

Code of Conduct

Last Updated: June 2022

Overview

The Good Food Institute (GFI) Code of Conduct is the framework supporting all of our work and it is built on the highest standards of ethical conduct. Because the Code of Conduct is about GFI values and our ethics, it is important to follow the Code in spirit and to the letter, both personally and by encouraging others on the GFI team to do the same.

All GFI team members must know and follow the Code. Failure to do so can result in disciplinary action, up to and including termination of employment. Additionally, GFI Board members, contractors, and other third parties who represent GFI must follow the Code in connection with their work for us. Failure of a GFI contractor or consultant to follow the Code can result in termination of that relationship with GFI.

This Code is just words until we put it into action. That means not only following it in daily GFI activities, but also making sure that we raise questions and concerns related to the Code or any GFI policy, and that we report suspected violations in a timely manner. There are several ways to do this. You can always ask questions or talk to your supervisor or a member of the Leadership Team. You can also talk to CAT or use our anonymous compliance hotline website, <http://gfi.ethicspoint.com>, or hotline phone at (844) 473-5116.

GFI will take all questions, concerns, and reports seriously. We absolutely prohibit any retaliation against a GFI team member or outside contractor who reports or participates in an investigation of a possible violation of our Code, policies, or the law. If you believe you are being retaliated against by anyone at GFI, you should report that just as you would report any violation of GFI's code or policies.

Supportive and Safe Work Environment

We are committed to a supportive work environment where employees have the opportunity to reach their fullest potential. GFI is committed to a workplace culture that is free of harassment, intimidation, bias, and unlawful discrimination. Every GFI team member must be treated with dignity and respect.

Questions? Reach out to legal@gfi.org

Equal Opportunity Employment

Employment at GFI is based solely upon individual merit and qualifications directly related to job performance. We strictly prohibit unlawful discrimination or harassment on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation, or any other characteristics protected by law. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled.

Zero Tolerance for Harassment, Discrimination, and Bullying

GFI prohibits discrimination, harassment, and bullying in any form – verbal, physical, or visual, as discussed more fully in our [Anti-Discrimination and Harassment Policy](#). If you believe you've been bullied or harassed by anyone at GFI, or by a GFI-supported company, vendor, or donor, we strongly encourage you to immediately report the incident to your supervisor, a Vice President, the President, the CEO, or through the [GFI Compliance Hotline](#). Similarly, supervisors and managers who learn of any such incident should immediately report it to the Director of People Operations who will inform the General Counsel. Any complaints will be promptly and thoroughly investigated and appropriate action will be taken.

Safe Workplace

We are committed to a violence-free work environment, and we will not tolerate any level of violence or the threat of violence in the workplace. If you become aware of a violation of this policy, you should report it immediately.

Conflicts of Interest

GFI recognizes that team members have broad interests and participate in many community, charitable, and other activities. We also have personal and business relationships outside of our GFI work. All of this makes our organization stronger. Sometimes, however, situations arise where these outside or personal interests create competing loyalties or an actual or appearance of a conflict of interest.

All of us should avoid conflicts of interest and circumstances that reasonably present the appearance of a conflict. Why? Because the reputation and credibility of GFI rests on our ability to make fair, objective, and impartial decisions about how we spend donor funds and meet our mission. It also matters because as a 501(c)3 charitable organization, there are laws prohibiting personal benefits to GFI employees or Board members from the decisions that we make.

Questions? Reach out to legal@gfi.org

There are no guidelines that can cover every conflict of interest situation and sometimes the benefits at issue are indirect. This is why the key is to identify situations where a conflict exists or could appear to exist, disclose it, and work through the situation with your manager and the General Counsel.

So how do you identify an actual or apparent conflict? Ask yourself whether the action you're considering could create or appear to create an incentive for you to benefit yourself, your friends or family, or an associated entity at the expense of GFI. If the answer is "yes," the action you're considering is likely to create a conflict of interest situation, and you should avoid it.

Let's run through some examples of areas where conflicts of interest often arise. In each, the rule is the same – avoid relationships that create a conflict of interest. Even if you work it through with the appropriate folks and conclude there is no issue, it's important to keep in mind that circumstances can change, and something that previously didn't present a conflict of interest may present one in the future.

Outside Employment, Advisory Roles, and Board Seats

Avoid accepting employment, advisory positions, or board seats with GFI competitors or companies that GFI supports when your judgment could be, or could appear to be, influenced in a way that could harm GFI or other companies supported by GFI. Because board seats come with legal fiduciary obligations to another entity, you should notify your manager before accepting a board seat with any outside company and it will need to be cleared by the General Counsel.

Friends and Relatives; Co-Worker Relationships

Just because a relative, spouse/significant other, or close friend works at GFI or becomes a GFI competitor or business partner, it doesn't mean there is a conflict of interest. What will matter is how that relationship impacts, or appears to impact, the decisions you make in GFI's best interest as a GFI employee.

As a general rule, avoid participating in GFI business relationships that involve your relatives, spouse or significant other, or close friends. Romantic relationships between co-workers can, depending on the work roles and respective positions of the co-workers involved, create an actual or apparent conflict of interest. If a romantic relationship does create an actual or apparent conflict, it may require changes to work arrangements or even the termination of employment of either or both individuals involved. More information on this topic is available in the Employee Handbook.

Personal Investments

Questions? Reach out to legal@gfi.org

Do not make personal investments in companies that GFI supports when the investment might cause, or appear to cause, you to act in a way that could harm GFI. Factors to consider are the relationship between the business of the company, GFI's work and your role at GFI, including whether the company has a relationship with GFI that you can influence. You should also consider the significance of the investment, whether the investment is in a public or private company, and the extent to which the investment gives you the ability to influence or control the company.

Investments in venture capital or other similar funds that invest in a broad cross-section of companies that may include a plant-based or cultivated meat company generally do not create conflicts of interest. However, a conflict of interest may exist if you control the fund's investment activity or if plant-based or cultivated companies are the primary investments.

Accepting Gifts or Entertainment

Accepting gifts, entertainment, and other business courtesies from a GFI-supported company, a donor, or a business partner can easily create the appearance of a conflict of interest, especially if the value of the item is significant. Generally, acceptance of inexpensive "token" non-cash gifts is permissible. In addition, infrequent and moderate business meals can be appropriate aspects of many GFI relationships, provided that they aren't excessive and don't create the appearance of impropriety.

Honorariums for speaking before various groups as a GFI employee are not an employee's personal funds but are donations to GFI. GFI team members should work with the Senior Finance Manager to follow the specific policies related to documenting and reporting any such honorariums. You will want to be careful to ensure that honorariums are paid directly to GFI and so that you do not have to pay taxes on the value of the honorarium. Be careful not to share any personal tax information with anyone who invites you to speak.

Privacy and Security of Information

GFI team members must always respect and protect the privacy and security of any donor, GFI team member, or other third-party information entrusted to GFI. Our security procedures limit access to and use of personal information, and require that each of us take measures to protect such data from unauthorized access. Collect, use, and access personal information only as authorized by our privacy and security policy and applicable data protection laws.

Careful Communications That Preserve Confidentiality

Our policy is to be extremely careful about disclosing confidential proprietary information. This extends beyond not revealing confidential GFI material – we must also:

Questions? Reach out to legal@gfi.org

-
- properly secure, label, and (when appropriate) dispose of confidential GFI material; and
 - safeguard confidential information that GFI receives from others under non-disclosure agreements (NDAs).

Always make sure that information that is classified as “Need to Know” or “Confidential” is handled in accordance with GFI’s privacy and security policies and any applicable agreement. Common sense always applies. Don’t tell anyone, even your significant other or family members, anything confidential. Additionally, don’t accept confidential information from other companies without first determining whether you should sign an appropriate NDA - check with your supervisor or Legal if you have questions.

You should also ensure your outside communications (including online and social media posts) do not disclose confidential proprietary information or represent (or otherwise give the impression) that you are speaking on behalf of GFI unless you’re authorized to do so. The same applies to communications with the press. Finally, check with your manager and the Vice President of Communications before accepting any public speaking engagement on behalf of the company.

Employee Data

We collect and store personal information from our employees. Access this data only in accordance with applicable law and GFI internal policies, and be sure to handle employee data in a manner that is consistent with your role and job duties.

Intellectual Property

GFI’s intellectual property rights (our trademarks, logos, copyrights) are valuable assets. You must respect all copyright and other intellectual property laws, including laws governing the fair use of copyrights, trademarks, and brands. You must never use GFI’s logos, marks, or other protected information or property for any business or commercial venture without pre-clearance from Legal. We strongly encourage you to report any suspected misuse of trademarks, logos, or other GFI intellectual property to Legal.

Likewise, respect the intellectual property rights of others. Inappropriate use of others’ intellectual property including, for example, unauthorized copying of software or use of video or still images, may expose GFI and you to criminal and civil fines and penalties. Please seek advice from Legal before you solicit, accept, or use proprietary information from individuals outside the company or let them use or have access to GFI proprietary information.

Inventions

Questions? Reach out to legal@gfi.org

Developing or helping to develop outside inventions that relate to GFI's mission or your position at GFI, or that are developed using GFI corporate resources may create conflicts of interest and are subject to the provisions of [GFI's Information and Nondisclosure Agreement](#). If you have any questions about potential conflicts or intellectual property ownership involving an invention or other intellectual property, consult with GFI's General Counsel and Vice President of Operations.

Company Equipment

GFI provides the tools and equipment we need to do our jobs effectively and we must be responsible and not waste them. Employees are expected to use company equipment responsibly and productively as necessary for their jobs. GFI equipment and other physical assets are for job-related activities; however, personal use of your GFI computer in accordance with GFI's data security policies is acceptable. If you are unsure whether the use of GFI equipment or assets is appropriate, ask your manager or the General Counsel.

GFI's communication platform (which includes both our Google Drive and GFI-issued computers) are a critical aspect of GFI's physical and intellectual property. Be sure to follow all security policies. If you have any reason to believe that our network security has been violated – for example, you lose your laptop or think that your network password may have been compromised – please promptly report the incident to the General Counsel and Director of Information Technology and Privacy & Data Protection Counsel.

Anything you do using GFI's electronic facilities (e.g., our computers, Google Drive network, etc.) or store in hard copy might be disclosed to people inside and outside the company. For example, GFI may be required by law (under a subpoena or warrant) to monitor, access, and disclose the contents of GFI email, voicemail, computer files, and other materials. In addition, GFI may monitor, access, and disclose employee communications and other information on GFI electronic facilities where there is a business need to do so, such as protecting employees and users, maintaining the security of resources and property, or investigating suspected employee misconduct.

Remember! Always secure your laptop and your personal belongings when traveling or just working from your favorite coworking space or coffeehouse. Better safe than sorry.

Ensure Financial Integrity and Responsibility

Financial integrity and fiscal responsibility are core GFI values. The money we are generously given by our donors is not ours; it's merely entrusted to us to fulfill GFI's mission. Each person at GFI has a role in making sure that money is appropriately spent, our financial records are complete and accurate, and internal controls are followed. This matters every time we expense something to GFI or enter into any agreements on GFI's behalf.

Questions? Reach out to legal@gfi.org

GFI maintains a system of internal controls to reinforce our compliance with legal, accounting, tax, and other regulatory requirements. Stay in full compliance with our system of internal controls, follow all applicable policies and SOPs, and don't hesitate to contact the General Counsel if you have any questions.

Expenses

A core GFI value is to spend money wisely. When you spend money on GFI's behalf, make sure that the cost is reasonable, directly related to GFI's business, and follows GFI's Expense Report or Check Request SOPs. If you're uncertain about whether you should spend money or submit an expense for reimbursement, check with your supervisor. Supervisors are responsible for all money spent and expenses incurred by their direct reports, and should carefully review such spend and expenses before approving.

Reporting Financial or Accounting Irregularities

You should never interfere or falsify in any way any GFI record or account, including time reports, expense accounts, or anything else. If you suspect or observe any such conduct or other irregularities relating to financial integrity or fiscal responsibility, no matter how small, immediately report them to the General Counsel and Vice President of Operations or the [GFI Compliance Hotline](#).

Signing a Contract

Each time you enter into an agreement on GFI's behalf, there should be documentation approved by Legal. Signing a contract on behalf of GFI is a big deal. Never sign any contract on behalf of GFI unless all of the following are true:

- You are authorized to do so under our [Contract Review and Signature Authority SOP](#). If you are unsure whether you are authorized, ask your manager.
- The contract has been approved by Legal. If you are using an approved GFI template, you still must have the completed contract approved by legal before circulating for signature.
- You have studied the contract, understood its terms and decided that entering into the contract is in GFI's interest.

All GFI contracts must be in writing and should contain all of the relevant terms to which the parties are agreeing – GFI does not permit “side agreements,” oral or written. All laws and regulations that govern federal, state or local government grants must be strictly observed, and individuals negotiating contracts on behalf of GFI must ensure

Questions? Reach out to legal@gfi.org

that all statements and representations made in contract negotiations or the agreement itself are accurate and truthful.

Suppliers

We should always strive for the best possible terms for GFI when entering into deals with suppliers of equipment and services. This almost always requires that you solicit competing bids to make sure that you're getting the best offer. While price is very important, it isn't the only factor worth considering. Quality, service, reliability, and the terms and conditions of the proposed deal may also affect the final decision. See our [Purchasing Policy](#) for further guidance.

Obey the Law

GFI takes its responsibilities to comply with laws and regulations very seriously and each of us is expected to comply with applicable legal requirements. While it's impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. Take advantage of Legal Team to assist you here.

Competition Laws

Most countries have laws designed to promote free and fair competition. These laws generally prohibit arrangements with competitors that restrain trade in some way and use of market power to unfairly disadvantage competitors. Certain conduct is absolutely prohibited under these laws, and could result in your imprisonment, not to mention severe penalties for GFI. Examples of prohibited conduct include agreeing with competitors about prices, to allocate customers or markets, or restrain market entry or boycott a supplier or customer.

Other activities can also be illegal, unfair, or create the appearance of impropriety. Such activities include:

- sharing competitively sensitive information (e.g., prices, costs, market distribution, etc.) with competitors
- entering into a business arrangement or pursuing a strategy with the sole purpose of harming a competitor
- using a company's size or strength to gain an unfair competitive advantage

It is important to have a basic understanding of these issues, because GFI can be held liable for the conduct of third parties, such as established companies or startups that share information through, or collaboratively work with or meet with GFI. Please contact Legal if you have any questions about the antitrust laws and how they apply to GFI. If you suspect that anyone at GFI or a GFI supported company is violating the competition laws, report it to Legal or via [GFI's Compliance Hotline](mailto:legal@gfi.org) immediately.

Questions? Reach out to legal@gfi.org

Insider Trading Laws

As part of the collaboration and support it offers, GFI possesses confidential information about companies in the plant-based and cultivated meat industry. If you use this non-public information to buy or sell stock, or to pass it along to others so that they may do so, it could constitute illegal insider trading. GFI employees may never use or share this type of information for such a purpose.

Anti-bribery Laws

Bribery of any kind is absolutely prohibited. It seems like a no-brainer, but it is not as straightforward as you might think. You should be careful when you give gifts and pay for meals, entertainment, or other business courtesies on behalf of GFI. We want to avoid the possibility that the gift, entertainment, or other business courtesy could be perceived as a bribe, so it's always best to provide such things infrequently and to keep them de minimis. Consult your manager before providing any business courtesies and contact Legal if you have any questions.

Dealing with government officials

Offering gifts, entertainment, or other items of value that could be perceived as bribes becomes especially problematic if you're dealing with a government official. "Government officials" include any government employee; candidate for public office; or employee of government-owned or controlled companies, public international organizations, or political parties. The Foreign Corrupt Practices Act (FCPA) and other laws around the globe prohibit offering or giving anything of value to government officials to influence official action or to secure an improper advantage. This not only includes traditional gifts, but also things like meals, travel, political, or charitable contributions, and job offers for government officials' relatives. Never give gifts to thank government officials for doing their jobs. By contrast, it can be permissible to make infrequent and moderate expenditures for gifts and business entertainment for government officials that are directly tied to promoting GFI (e.g., providing a modest meal at a day-long GFI presentation). Payment of such expenses can be acceptable (assuming they are permitted under local law) but may require pre-approval from Legal.

The U.S. also has strict rules that severely limit the ability of a company or its employees to give gifts or things of value to a U.S. government official and also limit the official's ability to accept such gifts. The Honest Leadership and Open Government Act prohibits giving any gifts, including travel and other courtesies, to members, officers, and employees of the U.S. Senate and House of Representatives unless they fit within one of a number of specific exceptions. Gifts to employees of the U.S. executive branch are also regulated and subject to limits. Finally, state and local government officials are

Questions? Reach out to legal@gfi.org

also subject to additional legal restrictions. Consult with Legal before giving any such gifts or items of value.

Political Activity

GFI, as a 501(c)(3) organization, is prohibited from directly or indirectly participating in or intervening in any political campaign on behalf of or in opposition to any candidate for public office. This includes contributing not just money, but also time of employees to political campaigns or candidates or publishing any statements on behalf of a candidate.

While we recognize the importance of participating in the political process, and support employee's personal commitments to political candidates and causes, it is critical that there is a clear distinction between those personal efforts and your actions as a GFI employee. No GFI employee can be compensated or reimbursed for any personal contribution, and efforts devoted to political activity must be outside of GFI working hours. Additionally, no GFI resources may be used in those activities. GFI employees must always be clear that any statements on public issues are their own and not those of GFI.

Retaining Records

It's important that we keep records for an appropriate length of time. The [GFI Records Retention Policy](#) suggests minimum record retention periods for certain types of records, some of which are driven by legal requirements, accounting rules, and other external sources. In addition, if asked by Legal to retain records relevant to a litigation, audit, or investigation, you must do so until Legal tells you retention is no longer necessary. If you have any questions regarding the correct length of time to retain a record, ask Legal.

Conclusion

GFI aspires to be a stellar place to work, and a big part of that is our values and ethical culture. It's impossible to spell out every possible ethical scenario we might face in this Code of Conduct. Instead, we rely on one another's good judgment to uphold a high standard of integrity for ourselves and for GFI as a whole. We expect all members of the GFI team to be guided by both the letter and the spirit of this Code. Sometimes, identifying the right thing to do isn't an easy call. If you aren't sure, don't be afraid to ask questions of your manager, Legal, or make a report via the [GFI Compliance Hotline](#). Thank you!

Questions? Reach out to legal@gfi.org