# TABLE OF CONTENTS

**Introduction** ......................................................................................................................... 2-3  
  Our Common Commitment: Do the Right Thing  
  Management Standards of Behavior  
  **SPEAK UP!**  

**Our Commitment to Our Customers** ................................... 4  
  Product Quality  
  Honest Sales Practices  

**Our Commitment to Each Other** ....................................... 5-7  
  Health and Safety  
  Substance Abuse  
  Diversity and Equal Employment  
  Harassment  
  Human Rights  

**Our Commitment to Responsible Stewardship** ............... 8-10  
  The Environment  
  Animal Care  

**Our Commitment to Doing Business the Right Way** ....... 11-17  
  Conflicts of Interest  
  Gifts and Business Entertainment  
    Giving and Accepting Gifts  
    Business Entertainment  
  Providing Gifts and Entertainment to Government Officials  
  Anti-Bribery  
  USDA and Other Regulatory Personnel  
  Political Contributions and Activities  
  Fair Competition  
  International Trade  
    Trade Sanctions Program Compliance  
    Customs and Import Restrictions  

**Our Commitment to Investors** ...................................... 18-19  
  Fraud  
  Insider Trading  
  Communications with the Media and Investing Public  
    The Media  
    The Investment Community  
  Social Media  

**Our Commitment to the Company** ................................. 20-21  
  Physical Assets  
  Information and Communication Systems  
  Business Records  
  Government Investigations, Subpoenas and Discovery  
  Intellectual Property, Trade Secrets and Confidential Information  

**Our Commitment to the Community** .............................. 22  

**Resources** ............................................................................................................................ 23  

**A Final Word** ......................................................................................................................... 24
Letter from Our Chief Executive Officer

To All of Our Employees:

We are living in a time when society is steadily raising the bar for businesses. Companies are expected to act with greater integrity and to comply with an ever growing body of business and legal requirements. Some companies are struggling to meet this challenge. At Smithfield we are fortunate to have a strong tradition of acting with integrity and fairness and of obeying the law.

The Smithfield Code of Business Conduct and Ethics sets forth the basic ethical and legal standards by which we will conduct our business. Throughout this Code, we use the term “our common commitment” to describe our shared responsibility to live up to high ethical and legal standards. If you do not share this commitment, then Smithfield is not for you.

We have built this Code around the core values that guide all aspects of Smithfield’s business:

• To produce safe, high-quality, nutritious food
• To be an employer of choice
• To advance animal care
• To protect the environment
• To have a positive impact on our communities

In reading the Code, you will see on nearly every page the words SPEAK UP! We are doing everything we can to make speaking up easy to do and have provided various ways for anyone to raise a question or a concern. You can even make an anonymous report using the Smithfield Ethics Hotline. I promise that you will not be retaliated against for raising a question or reporting a concern.

I am confident that you will join me in keeping Smithfield a place where we can all be proud to work.

Kenneth M. Sullivan
President and Chief Executive Officer
Our Common Commitment: Do the Right Thing

At Smithfield, we are committed to doing the right thing in all aspects of our business. Doing the right thing means acting in the best interests of those who are counting on us to do our jobs: our customers, our co-workers, our investors and the public. It means never doing anything that we would be ashamed to tell our families about or to see published in our hometown newspaper. It means acting with integrity toward each other and those outside Smithfield.

The commitment to do the right thing applies to each of us, regardless of position. The actions of any employee – whether good or bad – can reflect on all of us. That is why we call this our common commitment, because we are responsible to each other to do the right thing. It reflects a shared dedication to the highest ethical standards.

The Smithfield Code of Business Conduct and Ethics embodies that commitment. It describes situations in which we may be called on to do the right thing. The principles and examples contained in the Code reflect laws and regulations that apply to our business. It is critical that we obey both the letter and the spirit of the law and that we perform our duties with the utmost attention to ethical business practices.

All employees are asked to sign a statement that you have read the Smithfield Code of Business Conduct and Ethics, and that you will act in full compliance with the Code. Our obligation to do the right thing, however, does not end with reading the Code. We are expected to live it.

Now more than ever, people pay attention to our actions: what we do and say. They want to see if we are living up to our commitments. We want to be known as people who can be counted on to do the right thing. If you have a question as to what it means to do the right thing in any circumstance or if you think that any of us may be failing in our duty to live up to the Code, you have a responsibility to SPEAK UP! as described below. Smithfield is committed to a working environment in which employees feel comfortable and encouraged to SPEAK UP!, ask for help and raise concerns.

* We will use the term “employee” throughout this document to refer to all of us at Smithfield – employees, part-time employees, contractors, executives and our board of directors.
Management Standards of Behavior

Those who are part of our corporate leadership, who are managers or who supervise other employees have a special responsibility to live up to this Code. You are often the first point of contact when an employee comes forward to raise concerns. It is critical that you be ready to listen carefully and respond appropriately.

Those you supervise and lead are watching your behavior. Your example as an ethical leader will do more to strengthen our culture of ethics and compliance than anything else we can do. You also have the responsibility of closely monitoring compliance with the Code of those you supervise and ensuring that third parties with whom our employees interact are aware of and comply with our policies and procedures.

SPEAK UP!

*SPEAK UP!* is the term we use to describe the right and responsibility of every employee to tell management about any behavior that does not meet the standards outlined in this Code or to ask a question about those standards.

The first step in asking questions or reporting most concerns is to speak with your supervisor or with your local human resources manager. If you do not receive a satisfactory response or if you feel uncomfortable raising an issue in this way, you should do the following:

1. Talk to a member of the Smithfield Law Department or one of the other compliance resources referred to in this Code.
2. Call the Smithfield Ethics Hotline at 1-877-237-5270. Calls to the hotline are confidential and can even be made anonymously, although the more information you provide to the operator who answers the call, the better we can address your concerns. All reported violations of this Code received through the hotline are investigated.

Any report you make of suspected wrongdoing is confidential, and Smithfield will not tolerate retaliation against anyone for raising concerns, making good faith reports of misconduct or providing information as part of an investigation.

Do the Right Thing

If you see anything that you suspect is improper or unethical, you have a duty to *SPEAK UP!* By doing so, you can provide information needed to remedy a potentially harmful situation. If you are not sure whether a situation requires you to *SPEAK UP!* ask yourself the following questions:

1. Is the action consistent with The Smithfield Code of Business Conduct and Ethics?
2. Is the action legal?
3. Would I be comfortable if the action were made public?
4. Would I want it done to me?
5. Would the action be perceived positively by my family, co-workers, and Smithfield shareholders?

If the answer to any of these questions is “no,” you should *SPEAK UP!* and ask for help!
Product Quality

Our customers and consumers – including our own families – are counting on us to deliver food that is safe, wholesome and labeled correctly. Smithfield’s facilities and products are subject to laws and regulations administered by the United States Department of Agriculture and similar agencies in other countries relating to food safety, quality and labeling. We provide training to employees appropriate to their location and responsibilities concerning these requirements and the processes we have implemented to ensure that we meet them. It is critical that we take this training seriously and diligently apply those processes.

Responsibility for food safety and quality lies with all of us. If you are aware of any problems related to food safety or violations of our processes relating to safety, quality or labeling, **SPEAK UP!** Immediately tell your supervisor or use any of the other **SPEAK UP!** tools described in this Code.

Honest Sales Practices

Smithfield is deeply committed to honest and fair dealings with all of our customers. We will not engage in misleading or deceptive advertising or marketing practices. Our advertising and marketing materials will comply with applicable laws. The claims we make regarding our products and those of competitors must be based on solid fact and documented. False or misleading advertising can create serious legal and business problems for us. Remember that we are committed to competing fairly on the basis of quality and price. If you have questions or concerns regarding any sales or marketing practice of Smithfield, any of our business partners or competitors, contact a member of the Smithfield Law Department or **SPEAK UP!** using the resources outlined in this Code.

Q: The cooker on my processing line is supposed to heat product to 145 °. I just noticed that the thermostat is only reading 120 °. It could be a problem with the thermostat. What should I do?

A: Alert your supervisor and follow procedures to troubleshoot the problem. If you can’t resolve the issue in this way, **SPEAK UP!** using the resources in this Code.

Q: I work in sales. My manager wants us to tell customers that one of our competitors may soon go out of business. As far as I can tell, he has nothing to base this on. It is a rumor that we would be starting. What should I do?

A: **SPEAK UP!** Spreading false information about a competitor is wrong. If there is no firm basis for this information, we should not repeat it.

**OUR COMMITMENT TO OUR CUSTOMERS**

Do the Right Thing

Food safety, quality and proper labeling are our highest obligations. They are part of the basic pact of trust we have with every consumer. If you do not share our passionate commitment to these obligations then Smithfield is not for you.
Our common commitment includes protecting each other. We protect each other from physical harm by ensuring that our health and safety procedures are followed. We also protect each other by preventing discrimination and harassment in the workplace. We do not tolerate any behavior that violates that commitment.

Health and Safety

Our commitment includes ensuring the health and well-being of all of our employees. We aim to set the standard in our industry for health and safety. Our operations are subject to health and safety laws and regulations and to our own policies. We provide training concerning these requirements to employees appropriate to their jobs and locations. It is critical that we take this training seriously and adhere to our health, safety and security procedures. Our procedures apply to employees and to others in our facilities.

Employees can raise workplace health and safety concerns with their location’s safety professional or with corporate safety personnel. If you see conduct that violates safety procedures or that might otherwise create a hazard, it is vital that you promptly \textit{SPEAK UP!} to one of these resources or use procedures outlined in the \textit{SPEAK UP!} section of this Code, including the Smithfield Ethics Hotline.

Substance Abuse

We are committed to a drug- and alcohol-free working environment. Employees who come to work under the influence of alcohol or drugs may endanger themselves and other employees. This standard applies to all employees while they are on Smithfield property and anywhere while they are working. Of course, we will not tolerate the possession, distribution, sale or manufacture of illegal drugs while on duty or company property.

**Q:** A contractor is working on a high scaffold at our facility without a hard hat or safety harness. What should I do?

**A:** Everyone in our facilities, including contractors and visitors, should comply with our safety procedures. \textit{SPEAK UP!} and tell your supervisor or use the resources outlined in this Code.

**Q:** My doctor suggested that I take an over-the-counter medicine to help relieve a sinus infection. The label contains a warning not to operate machinery while taking the medication. I drive a forklift at work. What should I do?

**A:** You should inform your supervisor and your local human resources manager so that you can be assigned other duties while taking medication that might impair your safety while operating the forklift.

**Do the Right Thing**

Let’s all do our part to ensure that we can all go home to our families and friends at the end of each workday as healthy as when we arrived.
If you have a drug or alcohol problem, help is available to you; please refer to your benefits package or contact your local human resources manager for assistance and confidential referral.
If you have questions regarding this policy or think another employee may be violating the standards described above, SPEAK UP!

Diversity and Equal Employment
Smithfield is committed to attracting, training and maintaining a diverse workforce that reflects our communities. We strive to implement a company culture that is inclusive, positive and performance-oriented. Having a diverse workforce allows us to benefit from a variety of perspectives and strengthens our global competitiveness.

Smithfield is an equal opportunity employer. We do not discriminate against any employee or any applicant because of race, color, religion, ethnic or national origin, gender, sexual orientation, age, disability, veteran status, or any other status protected by federal law. In addition, compliance with applicable employment laws, such as work authorization laws, is important to maintaining the stability and integrity of our workforce.

If you feel that you have been discriminated against, believe that someone else has been a victim of discrimination or have a question about Smithfield’s anti-discrimination policy, SPEAK UP! Talk to your immediate supervisor, your local human resources manager or others in management. If you do not feel comfortable talking to a supervisor or manager, use the resources outlined in the SPEAK UP! section of this Code, including the Smithfield Ethics Hotline.

Harassment
Our employees have the right to work free from harassment. Smithfield regards harassment as any behavior that demeans, intimidates or offends an individual. To maintain a workplace free of harassment, we must avoid the following:

• Unwelcome conduct – whether verbal, physical or visual, and whether committed in person or by some other means (e.g., email) that is based on an employee’s race, color, gender, sexual preference, national origin, religion, age, physical or mental disability, genetic information, veteran status or other legally protected characteristic
• Racial, ethnic, religious or sexual slurs or jokes
• Displaying derogatory or offensive posters, cards, calendars, cartoons, graffiti or drawings
• Bullying, abusive language, physical aggression, intimidating or violent behavior or disparaging comments
• Unnecessary or offensive touching or intentionally blocking someone’s movement
• Sexual advances or requests for sexual favors
• Any other actions that unreasonably disrupt or interfere with an employee’s work performance

If you are being harassed or see another employee (or anyone else in our facilities) being harassed, SPEAK UP! Tell a supervisor, your local human resources manager or take other action outlined in the SPEAK UP! section of this Code, including calling the Smithfield Ethics Hotline.
This applies to all Smithfield employees and anyone else who does business with Smithfield. It applies both in the workplace and in work-related settings and activities outside the workplace.

If you are being harassed or see another employee (or anyone else in our facilities) being harassed, *SPEAK UP!* Tell a supervisor, your local human resources manager or take other action outlined in the *SPEAK UP!* section of this Code, including calling the Smithfield Ethics Hotline.

**Human Rights**

We will not tolerate human rights abuses, including the use of child, forced or compulsory labor in our operations or those of our contractors. If you are aware of any such abuses, *SPEAK UP!*

---

**Q:** *My supervisor is constantly yelling at us and today even threatened someone on our team. I don’t think any of us believe that our supervisor would actually carry out the threat, but it makes me uncomfortable. What should I do?*

**A:** Smithfield’s work environment must be free from harassment, including intimidating language. If threatening language is used in your workplace, *SPEAK UP!* using one of the resources listed in this Code.

**Q:** *A co-worker has repeatedly asked me for a date. I am not comfortable with this. What should I do?*

**A:** Talk to your local human resources manager or use the other resources described in this Code.
OUR COMMITMENT TO RESPONSIBLE STEWARDSHIP

Smithfield is committed to responsible stewardship over the resources that are affected by our operations. Our vision is continuous improvement in reducing environmental impacts. We will devote the resources needed to protect the environment and provide appropriate care for the animals used in our operations.

Do the Right Thing

We should all strive to incorporate principles of sound environmental stewardship into our daily work activities. Managers should solicit comments from their teams regarding additional ways to:

- reduce water usage/wastewater,
- minimize waste,
- recycle waste materials,
- improve the handling and disposal of waste,
- use energy more efficiently, and
- minimize packaging.

The Environment

We are subject to the environmental laws of the countries and localities where we operate. Those laws set requirements concerning clean water, clean air, disposal of hazardous and non-hazardous wastes, transportation of hazardous materials, management of chemical substances, and emergency planning. Our goal is to be 100% compliant with these requirements 100% of the time.
Smithfield provides training to employees regarding the environmental compliance appropriate to their work assignments and locations. It is critical that employees participate meaningfully in this training and apply what they learn. Here are a few key points covered in that training:

- Employees should immediately report all spills and releases as required by applicable regulations and facility rules.
- Appropriate remediation must be undertaken promptly to minimize any adverse environmental impacts.
- Permits and agency approvals must be obtained before facility construction, and followed during fabrication, installation, startup and operation.
- Environmental requirements must also be considered in connection with any changes in the operation of a facility.
- Appropriate monitoring, inspecting and testing must be performed, and accurate records kept.

If you have any questions regarding environmental requirements or wish to raise a concern, you should consult your immediate supervisor, the environmental coordinator for your company, a member of the Smithfield Law Department or contact the Smithfield Ethics Hotline. And of course, you should immediately **SPEAK UP!** if you become aware of any potentially hazardous situations or of any failure to follow applicable environmental requirements.

**Q:** At work, I noticed some kind of oily liquid flowing out of a broken pipe on the company’s property and into a ditch. What should I do?

**A:** You may be the only person who has observed this occurring. You should **SPEAK UP!** and let the appropriate managers and environmental coordinators know about the problem. If they don’t act immediately to investigate, you should make a call to the Smithfield Ethics Hotline or bring it the attention of a member of the Smithfield Law Department.

**Q:** My supervisor asked me to throw a bunch of old paperwork in the dumpster. I saw that some of it seemed like old environmental permits and records. What should I do?

**A:** The company’s records retention policy requires that many types of environmental records be maintained indefinitely. **SPEAK UP!** and talk to the environmental coordinator to make sure that it is OK to dispose of those records.
Animal Care

Smithfield is committed to being a leader in the proper raising, handling and humane slaughter of all animals grown for food. Our animal management is subject to various laws and regulations as well as Smithfield policy, including our comprehensive Animal Welfare and Antibiotic Usage Policies and management systems. Smithfield provides training concerning these requirements to employees appropriate to their work assignments and locations.

Employees should promptly **SPEAK UP!** to their immediate supervisors or a member of the Smithfield Law Department or contact the Smithfield Ethics Hotline if they become aware of any violations of these requirements, including any actual or suspected accidental or intentional mistreatment of animals.

---

**Q:** I noticed that a few animals at the plants had cuts and bruises after they had been moved into holding pens. I think they may have been injured by some broken equipment in their pen. What should I do?

**A:** You may be the first person to observe this problem. You should **SPEAK UP!** and let supervisors know. If they don’t act, you should make a call to the Smithfield Ethics Hotline or bring it the attention of a member of the Smithfield Law Department.

**Q:** I work at a sow farm and noticed that another employee was having difficulty getting a sow to move from her pen to another barn. This person was using a pole to poke at her in order to make her move.

**A:** Our management systems specify the type of equipment that may be utilized to encourage animals to move from one area to another, and poking or striking an animal is directly contrary to these rules. You should **SPEAK UP!** and let the farm manager and veterinarian know what you observed. If they don’t act, you should make a call to the Smithfield Ethics Hotline or bring it the attention of a member of the Smithfield Law Department.

---

**Do the Right Thing**

The proper treatment of animals is not only the right thing to do; it is also an important moral and ethical obligation we owe to our suppliers, customers, fellow employees and, most importantly of all, the animals entrusted to us and upon whom we depend for our livelihood.
OUR COMMITMENT TO DOING BUSINESS THE RIGHT WAY

Our common commitment includes a promise to do business with integrity. This means making business decisions in ways that benefit the company as a whole. It also means obeying the law in all our business dealings.

Conflicts of Interest

It is important that every business decision we make as Smithfield employees be based on the needs of Smithfield, not on personal interests or relationships. A conflict of interest exists when an employee’s personal interests interfere with the interests of Smithfield. It is important that we avoid even the appearance of a conflict of interest.

Nearly all conflicts of interest can be avoided or resolved if they are properly disclosed. If you see that your personal interests could conflict with your business role or if you think that another employee may have a conflict of interest, tell your supervisor or seek guidance from one of the other SPEAK UP! resources listed in this Code.

Conflicts of interest can be based on a personal financial interest or on a family or other personal relationship. Some conflicts are obvious and others may be difficult to spot. Here are a few areas in which conflicts may arise:

- **Financial interests.** If you or an immediate family member has a financial interest in any third party that may be affected by your actions as a Smithfield employee, you should SPEAK UP! and disclose that interest.

Q: I am a logistics manager for our facility. I know that my brother’s trucking company could provide us with better service than we are currently receiving. This would benefit Smithfield and my brother. Is this a conflict?

A: Yes. You have at least an appearance of conflict and you may have an actual conflict as well. If your brother’s firm can provide us a better deal, we may well give him our business. But anyone viewing this situation is likely to conclude that you are awarding a contract based on family connections. The only way to resolve this is to disclose the circumstances to your local compliance officer or the Smithfield Law Department and let someone without a family interest make the ultimate decision.

Q: A co-worker in my office has been leaving early on Friday afternoons so that he can get to his second job. This does not seem fair to the rest of us who are paid the same wage for a full week’s work. What should I do?

A: Outside employment that interferes with work for Smithfield is a conflict of interest. You should SPEAK UP!

Do the Right Thing

We want to be known as a company that does the right thing for the right reason. Conflicts of interest can undermine the integrity of our business. Even the appearance of a conflict can cast needless suspicion on Smithfield and our employees. Promptly disclose any circumstance you think could be viewed as a conflict of interest.
• **Family relationships.** If you supervise a family member or if you interact with a family member who is a supplier or customer, you have at least the appearance of a conflict of interest. You should **SPEAK UP!** and disclose the potential conflict.

• **Outside employment.** In some circumstances, it may be appropriate to take on employment in addition to your work for Smithfield as long as the outside employment does not interfere with your work for Smithfield. Be aware, however, that working for a competitor, supplier or even a customer of Smithfield can lead to conflicts of interest. **SPEAK UP!** and disclose the outside work so that any potential conflicts can be avoided.

**Gifts and Business Entertainment**

Occasional modest gifts and entertainment can create goodwill and establish trust in business relationships. Excessive or expensive gifts or lavish entertainment create the appearance that business decisions are not being made fairly. Those whose jobs are expected to include giving or receiving business gifts or entertainment have a responsibility to make sure that all gifts and entertainment are reasonable and consistent with Smithfield policies and the law.

**Giving and Accepting Gifts**

Whether we are the giver or recipient, gifts and entertainment must be:

- infrequent and not excessive in value,
- directly related to building customer or supplier relationships,
- never in cash or items readily converted into cash,
- never tied to a potential contract or business tender, and
- reported in accordance with any applicable policies.

Moreover, when Smithfield employees give gifts to business partners, they should normally be approved items bearing the logo of the particular Smithfield operating company and be made available by the company’s sales/marketing department.

**Business Entertainment**

Modest and appropriate meals and entertainment may be accepted or provided by Smithfield employees where the primary purpose of the meal or entertainment is business-related. The employee, as well as the customer, supplier, contractor or partner, must be present; otherwise, the meal or entertainment must be treated as a gift.

If you provide gifts, meals or entertainment, you must ensure that your expense reports and records accurately reflect the associated cost.

---

**Do the Right Thing**

Whether a giver or a receiver, we must avoid even the appearance of impropriety by strictly observing applicable policies, including those for reporting gifts and entertainment.
Providing Gifts and Entertainment to Government Officials

Our interactions with government officials require special attention. Under no circumstances may Smithfield employees provide gifts, meals or entertainment to any government official without proper authorization from our Government Relations Department or as outlined in the sections below titled “Anti-Bribery” and “Political Contributions and Activities” and in our Anti-Corruption Policy and Guidelines. Moreover, as described below in the section titled “USDA and Other Regulatory Personnel,” no gifts, meals or entertainment may be provided to U.S. federal, state or local regulatory officials or inspectors.

Anti-Bribery

As a multinational company, Smithfield is subject to various laws that prohibit the payment of bribes to government officials and others in order to get or retain business. These laws include the U.S. Foreign Corrupt Practices Act and other similar anti-corruption laws and regulations such as the U.K. Bribery Act. Simply put, these laws prohibit the payment, solicitation, offer or receipt of a bribe to further our business interests. These laws may apply regardless of whether the bribe in question was offered or paid directly by a Smithfield employee or by agents, joint venture partners, brokers or consultants acting on behalf of Smithfield.

Bribes can take many forms:

- Money or items readily converted into cash such as stocks and bonds
- Gifts or gratuities
- Kickbacks
- Unreasonable rebates or excessive commissions
- Unusual, excessive or disguised allowances, expenses, or political or charitable contributions
- Offering anything else of value to customers, their family members or friends, including jobs and payment of educational expenses

Q: The purchasing manager for one of our newest customers mentioned to me that our competitor invited him and his family for a weekend of golf at a local resort. I am not sure, but I think he may have been hinting that I need to do something similar if I want to further develop business with that customer. We have been chasing this account for a long time. What should I do?

A: At Smithfield we compete solely on the basis of quality, price and reputation. We will never “buy business” with gifts or entertainment. Talk to your supervisor and work out a strategy to win a greater share of this business on the merits. Remember that if we can’t win through fair competition, we don’t want the business. Also remember that the purchasing manager may have been testing us as a new supplier to see whether we are an ethical company. If you have any questions regarding how to handle this situation, you can use any of the SPEAK UP! resources outlined in this Code.
Smithfield provides training to employees whose jobs may bring them into situations in which these issues could arise. You should conscientiously apply that training. If you suspect a bribe may have been offered or paid by or to another employee or by a contractor or agent working for Smithfield or if you have questions regarding the application of these laws, you should promptly **SPEAK UP!** using the resources described in this Code. Further information on this important topic is outlined in the Smithfield Anti-Corruption Policy and Guidelines issued by the Smithfield Law Department.

**USDA and Other Regulatory Personnel**

Special rules apply to our interactions with government agencies that regulate Smithfield’s operations, including the U.S. Department of Agriculture (USDA), the Food and Drug Administration (FDA), the U.S. Environmental Protection Agency, the U.S. Occupational Safety and Health Administration and state and local government agencies.

No employee, agent, consultant, lobbyist or other representative may give anything of value to any inspector or other official from any U.S. federal, state or local agency. Of course, this applies to gifts of money. It also applies to nonmonetary items, such as meals, transportation, lodging, entertainment (e.g., tickets to sporting events) and other...
hospitality; and services (e.g., car washing, picking up dry cleaning), as well as any other personal benefit or favor. Remember that there is no permissible value for such gifts or services. ALL such payments, gifts and services are prohibited.

If you are aware of any situation in which such a gift or service is offered to or requested by any government official, you should report the matter to your supervisor, to the Smithfield Law Department or by using one of the other SPEAK UP! resources.

**Political Contributions and Activities**

No Smithfield money, property, facilities, gifts, meals, entertainment or services may be contributed to any U.S. political official, candidate, campaign, political party or political action committee without the prior approval of our Government Relations Department.

Smithfield believes that it is not advisable to become involved in internal political affairs outside of the U.S. Accordingly, neither Smithfield nor any employee may make any contribution to any non-U.S. political official, candidate, campaign, political party or similar person or organization on behalf of Smithfield. Please see also Smithfield’s Anti-Corruption Policy and Guidelines and the section above titled “Anti-Bribery.”

Smithfield encourages all employees to exercise their rights of citizenship by voting and by otherwise supporting candidates or parties of the employee’s own personal selection. Employees who elect to engage in such political activity do so strictly in their individual and private capacities as responsible citizens and not on behalf of Smithfield. No Smithfield employee may use any money, property or other resources of Smithfield in connection with any private political activity nor may any employee receive any direct or indirect reimbursement or offsetting refund of any nature whatsoever with respect to political contributions made by them in any form. Political activity may not interfere with the employee’s performance of his or her work for Smithfield.

---

**Do the Right Thing**

Involvement of businesses in politics is a sensitive issue in the U.S. and globally. It is important that you follow the requirements of this section to ensure that you do not create embarrassing situations or even liability for Smithfield or yourself.

**Q:** I am supporting my neighbor’s candidacy for a vacant seat on our local town council. Can I use the photocopier at work to make campaign fliers to distribute to our neighbors?

**A:** No. All use of company property – even incidental use of such items as photocopiers and phones – is prohibited unless approved in advance by the Government Relations Department. If you have questions regarding this policy, contact the Government Relations Department or use the other SPEAK UP! resources.

**Q:** During my recent performance review, my boss mentioned that I had not contributed to the Smithfield PAC. I feel he is saying that I need to contribute to get the promotion I am hoping for. What should I do?

**A:** Contributions to the PAC are purely voluntary and may not be used to evaluate employee performance. You should contact your local human resources manager or SPEAK UP! using the other resources outlined in this Code.
The Smithfield Political Action Committee (PAC) may solicit eligible employees for political campaign contributions. Contributions to the Smithfield PAC are purely voluntary and not a condition of employment or advancement.

**Fair Competition**

Smithfield is committed to competing fairly and vigorously. Among other things, this means that we will not do anything that violates, or that might even appear to violate, antitrust and other competition laws in the United States and the other countries in which we operate. Smithfield will not tolerate conduct that violates these requirements. Violations can have serious consequences for Smithfield and can even lead to personal criminal liability for any employees who are involved.

We provide training in these requirements to employees whose jobs may bring them into situations in which they are important. The laws governing competition are complex, and you should contact the Smithfield Law Department for further guidance if you have questions. Of course, if you are aware of any violations of these standards, promptly SPEAK UP! by contacting the Smithfield Law Department or by using the other resources outlined in this Code.

**International Trade**

Smithfield is a global business. Whenever we ship product or import supplies across national borders, we become subject to a wide range of U.S. and other laws dealing with such issues as customs and import duties and trade restrictions. These requirements are varied and complex. Smithfield provides training to employees who are involved in these activities appropriate to their job functions and locations. It is essential that employees absorb and apply this training. This section highlights two areas in which international trade laws may impact our business.
Q: We received a purchase order from a company that I think may be owned by a person who has been identified in the press as a sponsor of international terrorism. What should I do?

A: You should contact the Smithfield Law Department for guidance as to whether the order may be filled consistent with U.S. trade law.

---

**Trade Sanctions Program Compliance**

U.S. federal agencies administer a variety of embargoes and sanctions programs (“federal sanctions programs”) against regimes in foreign countries and individuals and organizations in the United States and elsewhere whose activities have been determined to be contrary to the interests of the United States and its allies.

Transactions that violate a federal sanctions program are prohibited by federal laws. Severe civil and criminal penalties may be levied against companies and individuals for violations.

Employees who are responsible for domestic and international trade negotiations are encouraged to “know their customers.” Employees should report transactions that they suspect could be in violation of a federal sanctions program to the Smithfield Law Department or using one of the other SPEAK UP! resources.

**Customs and Import Restrictions**

All goods imported into the United States must pass through U.S. Customs and Border Protection, where a duty must be paid unless an exemption applies. Similarly, goods that are exported to other countries may be subject to customs duties imposed by the receiving country.

Employees who are involved in importing and exporting goods are required to supply accurate information about the classification and value of such goods to appropriate customs authorities.

**SPEAK UP!**

Do the Right Thing

If you are involved in sales or purchases outside the U.S., conscientiously apply the training and other resources provided to you. Only your vigilance can help Smithfield comply with its legal obligations in this area.
OUR COMMITMENT TO INVESTORS

Q: I saw my boss out with her family at a new restaurant in town last Saturday night. The following Monday, my boss handed me a receipt from the very same restaurant for Saturday night and told me to submit an expense report for this meal. This doesn’t look right to me, but I’m afraid I’ll get in trouble if I refuse to put the receipt on her expense report. What should I do?

A: You should immediately SPEAK UP! We understand that it takes courage to report your superior. Please know that Smithfield’s non-retaliation policy protects employees from retaliation of any kind.

Q: I work in Smithfield’s Corporate Accounting Department. A reporter for the business section of a newspaper left a message for me saying that he wants to speak with me to get some additional detail about some of the numbers Smithfield published in our most recent earnings news release. What should I do?

A: Contact Smithfield’s Senior Vice President of Corporate Affairs before providing company information to any outside reporter or similar party. When in doubt, ask!

Our common commitment includes keeping accurate and timely financial records that properly reflect our business and financial position. We will not tolerate actions that obscure our financial activities from investors and other stakeholders. We take seriously our shared responsibility to comply with all relevant financial accounting and reporting standards and regulations.

Fraud

Fraud means deceiving someone in order to gain an advantage. It can take many forms:

- Making entries in financial records that are false or that do not comply with accounting standards
- Submitting expense reports that are “padded” or that fail to show the true purpose of an expense
- Forging checks or other documents
- Taking or misusing company property or money
- Inflating sales numbers to increase reported revenue
- Filing a false worker’s compensation claim

Fraud is both illegal and morally wrong. It can have serious consequences for participants and victims. If you suspect that anyone (including any officer, employee, contractor or supplier) may have committed fraud in connection with our business, SPEAK UP! using the resources outlined in this Code.

Insider Trading

“Inside information” is any non-public information important enough that it can affect the price of a company’s securities if disclosed. This may include, for example, information about the award of important contracts, expected earnings, or the purchase or sale of a business unit.

Employees must not trade any company’s securities while aware of inside information about that company, or pass this information on to others who could use it to trade in those securities. This

Do the Right Thing

Remember our most important asset, as individuals and as a company, is our credibility. The actions of any employee can reflect on the credibility of our company and on the reputations of fellow employees.
restriction applies to trading in Smithfield’s public debt, as well as in the stock or other securities of companies we do or may do business with about which employees may have inside information. The laws of many countries, including the United States, prohibit trading securities while possessing inside information.

Penalties for violating insider trading laws are severe, and the laws are complex. You should seek help from the Smithfield Law Department if you are in any doubt as to how they apply.

Exception with prior approval of Smithfield’s Chief Legal Officer, employees may not trade in any commodities futures market for their own account (other than for legitimate hedging operations for personal farming) or engage in business, investment or financial transactions of a similar nature. Employees who desire to engage in hedging operations for personal farming should obtain approval from their immediate supervisors.

Communications with the Media and Investing Public

We recognize our responsibilities to provide complete, timely, accurate and objective information about our financial and operational performance, as well as our strategy and prospects. Smithfield's policy is to make accurate and timely disclosures in compliance with securities laws and to communicate actively and accurately with the news media and investment community.

The Media

It is vital that Smithfield speak with one voice. All communications with the news media – including both traditional press and web-based outlets – should be directed to Smithfield’s Senior Vice President of Corporate Affairs.

The Investment Community

The Investor Relations Department is responsible for the dissemination of information to, and interactions with, financial analysts and institutional and individual investors. This includes relevant information about the company’s financial performance, as reported in quarterly sales and earnings news releases, regulatory filings and other public disclosures. All investment-related inquiries from institutional and individual investors and financial analysts should be directed to Smithfield’s Senior Vice President of Corporate Affairs.

Social Media

Social media (for example Facebook, Twitter, YouTube) are powerful communications tools both within and outside the company. These powerful new platforms for online collaboration are changing the way we work, offering new ways to engage with customers, colleagues and the world at large. If used wisely, they can help us build stronger, more successful business relationships.

Because they are so powerful, these new platforms also involve certain risks and create new responsibilities for employees. Smithfield employees may not use social media for business purposes unless they are authorized to represent the company and they comply with Smithfield’s Social Media Policy. Authorization may be obtained from Smithfield’s Corporate Affairs Department, and questions regarding our policies and the use of material that may be owned by others should be referred to the Smithfield Law Department. If you are aware of any violations of our Social Media Policy, SPEAK UP!
OUR COMMITMENT TO THE COMPANY

The Smithfield business not only provides excellent products to our customers, it is also the source of our individual livelihoods. Our common commitment includes a shared responsibility to protect and manage the assets that enable that business to be successful.

Physical Assets
Smithfield’s physical assets – its buildings, vehicles, equipment and supplies – are the tools that enable us to do our work. We have an obligation to safeguard those assets. If you are aware of abuse or misuse of those assets, talk to your immediate supervisor or use one of the other SPEAK UP! resources identified in this Code.

Information and Communication Systems
Employees are given access to phones, computers, email and voice mail systems and other electronic resources to help them do their jobs. These resources are owned or leased by the company. Employees are expected to use these resources in a professional, ethical and lawful manner and in accordance with Smithfield’s Electronic and Voice Technology Use Policy.

Smithfield owns or controls access to all communications equipment, including computers, software, email, voice mail, conferencing equipment and office supplies. Communications, data and information you send or receive using company property are company property and are not private communications. Smithfield has the right to monitor all communications, including Internet usage, and employees should not consider such communications to be personal or private. Accessing or distributing pornographic or offensive materials by Internet or email is strictly prohibited.

Q: I found a list of current salaries and proposed pay increases for employees in another department on the copier in the copy room. What should I do?
A: The list contains confidential sensitive, proprietary information that must be protected. Do the right thing and bring the list to your local human resources manager for your business. You should not discuss the information with others inside or outside of the company.

Q: I notice that one of my co-workers regularly leaves sensitive marketing information on his desk when he goes to lunch. What should I do?
A: Speak to him and tactfully suggest that he lock up the information whenever he is away from his desk. If the behavior does not change, speak to your manager.

Do the Right Thing
We can all do our part to protect confidential information by:
• Complying with Smithfield’s Records Management and Electronic and Voice Technology Use policies.
• Never sharing passwords.
• Never leaving confidential information where it could be compromised.
• Shutting down or logging out of computers when leaving them unattended.

SPEAK UP!
Business Records

We are committed to maintaining accurate and complete records of our business activities. We also have a responsibility to protect and maintain the confidentiality of the information we use in our business. Smithfield’s books, records, accounts and financial statements are valuable assets of the business and must all be maintained in reasonable detail, appropriately reflect (on a timely basis) the company’s transactions and conform to applicable laws and regulations, U.S. generally accepted accounting principles and Smithfield’s system of internal controls.

The Smithfield Records Management Policy governs the storage of all current business records as well as the disposal of any outdated records. Company records include all email, data, documents or records that are created, received or maintained as part of Smithfield’s business activities. Company records may also include individual notes, calendars and diaries. All employees responsible for maintaining records receive training regarding that policy.

Government Investigations, Subpoenas and Discovery

From time to time, Smithfield may be required to provide documents and other information to government agencies or in court proceedings. The Smithfield Law Department is responsible for ensuring that the company meets its obligations in such cases. Employees who are asked to cooperate in providing documents should do so promptly and completely. If you have any questions concerning these matters, you should contact the Smithfield Law Department.

Intellectual Property, Trade Secrets and Confidential Information

Smithfield highly values its intellectual property, trade secrets and confidential information. We also respect the intellectual property rights of others. All intellectual property that our employees create, conceive, develop, discover or author while employed at Smithfield and related to Smithfield’s business is the sole property of – and must be promptly disclosed and assigned to – Smithfield. Employees are prohibited from using Smithfield’s intellectual property in any unauthorized manner or for any purpose other than for the benefit of Smithfield. Further, any use of intellectual property owned by third parties must be approved under a license or authorization from the owner.

For Smithfield’s trade secrets and other confidential information, it is critical that our employees hold them in strict confidence and not disclose or use them outside of Smithfield without the protections of a confidentiality agreement. Further, employees are prohibited from using or inducing others to use trade secrets and confidential information that belongs to other parties, such as former employers or competitors, without authorization from the owners of that information. Employees also must strictly adhere to the confidentiality obligations related to information received from third parties under a confidentiality agreement as part of their employment with Smithfield.

All Smithfield employees have a duty of loyalty to the company. If your employment with Smithfield ends for any reason, you must return immediately to Smithfield all intellectual property, confidential information, trade secrets and other Smithfield property in your possession. In addition, you must continue to hold in strict confidence Smithfield’s trade secrets and other confidential information. You may not use it for any purpose, including in any future business venture, new employment, or other commercial or non-commercial purpose.
Our common commitment includes our dedication to the continued well-being of the communities in which we operate. Reflecting that dedication, the Smithfield Foundation focuses on supporting education and growth opportunities in rural towns across America, including to the children and grandchildren of Smithfield employees. The Foundation, however, is just one facet of Smithfield’s charitable giving efforts.

The company and its subsidiaries are engaged in many other charitable programs involving both volunteers and donations such as Helping Hungry Homes, Learners to Leaders, and other local causes. Smithfield businesses are encouraged to coordinate all such contributions with Smithfield’s Chief Sustainability Officer.
As we mentioned on Page 3, we use the term **SPEAK UP!** to describe the right and responsibility of every employee to tell management about any behavior that does not meet the standards outlined in this Code or to ask a question about those standards. There are several ways in which you can **SPEAK UP!**

1. Speak with your supervisor or with your local human resources manager. In most cases, this will be the quickest route to resolve your concern. If this does not resolve your concern or if you feel uncomfortable raising an issue in this way, you should take one or more of the steps outlined below.

2. Talk to a member of the Smithfield Law Department. You can reach the Law Department by calling **1-757-365-3000** or by sending an email message to **compliance@smithfield.com**.

3. If your concern involves animal welfare or environmental/stewardship issues of the sort described on Pages 8-10, you should contact the environmental coordinator for your company or the Smithfield Ethics Hotline at **1-877-237-5270**.

4. If you have an urgent concern or prefer to raise your concerns anonymously, call the Smithfield Ethics Hotline at **1-877-237-5270**. Calls to the hotline are confidential and can even be made anonymously, although the more information you provide to the operator who answers the call, the better we can address your concerns. All reported violations of this Code received through the hotline are investigated.

**REMINDER:**

You will be protected from retaliation of any kind for raising questions or concerns using any of these resources. However you may choose to raise a concern, Smithfield appreciates your willingness to **SPEAK UP!** With your help in promptly raising concerns, we can achieve our goal of promoting an ethical business environment.
All of us share in a common commitment to act ethically and in full compliance with this Code and the law. Anyone who fails to live up to that commitment can expect to be disciplined. Such discipline may include termination of employment.

The Code applies to all Smithfield departments, divisions and foreign or domestic subsidiaries, as well as to partnerships and joint ventures in which Smithfield has a majority interest and/or management responsibilities.

This Code of Business Conduct and Ethics sets formal expectations that apply to every employee as long as he or she is employed by Smithfield. In addition, some provisions (including those protecting the company’s confidential and proprietary information) continue to be binding upon persons who leave Smithfield employment, either voluntarily or involuntarily. If you have questions or concerns about how to comply with this Code or about the conduct of others, you should promptly SPEAK UP!

If a law conflicts with a policy or practice established by the Code, you must comply with the law, but if a local custom or policy conflicts with the Code, you must comply with the Code.
The *Smithfield Code of Business Conduct and Ethics* is printed on Montauk paper: 55% recycled; 30% post consumer fiber; 100% recyclable; ECF and FSC certified.
RESOURCES

Smithfield Law and Internal Audit Departments:
USA 1-757-365-3000

Compliance Email: compliance@smithfield.com

Toll-Free Hotline Phone Numbers:
USA: 1-877-237-5270
POLAND: 0-800-800-041
ROMANIA: 0-800-800-053
UNITED KINGDOM: 0808-234-6950

All hotline numbers are toll-free and will route to Smithfield Foods, Inc. U.S.A. for review and investigation. Our hotlines are confidential and answered by an independent hotline service with operators available 24 hours a day. For international callers, a prompt will give the option of an English- or native-speaking operator. International callers will also hear a prompt that provides the caller with a consent to share data outside of the country. Regardless of call origination, all hotline information is maintained and processed with respect to employee data privacy.

No one is permitted to take any action or retaliate against you for reporting a concern!