



TreeHouse

**2019**

Code of Ethics

# TABLE OF CONTENTS

<b>FROM THE PRESIDENT AND CEO</b> .....	1
<b>YOUR INDIVIDUAL RESPONSIBILITIES</b> .....	2
<b>SUPPLIER'S AND CONTRACTORS' RESPONSIBILITIES</b> .....	3
<b>OUR RESPONSIBILITY TO OUR CONSUMERS</b> .....	3
Products of the Highest Quality .....	3
<b>OUR RESPONSIBILITY TO THE COMMUNITIES IN WHICH WE OPERATE</b> .....	3
Protection of Our Environment .....	3
<b>OUR RESPONSIBILITIES TO OUR SHAREHOLDERS</b> .....	4
Accounting & Other Recordkeeping .....	4
Compliance with Laws .....	5
Antitrust Compliance .....	5
Document Retention .....	6
Government Contracts/Gifts to Government Employees .....	6
International Business .....	8
Political Contributions .....	9
Securities Trades .....	9
Conflicts of Interest .....	10
Disclosure of Information About Our Company .....	11
Protection of Company Assets .....	12
<b>OUR RESPONSIBILITIES TO EACH OTHER</b> .....	13
Drug-Free Workplace .....	13
Equal Opportunity .....	13
Harassment .....	14
Privacy .....	15
Retaliation .....	15
Safety .....	16
Violence in the Workplace .....	16
Weapons in the Workplace .....	16
<b>POST-EMPLOYMENT RESPONSIBILITIES</b> .....	16
<b>HOW TO REPORT A VIOLATION OF THIS CODE OF ETHICS</b> .....	17
Reporting an Accounting Problem or Violation of Law .....	17
Reporting Other Violations of the Code of Ethics .....	17
TreeHouse Policies Available to Employees on the TreeHouse Computer Network .....	18
<b>CONTACT INFORMATION</b> .....	19
<b>COMPLIANCE CERTIFICATE</b> .....	21

Dear Colleagues:

At TreeHouse, ethics and integrity are at the core of everything we do and how we work together. As a food manufacturer, these concepts are critical to our business. Our customers and consumers demand that we operate with the highest standards so that they can trust our products. Not only is it morally right, it is also fundamental to operating a successful business.

This Code of Ethics details the obligations and expectations we require of all TreeHousers. It also sets the standard for what we require of our suppliers, and business partners. It is of paramount importance that you read through and understand the conduct we expect of everyone working with or on behalf of TreeHouse. I urge you to not only exemplify the highest ethical standards yourself, but also ask that of your co-workers. No potential short-term gain is worth compromising your principles or those of the Company. There is too much at stake, not only for TreeHouse's long-term sustainability, but also our collective moral fiber. It is also imperative that we act with honesty and integrity on behalf of our shareholders, our communities, our colleagues and our families.

It is up to all of us to embody ethical behavior in our work and in our industry every day. I want to personally thank you for the quality and integrity that you bring to TreeHouse.

Sincerely,

A handwritten signature in blue ink that reads "Steve".

Steve Oakland

## **YOUR INDIVIDUAL RESPONSIBILITIES**

As a manufacturer of food products, integrity means everything to us. We expect all employees, officers and directors of TreeHouse Foods, Inc. and its subsidiaries (collectively “TreeHouse” or “Company”) to have an unwavering commitment to:

- Act with integrity and honesty;
- Obey all laws and regulations applicable to our business; and
- Comply with the Company’s Code of Ethics (“Code”).

Strict compliance with this Code is essential to our continued success, and therefore mandatory for all employees, officers and directors of TreeHouse. In certain instances, the Code applies to agents, consultants, distributors, suppliers, and other third parties working on behalf of the Company.

You are responsible for your own conduct in complying with this Code. No one has the authority or right to direct you to violate this Code, and any attempt (successful or not) to do so is itself a violation of this Code. No one will be excused for violating this Code for any reason, even at the request of another person.

If you are a supervisor or manager, it is your responsibility to ensure that your employees understand and comply with this Code at all times.

If you are asked by your supervisor, human resources, our Law Department or a member of our Board of Directors to cooperate with an investigation into actual or suspected violation of this Code or the law, regardless of whether it is an internal investigation being conducted by our Company or an investigation being conducted by a government agency, we require that you fully cooperate. Failure to cooperate will be deemed to be a violation of this Code.

Finally, you are responsible for promptly reporting any known or suspected violations of this Code according to the reporting procedures under “Contact Information” at the back of this booklet. Failure to report a known violation of this Code is itself a violation of this Code and will be treated in the same manner as any other violation.

If you are ever in doubt about whether any action violates this Code, please consult your supervisor, human resources, your plant manager, or our General Counsel.

## **SUPPLIERS' AND OTHER CONTRACTORS' RESPONSIBILITIES**

We expect our suppliers and all other third-party contractors we retain to share our commitment to honest and ethical conduct. Although we recognize that suppliers and other third-party contractors are independent entities, their actions may still impact and/or reflect upon the Company. Therefore, we expect all of our suppliers and other contractors and each of their employees, agents and subcontractors (collectively "Suppliers") to understand and adhere to the principles set forth in this Code. Suppliers are expected to self-monitor their compliance and contact TreeHouse if and when any situation develops that causes any Supplier to be in violation of these principles or of any law in a manner that could impact TreeHouse.

## **OUR RESPONSIBILITY TO OUR CONSUMERS**

### **Products of the Highest Quality**

Nothing is more important than ensuring that our products are safe. Our goal is for our products to be of the highest quality possible. If you are in any way involved in the formulation, production, storage or transportation of our products, you must exercise the highest care.

You must follow all plant rules for the handling of our products. Testing and inspections must conform to policy and be properly documented. Product advertising, packaging and labeling must be informative, accurate and in conformity with applicable law.

We follow Good Manufacturing Practices and have adopted strict personal hygiene policies in all of our plants. When in our plants, you must adhere to these regulations and policies at all times.

## **OUR RESPONSIBILITY TO THE COMMUNITIES IN WHICH WE OPERATE**

### **Protection of Our Environment**

We are committed to protecting and respecting our environment. As a manufacturer and distributor of food products, our use of hazardous materials is unavoidable. It is our policy to fully comply with all environmental laws, at a minimum. Hazardous materials must be stored properly to ensure that contact with the environment is minimized and is limited to established and accepted circumstances. All generated waste must be stored as required by law and must be recycled or disposed of at facilities approved by both our Company and the government.

We require you to always provide truthful and accurate information to all government authorities regarding all environmental matters.

Finally, we encourage you to look for opportunities to improve our environmental performance.

## **OUR RESPONSIBILITIES TO OUR SHAREHOLDERS**

### **Accounting and Other Record Keeping**

Our policy is to maintain accurate and complete Company records at all times. If you are a record keeper of any kind, you must never misrepresent facts or falsify records.

If you are involved in any way in the preparation of our financial statements, you must ensure that all financial transactions are recorded in accordance with generally accepted accounting principles and you must comply with our established system of internal controls at all times. We have established accounting policies and procedures that are accessible to all employees involved in the preparation of our financial statements. All such employees must comply with those policies and procedures at all times. We are committed to providing our investors with accurate, complete and transparent financial information and all employees involved in recording our financial transactions are expected always to act in accordance with that objective. No accounting entry should ever be made that disguises the true nature of any transaction. All information provided to auditors, both internal and external, must be complete and accurate and we require that you cooperate fully with our auditors in providing them any information they may request. Any confirmation requests received from the auditors of any of our customers or vendors must be forwarded to the appropriate accounting personnel. For more information about where to forward audit confirmation requests from our business partners, see “Contact Information” at the back of this booklet. If you are an accounting employee responsible for responding to audit confirmations from our business partners, you must always ensure that our responses are accurate and complete.

From time to time, we enter into written agreements with suppliers, vendors, customers and other business partners. In order to ensure that our financial statements accurately reflect our business agreements, all written agreements must always fully and accurately reflect the terms of the business arrangement. You must never enter into or issue any “side letter” or make any representation that is inconsistent with the actual business arrangement. You must never knowingly take any action intended to allow one of our business partners to improperly characterize or account for a business transaction.

In our manufacturing operations, we maintain many types of important records in addition to financial records, such as service reports, production and maintenance logs, safety records, laboratory reports, shipping and receiving records and reports prepared for governmental agencies. Also, many employees submit time records or written expense reports. All such records must always be prepared in an accurate, honest and timely manner.

### **Compliance with Laws**

It is our policy to fully comply with all laws applicable to our Company in the places where we conduct business. We expect you to be informed about the laws that are applicable to your role in our organization. You must never knowingly take any action that violates the law or that would enable another person or entity (such as a customer or Supplier) to violate the law. Remember that violations of law can carry substantial criminal and civil penalties for both our Company and for the individual(s) who caused or allowed such violation.

### **Antitrust Compliance**

Many routine business activities can present issues and challenges under the antitrust laws. If you are involved in establishing our prices or terms of sale, bidding for contracts, or dealing with customers, distributors or suppliers, you are expected to be familiar with the antitrust laws applicable to our business. Understanding and complying with the antitrust laws is essential to our continued success. At a minimum, no one should ever:

- Make any agreement with a competitor regarding pricing, pricing practices, bids, bidding practices, terms of sale or marketing practices,
- Agree with a competitor to coordinate or allocate bids;
- Divide customers, markets or territories with a competitor;
- Agree with a competitor not to deal with another company;
- Attempt to control a customer's resale price,
- Discriminate unfairly between customers regarding price or other terms;
- Force a customer to buy one product in order to get another product; or
- Engage in any other unfair methods of competition or deceptive acts or practices.

Under the antitrust laws, a prohibited agreement with a competitor or customer does not have to be a written contract or even involve an express commitment. A "nod and wink," a tacit "understanding" or even a silent approval may be sufficient. Since we operate in a highly competitive environment in which prices may be very similar among competitors, it is important to avoid even the appearance of an illegal agreement. Therefore,

it is our policy that (unless it has been approved by our Law Department) you may not discuss with any competitor any sensitive subject such as customer prices, bids or bidding practices, costs, production levels, selling strategies, terms or conditions of sale, market shares, territories or customer lists. If during a trade association meeting, for example, a discussion begins regarding prohibited subjects, you must not participate in the discussion, must leave the meeting if necessary and must promptly report the incident to our Law Department. Similarly, you must never send or receive any information of a type described above directly to or from a competitor.

### **Document Retention**

Certain documents and other records pertaining to our business must be maintained for specific periods of time for possible review by regulatory authorities. We have established a comprehensive Document Retention Policy that prescribes the period of time that all of our business records must be maintained, and outlines the required procedures for discarding our business records. You are expected to be familiar with, and to at all times comply with, our Document Retention Policy as it relates to the types of records that you deal with.

In addition, from time to time we receive requests for information from government agencies or other third parties for documents related to our business. Once we have received such a request (or become aware that we are going to receive such a request), we are often prohibited by law from destroying any document that would be responsive to that request. If you are advised that we have received any such document request, you must not destroy any requested or related documents until you have been advised by our Law Department that you are permitted to do so.

### **Government Contracts/Gifts to Government Employees**

In business dealings involving direct or indirect sales to any federal, state or local governmental or quasi-governmental entity, whether or not financed with appropriated funds, our policy is to fully and strictly comply with all applicable laws, regulations and contract provisions, and be completely truthful in making all certifications and representations called for by government procurement documents and in all dealings with government employees.

In connection with government contracting, we may not:

- Lobby government agencies for contract awards using any appropriated funds received from the government;
- Pay contingent fees for contract awards except as authorized by law to bona fide employees or to a bona fide established commercial or selling agency;
- Solicit or obtain from any federal agency or any other source, a competitor's bid or proposal information or an agency's source



selection information prior to the award of the agency procurement contract to which the information relates;

- Subcontract for supplies or services of \$25,000 or more, which will be used in connection with our performance of a federal procurement or nonprocurement contract, with any firm or individual that is debarred, proposed for debarment, suspended or otherwise ineligible for participation in any federal procurement or nonprocurement transaction, unless there is a compelling reason to do so and with an explanation thereof to the government contracting officer; or
- Falsify any document relating to the award or performance of or payment under, any government contract or subcontract.

If you are involved with any aspect of a government contract, you must not take any action that would violate any of these requirements.

Also, federal, state and local government agencies have strict rules describing when government employees can and cannot accept entertainment, meals, transportation, gifts and other things of value from companies and people that they regulate or with whom they do business. In order to avoid any problem in this area, you must not give, or offer to give, to government personnel any items, service, entertainment, meal, gift or transportation, regardless of value, without first consulting our Law Department. Of course, you may entertain relatives or personal friends employed by government agencies. It should be made clear, however, that such entertainment is social in nature and not related to business. No expenditures for such social entertainment are reimbursable by our Company.

Our policy is not to hire as a “principal” any person who is currently debarred, proposed for debarment, suspended or otherwise declared ineligible to participate in the procurement or nonprocurement programs of any agency of the federal government or of any state government. Also, we will not hire as a “principal” any person who is the subject of criminal or civil charges by a government entity that he or she violated the laws relating to procurement or nonprocurement transactions with a governmental entity or violated federal or state antitrust laws relating to falsification or destruction of records, the making of false statements, tax evasion or the receiving of stolen property. Also, we will not hire as a “principal” any person who has within the past three years been convicted of or had a civil judgment rendered against him or her for any of the conduct described in the previous sentence. For this purpose, a “principal” means an officer, director, a person having primary management or supervisory responsibilities, or a person who has substantial influence or control over

procurement or nonprocurement transactions with a governmental entity. We must make reasonable inquiries as necessary of all prospective new employees regarding any present or proposed suspensions or debarments and any pending criminal or civil charges or criminal convictions or civil judgments of the type described above. We must also consult the General Service Administration list of debarred and excluded individuals. Any current employee who is proposed for suspension or debarment or suspended from eligibility to participate in the procurement or nonprocurement programs of any agency of the federal government or any state government, or who becomes the subject of criminal or civil charges of a type described above, will be excluded from acting as a “principal” until his or her eligibility has been determined and/or the criminal or civil charges have been resolved in a manner that would permit the person to act as a “principal.”

### **International Business**

Our policy is to fully comply with the specific laws and regulations of all countries where we do business, and with all U.S. laws affecting international trade such as anti-boycott, economic sanctions, export controls, and anti-corruption laws. If you are involved in our international operations, purchasing or sales to any customer in a foreign country, you:

- Must report to our Law Department any request you may receive to participate in a boycott;
- Must never bribe, offer to bribe, or appear to bribe, a foreign government official or agent, politician or political party to obtain or retain business or to otherwise improperly influence a decision-making process. The term "foreign government official" includes employees of state-owned or state-controlled entities. A bribe can take many forms other than the payment of money. Providing anything of value that has the potential to improperly influence the recipient -- including lavish meals or entertainment, travel, positions of employment for family members or friends -- is prohibited. Any supplier or other person or entity acting on behalf of TreeHouse is likewise prohibited from making similar prohibited payments. You must accurately report all amounts spent on any of these approved expenditures;
- Must never engage in any commercial or financial transactions with persons, companies, entities, or countries subject to economic sanctions;

- Must never export controlled goods, services, software, technology, or technical data to prohibited countries or end-users, or for prohibited end-users;
- Must avoid actions that might directly or indirectly facilitate prohibits sales, exports, or transactions by foreign companies; and
- Must take reasonable steps to identify and screen the ultimate end-users for our products against the relevant sanctioned country and denied party lists.

### **Political Contributions**

You must never use any Company facility or other resource in connection with campaign activity without prior confirmation of its legality from our Law Department. You must never give, offer or promise anything of value as a bribe, gratuity or kickback to any U.S. federal, state or local public official. You are free, of course, to participate or contribute in or to any political campaigns as an individual, subject to the individual limitations under law.

If you interact with public officials on behalf of our Company, you must always comply with all applicable laws including those regarding lobbying and consult our Law Department when necessary.

### **Securities Trades**

If you possess any material information about our Company that we have not yet disseminated to the public, you must not:

- Buy or sell our stock;
- Pass such information on to anyone else (even to other employees, unless they have a business need to know); or
- Engage in any other action to take advantage of that non-public material information.

“Material” information includes any information that an investor would consider important in deciding whether to buy or sell our stock. Either positive or negative information can be “material.” Examples of information that you might possess that would be considered to be “material” under the securities laws are:

- Our quarterly or annual financial or operating results;
- A significant acquisition or sale of assets or divestiture of a major subsidiary;
- A pending or proposed merger or tender offer;
- A significant change in management;
- A significant new product or technology;
- Declaration of a stock split or the offering of additional securities;
- or
- A threatened or pending claim against, or investigation involving, our Company (including product liability claims).

The restrictions of this policy also apply to your family members and others living in your household. You are responsible for the compliance of such persons with the securities laws.

Even the appearance of an improper transaction must be avoided. Accordingly, even if you believe that you do not possess non-public material information about our Company, you should never make a recommendation to anyone to buy, sell or hold our stock. Further, anytime we issue a press release announcing a material event (such as our quarterly press release regarding our financial results) you must wait until the second business day after such release to buy or sell our stock. Officers, Directors and certain key employees will be subject to occasional “black-out” periods during which no purchases or sales of our stock may be executed (with certain limited exceptions). If you are an Officer or Director, you must pre-clear any purchase or sale of our stock with our Law Department in order to ensure that a trading “black-out” is not in effect.

### **Conflicts of Interest**

You must always discharge your job responsibilities solely on the basis of the Company’s best interests, independent of any personal considerations or relationships. Therefore, you must avoid any financial interest or other business relationship (such as with a competitor, supplier or customer of our Company) that might interfere with your effective job performance or be adverse to the interests of our Company, except for any investment in an insignificant amount of securities issued by a publicly-traded company or an investment or relationship that is approved as described below. It is our policy that you should avoid any financial or other business relationships that would create even the appearance of conflicting loyalties or interests.

In all dealings with vendors, you must never request or accept any payment or other significant things of value that would have the apparent or potential purpose or result of influencing your business decisions. Unless your supervisor otherwise approves in advance, you may not accept gifts or entertainment from vendors unless:

- The gift or entertainment is of nominal value and in a form that it could not be construed as a bribe or payoff;
- Giving and accepting the gift or entertainment is consistent with accepted ethical customs and practices; and
- Disclosure of the gift or entertainment to our shareholders, the public and your fellow employees would not embarrass our Company or you.

If you have any interest or relationship with a supplier, competitor, customer or other entity that might appear to compromise your duty of loyalty to our Company, to impair your ability to objectively act in the best interest of our Company, or to pose any other sort of conflict of interest, you must bring it to our attention immediately. If you are an Executive Officer or Director of TreeHouse Foods, Inc., you must report the conflict or potential conflict to our Law Department so that the conflict can be considered by the Nominating and Corporate Governance Committee of our Board of Directors. If you are not an Executive Officer or Director, you must report an actual or potential conflict of interest to your supervisor for consideration. Any such conflict or potential conflict will only be approved if it is determined that it will not materially impair your ability to perform your duties in the best interests of the Company.

### **Disclosure of Information About Our Company**

Our policy is to comply with all applicable laws regarding disclosure of information about our Company, including those that prohibit us from making “selective disclosures.” In order to ensure that all disclosures of Company information (such as sales and earnings information and other developments of importance to investors, regulators and the general public) are complete, accurate and in full compliance with the law, it is our policy that all such disclosures will be made only through specifically authorized persons. Unless you have been specifically authorized to do so, you are strictly prohibited from discussing Company affairs of the type described above with securities analysts, media representatives, government officials or other outsiders. Should any securities analyst, media representative, government official or other outsider request an interview with you or seek any Company information from you of a type described above, whether or not confidential or proprietary, you should refer them to our General Counsel. You will find information about how to contact our General Counsel under “Contact Information” at the back of this booklet.

In order to avoid an inadvertent disclosure of confidential information about our Company, you should avoid engaging in discussions about important Company information in public places or on-line forums, unless such discussions are conducted in a manner that would prevent others from learning the confidential information.

If you have been authorized to make written or oral disclosures on behalf of our Company, it is your responsibility to ensure that all such disclosures, including those contained in documents to be filed with applicable securities regulations, are complete, accurate, transparent, timely and in accordance

with all applicable laws.

## **Protection of Company Assets**

You are expected to use your best efforts to protect the value of our Company assets, both tangible and intangible.

All equipment, supplies, software and other tangible assets used in our business must be treated with care. You are responsible for ensuring that all equipment issued to you is properly used, stored and maintained. Unauthorized use of Company equipment, supplies, software or other assets (including any use that is in violation of this Code) is prohibited. You must never make unauthorized copies of any Company software or remove any Company equipment or other assets from our premises without specific authorization.

Remember that our intangible assets are just as valuable as our tangible assets. You must maintain the confidentiality of non-public information about our Company. Confidential information is any information of a confidential, proprietary or secret nature related to our business. It includes, among other things, confidential business processes, practices or results of operations, trade secrets, formulas, manufacturing techniques, research and development information, business plans or forecasts (including plans with respect to proposed acquisitions of other companies or their assets), customer lists or other sales data, personnel information, marketing plans and information concerning any pending or threatened litigation or claims against our Company. We also expect you to protect the confidentiality of any such information we may have about our customers, business partners, suppliers, distributors and others with whom we do business or with whom we have signed a confidentiality agreement.

You must never disclose confidential information to outsiders (including customers, suppliers or press representatives or on Internet message boards or other social media) or even to other employees whose duties do not require them to have the information. You should use extreme caution when using email or social media to transmit information which may contain our Company trade secrets, business plans or any other confidential or proprietary information since email messages and social media can easily be forwarded to or viewed by other individuals.

Finally, you must not use confidential business information to advance your personal interests (or that of any third party) through investment activities or otherwise.

This provision and the Code generally are not intended, and should not be interpreted, to preclude or dissuade employees from engaging in any activities protected by state or federal law, including (a) the National Labor Relations Act, such as discussing wages, benefits or terms and conditions of employment, forming, joining or supporting labor unions, bargaining collectively through representatives of their choosing, raising complaints about working conditions for their and their fellow employees' mutual aid or protection, or (b) initiating or participating fully (including, to the extent protected by law, the act and method of providing confidential information) in any investigation or proceeding conducted by the Equal Employment Opportunity Commission, the U.S. Securities & Exchange Commission or any other governmental agency for which the Company cannot impose any such limitation.

Pursuant to its obligations as a federal contractor, the Company will not discharge or in any other manner discriminate against employees or applicants because they have inquired about, discussed, or disclosed their own pay or the pay of another employee or applicant. However, employees who have access to the compensation information of other employees or applicants as a part of their essential job functions cannot disclose the pay of other employees or applicants to individuals who do not otherwise have access to compensation information, unless the disclosure is (a) in response to a formal complaint or charge, (b) in furtherance of an investigation, proceeding, hearing, or action, including an investigation conducted by the employer, or (c) consistent with the contractor's legal duty to furnish information.

## **OUR RESPONSIBILITIES TO EACH OTHER**

### **Drug-Free Workplace**

Our policy is to maintain a drug-free workplace. You must report to work free from the influence of any drugs or alcohol. You may not manufacture, distribute, sell or possess illegal drugs at any time on Company premises.

In addition, you may not use or be under the influence of illegal drugs or substances, or misuse legal drugs or alcohol at any time on Company premises, while on Company business, or while driving vehicles owned, rented or leased by our Company.

### **Equal Opportunity**

Our policy is to provide recruitment, hiring, training, compensation, transfer, promotion, termination and other conditions of employment for all persons based on merit, qualifications and competency without discrimination on the basis of race, color, religion, sex, age, sexual orientation, gender

identity, national origin or ancestry, disability, marital status or any status protected by law and not listed here. Fulfillment of our commitment to equal employment opportunity requires action by all employees throughout our Company. We all have a responsibility to promote equal employment opportunities.

## **Harassment**

Our policy is to provide a work environment that is pleasant, professional and free from intimidation, hostility or other offenses which might interfere with work performance. We will not tolerate harassment of any sort - verbal, physical or visual - particularly against employees in protected classes. These classes include, but are not necessarily limited to, race, color, religion, sex, age, sexual orientation, gender identity, national origin or ancestry, disability, marital status or any other status protected by law and not listed here.

Workplace harassment can take many forms. It may be, but is not limited to, words, signs, offensive jokes, cartoons, pictures, posters, email or on-line jokes or statements, unwelcome invitations, pranks, intimidation, physical assaults or contact, or violence. Other prohibited conduct includes producing or distributing written or printed material of a harassing or offensive nature (including notes, photographs, cartoons or articles) and taking retaliatory action against an employee for discussing or making a harassment complaint.

Sexual harassment may include unwelcome sexual advances, requests for sexual favors, unwelcome physical contact, or other communications of a sexual nature when such conduct creates an offensive, hostile and intimidating working environment and prevents an individual from effectively performing the duties of his or her position. It also encompasses such conduct when it is made a term or condition of employment or compensation, either implicitly or explicitly, or when an employment decision is based on an individual's acceptance or rejection of such conduct. It is important to note that sexual harassment crosses age and gender boundaries and cannot be stereotyped.

Sexual harassment may exist on a continuum of behavior. Examples include: touching or grabbing a person's body, particularly after that person has indicated that such physical contact is unwelcome; continuing to ask a person to socialize on-duty or off-duty when that person has indicated that he/she is not interested; displaying or transmitting sexually suggestive pictures, objects, cartoons or posters; writing sexually suggestive notes or letters referring to or identifying a person by a sexually provocative or



derogatory name; telling sexual jokes or using sexually vulgar or explicit language; derogatory or provoking remarks about or relating to a person's gender; or harassing acts or behavior directed against a person on the basis of his or her gender or sexual orientation.

Off-duty conduct which falls within any of the above categories can also fall within the definition of harassment and can affect the work environment.

If you are harassed, we encourage you to complain directly to the harasser and make it clear that the harasser's behavior is unacceptable, unwelcome and must stop immediately. However, it is not required that you do so. It is essential that you report the harassment to your supervisor or plant manager, your local human resources manager or our General Counsel. You may also report conduct anonymously to the TreeHouse Foods Code of Ethics Hotline.

### **Privacy**

It is our intention to take all reasonable steps to protect your personal information. At a minimum, it is our policy to comply with all laws that protect the privacy of your personal information. Please remember, however, that all email messages, social media postings and electronic records that you create or receive using our computer systems (including personal email messages and social media postings) are Company property. The practice of using passwords should not lead you to expect privacy with respect to messages or files sent, received or stored on any Company computer systems. Also, you should be aware that email messages are retained indefinitely, even after you believe you have "deleted" them. Email messages, social media postings and other electronic records are routinely monitored, accessed and read by authorized personnel and sometimes by persons outside our Company for purposes related to our business.

### **Retaliation**

We are committed to providing an environment that allows people to report violations without the fear of retaliation or retribution. We will not tolerate any retaliation or threat of retaliation against any person for refusing to violate this Code or for reporting in good faith a known or suspected violation of this Code. No one should be discouraged from using any available channel within the organization. If you are aware of an incident or threat of any such retaliation, you must report it to your immediate supervisor, a manager, human resources, our General Counsel or the Chairman of our Audit Committee immediately. You may also make your report anonymously via the TreeHouse Foods Code of Ethics Hotline.

## **Safety**

Our policy is to provide a place of employment free from recognized hazards that could cause death or physical injury, and to comply with all occupational safety and health standards passed under applicable statutes. Among other things, these standards require workers to wear appropriate protection and to adhere to all Company safety and hazardous material policies and practices, and further, require us to provide you with proper training and supervision, and to inform you of any toxic or hazardous substances in our workplaces. We expect you to comply with all safety requirements at our plants.

## **Violence in the Workplace**

You must never commit or threaten to commit any violent act against a co-worker, applicant, customer, vendor or other person that you come into contact with in connection with Company business. If you are subjected to or threatened with violence by a co-worker, customer, supplier or other person that you come into contact with in connection with Company business or if you become aware that one of our employees has harmed or threatened any other employee, any person on our premises, any employee of a customer or Supplier or any other business associate, you must report this information to your supervisor, manager or our General Counsel. You should never assume that any threat is not serious.

## **Weapons in the Workplace**

In accordance with local law, we prohibit all employees and all other persons (other than law enforcement and authorized security personnel) from bringing firearms, ammunition, explosives, or other weapons of any kind onto Company property at any time. Likewise, no employee should possess any firearm, explosive or any other weapon at any time while driving any Company vehicle, or performing any other off-premises work for our Company.

## **POST-EMPLOYMENT RESPONSIBILITIES**

As a condition of continued employment with the Company, you will have certain responsibilities after your employment with the Company ends, regardless of the reason and how it ends. These responsibilities include obligations to return all firm assets in your possession, maintain the confidentiality of information, refrain from insider trading based on information obtained in the course of employment by the Company, and, if requested, assist the Company with investigations, litigation, and the protection of intellectual property relating to your employment. Some of you are subject to other post-employment restrictions. You are responsible for knowing which post-employment restrictions and requirements apply to you.

## **HOW TO REPORT A VIOLATION OF THIS CODE**

Reporting known or suspected violations of this Code can be a sensitive issue. However, you must recognize that violations could have a profoundly adverse effect on our communities, our investors, our customers, our co-workers and on the livelihoods of all of us. Therefore, it is our policy that you must promptly report all violations (or suspected violations) of this Code according to the reporting procedures described below. Because it is so critical that you report known or suspected violations of this Code, failure to do so will be treated as a violation of this Code. No disciplinary or other retaliatory action will be taken against any person as a result of reporting in good faith any known or suspected violation. Every violation of this Code will constitute a valid ground for dismissal for cause of the person violating this Code and could result in civil or criminal action against that person.

### **Reporting an Accounting Problem or a Violation of Law**

If you are aware of or suspect a breach of this Code that in any way involves our Company's financial statements or accounting practices or any other violation of law, you must report it immediately by contacting our General Counsel or by making an anonymous call to the TreeHouse Foods Code of Ethics Hotline. You may also contact the Chairman of the Audit Committee of our Board of Directors. In addition, our Board of Directors may from time to time implement additional procedures for you to anonymously make your reports.

### **Reporting Other Violations of this Code**

If you are aware of or suspect a violation of this Code that does not involve our Company's financial accounting practices or any other violation of law, you may report it to your immediate supervisor or your local human resources manager. If you do not feel comfortable discussing the matter on a local level, you may report it to our General Counsel or the Chairman of the Audit Committee. You may also make your report, anonymously if you prefer, via the TreeHouse Foods Code of Ethics Hotline.

## **TreeHouse Policies Available to Employees on the TreeHouse Computer Network**

TreeHouse posts its Company-wide policies on the internal computer network which all employees can access through the TreeHouse Foods intranet "SharePoint" website. You can find the policies under the "Policies and Procedures" tab. TreeHouse continues to review and, when appropriate, modify its existing policies and procedures, as well as adopt new policies and procedures. We strongly recommend that you frequently visit the Policies and Procedures tab on the TreeHouse Foods intranet to review those policies and procedures on a regular basis so that you are fully aware of and compliant with them. Your Human Resources representative can also provide you with a copy of any current TreeHouse policy and/or procedure, as well as those applicable to your particular worksite.

## CONTACT INFORMATION

To...	You Should Contact...	At...
Report a problem with our accounting or a violation of law	TreeHouse Foods General Counsel The TreeHouse Foods Code of Ethics Hotline TreeHouse Foods Chairman-Audit Committee	708.483.1340 800.763.0781 708.483.1345
Report harassment or any other violation of our Code	Your Supervisor or Plant Mgr. or Your Location Human Resources Mgr. or The TreeHouse Foods Code of Ethics Hotline TreeHouse Foods General Counsel	Your Location Your Location 800.763.0781 708.483.1340
Ask about whether a particular action constitutes a violation of the Code	TreeHouse Foods General Counsel	708.483.1340
Ask about whether a particular action constitutes a conflict of interest	TreeHouse Foods Law Department	708.483.1355
Ask about whether a particular action violated any international trade laws	TreeHouse Foods Law Department	708.483.1355
Forward a confirmation request received from the auditor of one of our customers or suppliers	TreeHouse Foods Chief Financial Officer	708.483.1317
Report an information request from a shareholder or securities analyst	TreeHouse Foods Investor Relations	708.483.1331
Report an information request from newspapers, TV or other media	TreeHouse Foods Public Relations	708.409.5361
Report a non-routine information request from or investigation by a governmental agency	TreeHouse Foods General Counsel	708.483.1340

# COMPLIANCE CERTIFICATE

I hereby certify that:

I have received a copy of the **2019 TreeHouse Foods, Inc. Code of Ethics** and I have read, understand and am in full compliance with all aspects of the Code. Further, I do not have any conflicts of interest with the Company except as set forth below:

Signature: \_\_\_\_\_

Name Printed or Typed: \_\_\_\_\_

Position or Title: \_\_\_\_\_

Department Name/Number: \_\_\_\_\_

Date: \_\_\_\_\_

Operating Company and Location: \_\_\_\_\_

Conflicts of Interest:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

The Code is not intended to conflict with other Company policies or labor agreements where they apply. Should there be a conflict, the policies or agreements will prevail.

This Code should not be construed as a contract of employment, or promise of continuing employment.

**\*\*\* Please sign and return this form to your local Human Resources department. \*\*\***

**TreeHouse**

[www.treehousefoods.com](http://www.treehousefoods.com)