent teams.

Honesty. Honesty, authenticity, reliability and loyalty are elements of the integrity which is promoted through the organization in order to gain the trust of our internal and external customers.

Responsibility. We perform our roles accurately, give the extra mile and assume the consequences of our acts with seriousness.

Generosity. We promote giving of self to put our skills and attributes at the service of others

Every worker of AgroAmerica Corporation is expected to embrace these values.

III. Coverage of the Code of Ethics

Workers and Directors

Article 5. Directors and workers are committed to ensuring that the dignity of every worker is respected and of facilitating a favorable climate for worker development, both from the labor perspective as well as the personal point of view. We are committed to recognizing and respecting individuality. We value the participation and contribution of each individual to achieve the objectives of each Company, and respect diversity of ideas and opinions. For this purpose we have a specific policy on human rights.

Article 6. Scope of application. This Code is applicable to all workers and every member of the Board of Directors of Corporación AgroAmerica; behavior that does not negatively affect the reputation of the Company is expected from every one and each member.

Customers

Article 7. For AgroAmerica and its workers, customers are strategic partners whose growth and development it supports. The products that it distributes and exports guarantee the standards of quality agreed to with each customer.

Article 8. We accept the commitment to act ethically since our greatest interest is to ensure full satisfaction for our customers and end consumers through the continuous improvement of our products. In addition to this Code of Ethics, we have developed a set of policies for the areas of labor, social, social-environmental, equity, non-discrimination, contracting and labor confidentiality.

Third parties

Article 9. AgroAmerica requires that its suppliers, advisors, professional firms, contractors and other groups of interest, who provide us with services, act within an ethical labor, social and environmental framework, and that they comply with all the provisions of the legal system of the country where they operate. We have implemented conflict of interest and supplier policies to this end.

IV. Legal and regulatory compliance

Article 10. AgroAmerica will abide by its internal policies and by every law of each one of the countries where it operates and carries out commercial activities.

Article 11. The Compliance Officer is the direct responsible for assuring that every director, executive and worker behaves in accordance to the values described in this Code.

V. Responsibilities of the workers

Article 12. The basic responsibilities which are applicable to all the workers are:

- Comply with the laws at all times;
- Reading and understanding the content of the Code of Ethics, business policies and embracing corporate values in their daily work;

- Applying the standards, policies, guidelines and procedures which are relevant to their work;
- Consulting with an immediate supervisor, the ethics hot line or the Compliance Officer when questions arise about the application of the Code of Ethics or other standards;
- Immediately reporting of any action that may constitute a violation to ethical standards, including any not covered by this Code. The procedures and the type of forbidden conducts are outlined in our policies regarding petitions, complaints or suggestions from our stakeholders, in our sexual harassment and in our ethics hotline and non-retaliation policy.

Article 13. The workers of AgroAmerica are subject to this Code and our Internal Work Regulations and Disciplinary Guide, and will be sanctioned in the event of their violation.

VI. Ethics Committee

Article 14. An Ethics Committee formed by suitable persons with experience in the Corporation has been created. In addition, a sub-committee will be created for each country where it is required. The role of the Committee will be to publicize this Code and to ensure its compliance, to gather the complaints received, investigate their veracity and make the outcome known to the Human Resource Department, so it can take the appropriate measures depending on their seriousness, verifying compliance with the measure. The person reporting a true violation shall not be affected by the complaint. Every complaint must be resolved in a reasonable timeframe. For this process we have an ethics hot line and a non-retaliation policy.

Article 15. The Ethics Committee will be permanently formed with at least three members proposed by Directors. The members of the Committee will appoint positions within the Committee. Everything related to the Ethics Committee will be governed by its own regulations.

VII. Disciplinary Guide

Article 16. Independent of the infringement of ethical standards and this Code, each one of the Companies of AgroAmerica Corporation shall have Internal Work Regulations and disciplinary guides to govern sanctions for labor violations that, like the Labor Code and other laws of each country, must be complied with by the employer and the workers. The Company will always provide the opportunity for rectification when possible.

VIII. Other commitments

Non-discrimination

Article 17. AgroAmerica will not tolerate discrimination on the job or in business matters for reasons of race, color, ancestry, age, sex, sexual orientation, religion, disability, ethnicity, marital status, pregnancy or any other legally protected status. A climate free from discrimination shall be promoted through the equity and non-discrimination policy.

Conflict of interest

Article 18. A conflict of interest may arise when our judgment is influenced by a secondary economic interest, family relationships, or any other cause, or the likelihood of personal gain. Decisions must be based strictly on the interests of the Corporation and in accordance with the conflict of interest policy.

IX. Assets and Financial Integrity

Article 18. AgroAmerica will keep records and reports based on international financial reporting standards to make responsible decisions.

Article 19. All the members of the AgroAmerica Group have the obligation to keep internal information confidential.

X. Corporate Social Responsibility

Article 21. AgroAmérica is committed to protecting the environment and preserving natural resources. It has the responsibility to abide by every environmental law and regulation in each one of our certifications as well as to follow our own environmental and socio-environmental policies.

Article 22. AgroAmerica is committed to the health and safety of our workers, partners and customers and shall therefore comply with every safety and occupational health law and regulation.

XI. Policies and Procedures

Article 23. The content of this Code of Ethics is expanded in detail by corporate policies and procedures. Any policy or procedure is created as necessary, for its validity it must have the approval of the Ethics Committee and be reviewed and approved with the signature of the CEO. Any other policy or procedure that does not comply with the provisions of this article is void.

Article 25. The policies and procedures must be in accordance with each other and with the provisions of this Code, in case of inconsistency the provisions herein will prevail.

XII. Disclosure

Article 26. This Code will be publicized at every level of the Corporation through adequate means to ensure that it is available to all workers and is understandable to every worker.

XIII. Validity

Article 27. This Code will come into effect on August 1, 2015 and will be subject to continuous revisions and updates.