

**Lifecore Biomedical, Inc.**

**CODE OF BUSINESS CONDUCT**

i) **Introduction**

Our reputation at Lifecore Biomedical, Inc. (“Lifecore” or the “Company”) depends upon all of the decisions we make and all of the actions we take personally each day. All references to the “Company” or “Lifecore” in this document include subsidiaries of Lifecore. While in today’s environment, there can be no rule book or library of policies to address all those decisions and actions, we have adopted this Code of Business Conduct (the “Code”) to provide certain baseline principles for the business conduct of Lifecore directors, officers and employees. You are expected to adhere to the highest ethical standards in all of your dealings, regardless of whether specifically covered in this Code.

Violations of this Code can lead to disciplinary action, including immediate discharge, for the persons involved. You can avoid most problems, however, by seeking guidance in advance; it is your responsibility to make appropriate disclosures, to raise questions and to bring potential problems to Lifecore’s attention as described under “Administration of the Code.”

Further, condoning or simply ignoring questionable business practices of others can affect you, your colleagues and Lifecore’s business and reputation. You are therefore responsible for reporting all violations, illegal activities and dishonest or questionable behavior of others of which you are aware. Please refer to “Whistleblower Policies and Employee Reports” under “Administration of the Code”. *It is Lifecore’s policy not to permit retaliation for the good faith reporting of questionable activities and to treat all reports as confidential, consistent with legal requirements and the needs of Lifecore.*

The provisions of this Code may only be waived by the Chief Executive Officer, and, in the case of executive officers and directors, only by the Board of Directors (the “Board”). Waivers of this Code for executive officers and directors, and the reasons therefor, will be promptly disclosed if and as required by law or regulatory requirements.

## **A. Compliance with Laws and Interacting with the Government**

Obedying the law overrides every other requirement of this Code. Your first consideration in any proposed action must be whether the action is legal. All directors, officers and employees must obey – in letter and spirit – the laws of the cities, states and countries where Lifecore operates. Examples of these laws include:

- The Immigration Reform and Control Act of 1986, concerning the hiring of legally documented workers;
- The Fair Labor Standards Act, concerning payment of minimum wage, overtime requirements, child labor and general working conditions;
- The National Labor Relations Act, concerning worker organizing and bargaining activities;
- The Occupational Health and Safety Act, concerning workplace safety;
- Title VII of the Civil Rights Act, concerning harassment and job discrimination;
- The Racketeer Influenced and Corrupt Organizations Act;
- The Foreign Corrupt Practices Act, concerning unlawful influence of foreign officials and falsification of records;
- The Internal Revenue Code and the rules of the Franchise Tax Board; and
- Any applicable US, state or local law, regulation or ordinance.

Lifecore values its good relations with local, state, federal and foreign governments. We are committed to being a “good corporate citizen” and are proud of the contributions we have made to the communities where we do business.

The Company’s policy is to deal honestly and fairly with government representatives and agents and to comply with valid, reasonable governmental requests and processes. Be truthful and straightforward in your dealings with governmental representatives and do not direct or encourage another Lifecore employee (or someone else) to provide false or misleading information to any government agent or representative. Do not direct or encourage anyone to destroy records relevant to a fact-finding process. Talk to supervisors, managers and other appropriate personnel, including officers and the Board or the relevant committee thereof, when in doubt about the best course of action in a particular situation.

## **B. Conflicts of Interest**

The Company recognizes and respects the right of directors, officers and employees of the Company to engage in outside financial, business or other activities so long as those activities are legal and do not impair, interfere or conflict with the conscientious performance of their Company duties and do not involve damage to or misuse of the Company’s name, trademarks, products, property, reputation, influence, facilities, relationships, confidential information or other resources.

You must avoid any relationship, influence, interest or activity that results in a conflict of interest. A conflict of interest arises when your private interest interferes in any way with the interest of Lifecore. A conflict situation can arise when you take actions or have interests that may make it difficult for you to perform Lifecore work objectively and effectively. Conflicts of interest also arise when you or someone close to you, such as a family member, in-law or co-habitant, receives improper personal benefits as a result of your position with Lifecore.

1. Deciding what is, and what is not, a conflict of interest may sometimes be difficult. Examples of conflicts include, but are not limited to:
  - a. Working as an employee for, or a consultant to, a competitor or potential competitor or a supplier or potential supplier of the Company – regardless of the nature of the employment or consulting relationship;
  - b. Having a direct or indirect financial interest in any competitor or supplier of the Company or other company or organization doing business with the Company, except for a less than 1% equity interest in companies that are widely held and actively traded (other than suppliers where you exercise discretion over Lifecore's business with that supplier);
  - c. Transacting business with a company that you or a family member, in-law or co-habitant directly or indirectly own or control or from which you or a family member, in-law or co-habitant will receive a direct or indirect financial benefit of greater than \$10,000;
  - d. Accepting any personal loan or guarantee from Lifecore, except to the extent such arrangements are legally permissible; and
  - e. Serving as proprietor, general partner, officer or a director of a business (except charitable organizations or businesses that have no material relationship of any kind with Lifecore) without approval from the Chief Executive Officer.<sup>1</sup>
2. *Conflicts of interest are strictly prohibited.* If you have questions regarding a conflict of interest, a potential conflict of interest or the appearance of a conflict of interest, you should discuss the issues with your supervisor, the Chief Financial Officer or consult the procedures described under "Administration of the Code."
3. All related party transactions are monitored by the Company and approved by the Audit Committee of the Board.

**C. Corporate Opportunities.**

You may not take action that would divert any business (or the opportunity for any business) that you discover through the use of Lifecore property or information or your position with Lifecore from Lifecore to yourself or any other company. You also may not use Lifecore property or information or your position with Lifecore for personal gain, nor may you compete with Lifecore. Directors, officers and employees owe a duty to Lifecore to advance its legitimate interests when the opportunity to do so arises.

**D. Gifts, Gratuities and Business Courtesies; Improper Payments.**

1. Customers and Suppliers. You may only give and accept gift, gratuities and other business courtesies as required by protocol or as necessary to build a business relationship. Unsolicited gifts, gratuities or business courtesies to or from a current or potential customer, including meals and entertainment, are permissible as long as they meet the following criteria:
  - a. They do not violate applicable law or fail to comply with any Lifecore policy;
  - b. They have a valid business purpose;
  - c. They are appropriate as to time, place and value (i.e., modest; not lavish or extravagant);
  - d. They are infrequent; and

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<sup>1</sup> This provision does not apply to directors of Lifecore that are not also officers or employees.

e. They do not influence or appear to influence the behavior of the recipient.

All of your expenses for meals, entertainment and other business courtesies must be fully documented and reported to your supervisor.

2. Government and Union Personnel. You may not give, offer, ask for or accept, directly or indirectly, any gift, gratuity or other business courtesy from or to any member of the judiciary, any federal, state or local government employee, any union representative or any representative of a regulator in connection with a commercial transaction or governmental matter involving Lifecore. Many of these entities, particularly federal, state and local government agencies, have strict rules describing what their employees can and cannot offer and accept in terms of entertainment, meals, gifts or other things of value to or from companies and persons they regulate or with which they do business.
3. Bribes and Kickbacks. You may not offer or pay directly or indirectly any "bribe," "kickback" or other payment of anything of value to any person for the purpose of inducing any favorable action in a commercial transaction or a governmental matter involving Lifecore.

#### **E. *Political Contributions***

You may not make directly or indirectly any contributions of funds, services or other property on Lifecore's behalf to any candidate for public office, political party or other political organization without the approval of the Board. Corporate expenditures of a non-partisan nature may be made in support of legislative issues that concern us, but only with the prior written approval of our Chief Executive Officer. These prohibitions relate only to the use of Lifecore's assets and are not intended to discourage you from making personal contributions to political candidates or parties of your choice.

#### **F. *Delegation of Authority***

Only employees who have been specifically authorized to do so by the Board or pursuant to a specific delegation of authority by a person authorized by the Board may commit the Company to others. A commitment by Lifecore includes the execution of any written agreement or any other undertaking that obligates or binds the Company in any respect, whether or not it involves the payment of money. Employees must never execute a document or otherwise commit the Company unless they have clear authority to do so. Employees should check with the Company's Chief Financial Officer or Chief Operating Officer if in doubt as to what authority limits have been delegated to them.

#### **G. *Books and Records***

Lifecore shall make and keep books, invoices, records and accounts that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company. Each employee shall maintain accurate and fair records of transactions, time reports, expense accounts, and other Company records. The Company shall devise and maintain a system of internal controls sufficient to provide reasonable assurances that transactions are properly authorized, executed, and recorded. No entries will be made that intentionally conceal or disguise the true nature of any Company transaction.

In this respect, the following guidelines must be followed:

##### *Accuracy and Completeness of Accounting Records and Reports*

The Company's accounting records are relied upon to produce reports to the Company's management, shareholders, creditors, governmental entities and others. All Company accounting records and reports produced from those records shall be kept and presented in accordance with the laws of each applicable jurisdiction and must accurately and fairly reflect in reasonable detail the Company's assets, liabilities, revenues and expenses. Accounting records for purposes of this Code

means the general ledger, cash receipts journal, cash disbursements journal, check registers, purchases journal, inventory records, general ledger subsidiary records and the supporting documentation for entries made to the journals and ledgers. Such supporting documentation includes purchase orders, vendor and supplier invoices, load reports, shipping orders, bills of lading, customer invoices, journal vouchers and supporting documentation for journal vouchers, cost accounting records, petty cash vouchers and employee expense reports. Records will be retained for the periods required by the rules promulgated by the Securities and Exchange Commission (SEC) as they may be amended from time to time.

#### *Responsibility*

Responsibility for compliance with this section does not rest solely with the Company's accounting employees. All Company employees involved in approving transactions, supplying supporting documentation for transactions and determining account classification of transactions have responsibility for complying with the applicable provisions of this section.

No false or intentionally misleading entries shall be made in the Company's accounting records. Intentional misclassification of transactions between accounts, between departments or between accounting periods is a violation of this Code. All transactions shall be supported by accurate documentation in reasonable detail, recorded in the proper account and recorded in the proper accounting time period. Compliance with Generally Accepted Accounting Principles (GAAP) and the Company's systems of internal accounting controls is required at all times.

#### *Reports to Management*

The same high standards required in the Company's financial reporting to shareholders, creditors, government entities and others outside the Company shall apply to reports to management. Intentional misstatement of data provided in such reports is a violation of this Code.

#### *Estimates*

To the extent estimates are necessary in such reports to management (e.g., annual business plans or budgets, rolling estimates, capital budgets or requests for approval of capital expenditures) such estimates shall be supported by appropriate documentation and shall be based upon good faith judgment. Intentional over or under estimation in the preparation of reports to management is a violation of this Code.

#### *Payments*

All payments and all other dispositions of assets made by or on behalf of the Company must be described accurately and fairly and in reasonable detail in the Company's accounting records and must be made only for the purpose described in the documents and records supporting the payment or other asset disposition. No payment or other asset disposition by or on behalf of the Company shall be made without supporting documentation. No undisclosed or unrecorded fund or asset of the Company shall be established or maintained for any purpose.

#### *Inquiries and Interactions with the Company's Independent Registered Public Accounting Firm and Legal Counsel*

Lifecore employees may from time to time have cause to interact with the Company's independent registered public accounting firm. Complete and accurate information is to be given in response to inquiries from the Company's internal accountants and independent registered public accounting firm as well as the Company's outside legal counsel. It is both a violation of law and of Company policy for any person to take any action or enter into any arrangement to fraudulently influence, coerce, manipulate or mislead the independent registered public accounting firm engaged in the performance of an audit of Company financial statements.

### *Sales*

Sales of goods and services by the Company shall be recorded in the proper accounting period and billed to the purchaser by written invoice, setting forth in reasonable detail the goods or services involved and the amounts owed to the Company therefor. No customer shall be billed for any amount in excess of the actual selling price of the goods or services, and no part of the purchase price shall be rebated to a customer except in accordance with approved Company procedures and programs and applicable law. It shall be a violation of this Code for any Lifecore employee to personally enter into any side letter or other arrangement or transaction with any customer relating in any way to the sale of Lifecore goods and services.

### *Purchases*

All payments by the Company for goods or services (including advertising, marketing and promotional participation) shall be supported by contemporaneous documentation reflecting the actual purpose of the payment, including properly authorized and completed purchase orders. No payment will be made for invoices that are not accompanied by a completed purchase order. All payments of fees and/or commissions to attorneys, consultants, advisors, agents, dealers or representatives shall be made by check or draft or other documentary transfer drawn to the order of the party entitled thereto. Exceptions to this rule shall require written approval of the Chief Financial Officer or the Audit Committee. It shall be a violation of this Code for any Lifecore employee to personally enter into any side letter or other arrangement or transaction with any party in connection with the purchase of any goods and services of Lifecore.

### *Accruals*

Accruals shown in the Company's accounting records (e.g., allowance for uncollectible receivables and prepaid and accrued expenses, including advertising and marketing) shall be supported by appropriate documentation and based upon good faith estimates as required by the Company's accounting policies and GAAP. Intentional over or under estimation of accounting accruals is a violation of this Code.

### *Cash Deposits and Accounts*

All bank accounts and other cash accounts established and maintained by the Company shall be clearly and accurately represented and identified in the Company's accounting records and shall be in the name of the Company entity to which such funds belong. All cash received by the Company shall be promptly recorded in the Company's accounting records and deposited in an account maintained with a bank or other financial institution approved by the Chief Financial Officer.

### *Internal Controls*

The Company, with the oversight of the Audit Committee, maintains a system of internal accounting controls which are intended to ensure compliance with the Company's policies, GAAP and the financial reporting rules mandated by the SEC and other governmental agencies. All employees are obligated to report to the Chief Financial Officer and/or the Audit Committee any issues or concerns they may have regarding the Company's accounting policies, internal accounting controls or auditing matters, as well as any concerns regarding questionable accounting or auditing matters.

## **H. *Other Policies***

### *Insider Trading*

All Lifecore employees are responsible for being familiar with and complying with the terms of Lifecore's Insider Trading and Disclosure Compliance Program. You may not use any confidential

information regarding Lifecore, or share confidential information regarding Lifecore with any other person, for stock trading purposes. The use of material confidential information (*i.e.*, “insider information”) for your personal benefit or “tipping” insider information to someone who might use it to buy or sell Lifecore stock is both *unethical and illegal*. Examples of tipping include discussing the status of the Company’s sales, backlog, mergers, acquisitions, innovations, the status of new contracts or any other performance data which has not yet been released to the public. Consult the Lifecore Insider Trading and Disclosure Policy for further examples of material confidential information if you have questions. Questions may also be directed to the Company’s Chief Financial Officer.

### *Employee Handbook*

All Lifecore employees are responsible for being familiar with and complying with the terms of their Employee Handbook setting forth Company policies regarding, among other matters, employee relations, equal employment opportunities, sexual harassment and internet usage. Questions regarding these policies or requests for copies of the Employee Handbook may be directed to the Director of Human Resources.

### *Internet Systems Policies and Procedures*

All Lifecore employees are responsible for being familiar with and complying with the terms of Lifecore’s Internet Systems Policies and Procedures setting forth Lifecore’s policies regarding network procedures and security. Questions regarding these policies or requests for copies of the Internet Systems Policies and Procedures may be directed to the Information Technology Director.

### *Code of Ethics*

All employees, officers and directors of Lifecore are responsible for being familiar with and complying with the terms of Lifecore’s Code of Ethics attached as an Appendix hereto. Questions regarding Lifecore’s Code of Ethics may be directed to the Chief Financial Officer or the Audit Committee.

## **I. Advertising, Promotion and Product Safety**

### *Advertising and Promotion*

Lifecore is committed to promoting its brands in ways consistent with its excellent reputation. Products will be truthfully and accurately represented. Advertising, packaging, point of purchase displays or promotions must never misstate facts or be designed to create misleading impressions. Claims that favorably compare Lifecore products with those of competitors must be truthful.

Lifecore will respect copyright and individual consent rights before use in advertising or promotional materials.

### *Product Safety*

Given Lifecore’s reputation for quality products, the Company has a major responsibility to ensure that consumers can trust the quality and safety of these products. All items purchased from Lifecore must conform to government safety standards wherever they are sold. If an employee becomes aware of a possible threat to product safety, he or she must immediately report it to his or her supervisor, the Chief Financial Officer or consult the procedures described under “Administration of the Code”.

### *Unfair or Deceptive Practices*

In addition to the antitrust laws, Lifecore is committed to complying with other federal and state laws governing market competition. Federal law, particularly the Federal Trade Commission Act, and the laws of most states prohibit the use of “unfair or deceptive acts and practices,” including the distribution of labeling, advertising and marketing materials that are false or misleading. Lifecore employees



responsible for preparing and distributing such materials must be familiar with these laws. Concerns that specific materials may not be in compliance with applicable law should be directed to the Chief Financial Officer before distribution.

**J.      *Exports and Imports***

There are many U.S. laws governing international trade and commerce which serve to limit the export of certain products to certain countries. Lifecore is committed to complying with those laws. Under no circumstances will Lifecore make sales contrary to U.S. export laws. Because these regulations are complicated and change periodically, employees and agents seeking to make a sale to a customer in a foreign country must first confirm the legal trade status of that country. If an employee or agent is uncertain about whether a foreign sale complies with U.S. export laws, he or she must contact the Chief Financial Officer for guidance. Lifecore employees and agents should be aware that there are also many U.S. laws that govern the import of items into the United States. Among other things, these laws control what can be imported into the United States, how the articles should be marked and the amount of duty to be paid. Lifecore complies with all U.S. import laws. If an employee or agent is uncertain about whether a transaction involving the importation of items into the United States complies with these laws, he or she must contact his or her supervisor or the Chief Financial Officer.

**K.      *Environmental Compliance***

In conducting its business, Lifecore is committed to compliance with all applicable laws and regulations relating to the protection of the environment, and in particular those governing the incineration, treatment, storage, disposal, and discharge of waste. Failure to comply with these laws and regulations, even if unintentional, could result in significant penalties for Lifecore. If an employee suspects that there is noncompliance or a violation of these laws and regulations, the circumstances should be reported immediately to his or her supervisor, Chief Financial Officer or consult the procedures described under "Administration of the Code".

## **L. Administration of the Code**

### **1. Distribution**

#### *Employees*

The Company has established a system for distribution of this Code at appropriate intervals to employees and for their acknowledgement of the receipt thereof. This system has been approved by the Audit Committee of the Board. The Chief Financial Officer shall report annually to the Audit Committee the fact of such distribution and acknowledgment.

#### *Agents, Consultants, Government Officials and Government Employees*

A copy of this Code shall be furnished or its relevant contents shall be disclosed to any agent, consultant, government official, government employee or any other party who is retained to perform services for the Company or on behalf of the Company. Copies of this Code shall also be given to each other entity in which the Company has a twenty-five percent or greater economic interest in order to encourage such entity to observe the standards established by this Code.

#### *Awareness Program*

Periodically, the Chief Financial Officer shall make presentations to Company employees for the purpose of familiarizing those employees with this Code and with such other related matters as the Chief Financial Officer deems appropriate.

#### *Approvals*

Each situation which requires approval under this Code shall be reviewed and approved in writing by the Board (or committee thereof) or responsible Company managers, as applicable, described herein before any action is taken based upon that approval. Oral approval will be permitted only in extraordinary circumstances when there is insufficient time to obtain prior written approval. In such cases, a written confirmation memorandum shall be immediately prepared by the manager having the authority to give such approval. Copies of all approvals relating to this Code shall be submitted to and retained in the files of the Chief Financial Officer and shall be made available to the Audit Committee and the Company's independent registered public accounting firm upon request.

### **2. Monitoring Compliance**

#### *Employee Compliance*

Each employee shall be alert to any action or omission in connection with his or her work which might constitute a violation of this Code, shall attempt to prevent Code violations and shall take prompt corrective action necessary to remedy and prevent any recurring violation of this Code. Where personal corrective action is not possible or practical, the employee should immediately bring the matter to the attention of his or her supervisor, the Chief Operating Officer or the Chief Financial Officer.

#### *Whistleblower Policies and Employee Reports*

In addition to the employee compliance procedures described above, any employee having information or knowledge of any actual or contemplated action or omission which appears to violate this Code shall promptly report such information or knowledge to (i) his or her supervisor, (ii) the Company's Chief Financial Officer, (iii) a member of the Company's Audit Committee, or (iv) Lifecore's employee complaint and whistleblower program. Reports may be made anonymously. If requested, confidentiality will be maintained, subject to applicable law, regulations and legal proceedings.

Upon receiving such information, any supervisor shall: (i) promptly bring any Code violation to the attention of the Chief Financial Officer or the Audit Committee, as appropriate, for investigation and work with the Chief Financial Officer or Audit Committee to determine any necessary corrective action and any appropriate disciplinary action; (ii) promptly take all action necessary to prevent or remedy any Code violation; and (iii) immediately record all employee reports and any corrective action taken with respect to such reports. The Chief Financial Officer and the Audit Committee shall maintain a system for retaining and keeping confidential all such employee reports.

The Audit Committee of the Board shall investigate and determine, or shall designate appropriate persons to investigate and determine, the legitimacy of such reports. The Audit Committee will then determine the appropriate disciplinary action. Such disciplinary action includes, but is not limited to, reprimand, termination with cause, and possible civil and criminal prosecution.

To encourage employees to report any and all violations, the Company will not tolerate retaliation for reports made in good faith. Retaliation or retribution against any director, officer or employee for a report made in good faith of any suspected violation of laws, rules, regulations or this Code is cause for appropriate disciplinary action.

### **3. Internal Investigations**

When the Chief Financial Officer or the Audit Committee receives reports of alleged or potential violations of this Code, they shall conduct such investigations and take such other action as are deemed necessary and appropriate to prevent or remedy violations and to recommend appropriate corrective and disciplinary action to the offending employee's supervisor and to the appropriate manager in order to prevent recurring violations.

### **4. Response to Investigations or Government Inquiries**

Numerous state and federal agencies have broad legal authority to investigate Lifecore and review its records. The Company will comply with subpoenas and respond to governmental investigations as required by law. The Chief Financial Officer is responsible for coordinating Lifecore's response to investigations and the release of any information.

If an employee or officer receives an investigative demand, subpoena or search warrant involving Lifecore, it should be brought immediately to the Chief Financial Officer. No documents should be released or copied without authorization from the Chief Financial Officer or Lifecore's legal counsel. If an investigator, agent or government auditor comes to one of Lifecore's manufacturing facilities, contact the Chief Financial Officer or his designee immediately; if an investigator, agent or government auditor comes to Lifecore's corporate headquarters, the Chief Executive Officer should be contacted immediately. Ask the investigator to wait until the contacted individual arrives before reviewing any documents or conducting any interviews. The Chief Financial Officer, his designee, or Lifecore's legal counsel is responsible for assisting with any interviews. If Lifecore's employees are approached by government investigators and agents while they are away from Lifecore's premises and asked to discuss Company affairs, the employee has the right to insist on being interviewed during business hours with a supervisor or counsel present. Alternatively, any employee may choose to be interviewed or not to be interviewed at all. The Company recognizes the choice of how to proceed in these circumstances is left entirely with the employees. If an employee chooses to speak with government personnel, it is essential that the employee be truthful. Questions may be directed to the Chief Financial Officer.

Lifecore employees are not permitted to alter, remove, or destroy documents or records of Lifecore except in accordance with regular document retention and destruction practices.

## **5. Chief Financial Officer Reports**

The Chief Financial Officer shall periodically report any violations of this Code and the corrective actions taken to the Company's Chief Executive Officer, the Chairman of the Board and the Audit Committee of the Board.

## **6. Failure to Report Code Violations**

Any failure by an employee to report a Code violation in accordance with this Code section shall itself constitute a Code violation.

## **7. Internal Audit Staff**

The Company's Chief Financial Officer and all staff reporting to such officer, shall be continually alert to the requirements of this Code in the conduct of its auditing activities. Any apparent violations of this Code shall be described in a confidential report which shall be forwarded immediately to the Chief Financial Officer or the Audit Committee, as appropriate. The Chief Financial Officer shall also review the Company's policies and procedures pertaining to administration of this Code and shall recommend to the Audit Committee appropriate improvements.

## **8. Independent Registered Public Accounting Firm**

If in connection with their examination of the Company's financial statements, the Company's independent registered public accounting firm discovers any apparent violation of this Code, it shall report the matter in writing, upon discovery, to the Audit Committee.

## **9. Disciplinary Action**

Failure of any Company employee or officer to comply with this Code may result in disciplinary action which, depending on the circumstances of the matter, may include reprimand, probation, suspension, demotion, salary reduction, bonus elimination or reduction or dismissal. Disciplinary action will also apply to supervisors, managers and senior executives who, with respect to those employees reporting to them:

- a. know that conduct which is prohibited by this Code is contemplated by such employees and do nothing to prevent it; or
- b. know that conduct which is prohibited by this Code has been engaged in by such employees and fail to take appropriate corrective action.

Violations of this Code are not the only basis for disciplinary action with respect to employees. The Company has additional policies and procedures governing employee conduct. Questions about these additional policies and procedures should be addressed to an employee's supervisor. In addition to the Company's disciplinary actions, some Code violations may be serious enough to result in civil or criminal fines and/or imprisonment.

## **M. *Business Conduct Inquiries***

Any questions regarding this Code, its meaning or its application to specific circumstances should be addressed to the Chief Financial Officer who shall see that each such inquiry receives prompt response. The Chief Financial Officer may, from time to time, issue interpretative memoranda to Company employees with respect to issues arising under this Code.

**N.      *No Rights Created***

This Code is a statement of certain fundamental principles, policies and procedures that govern the Company's directors, officers and employees in the conduct of the Company's business. It is not intended to and does not create any rights in any employee, customer, client, visitor, supplier, competitor, shareholder or any other person or entity. It is the Company's belief that the policy is robust and covers most conceivable situations.

**APPENDIX**  
**LIFECORE**  
**CODE OF ETHICS**

**1. Introduction**

We are committed to maintaining the highest standards of ethical conduct. This Code of Ethics reflects the business practices and principles of behavior that support this commitment. The Board is responsible for setting the standards of conduct contained in this Code and for updating these standards as appropriate to reflect legal and regulatory developments. We expect every employee, officer and director to read and understand this Code and its application to the performance of his or her business responsibilities. We will hold each of our employees, officers and directors accountable for adherence to this Code. Those who violate this Code will be subject to disciplinary action, up to and including termination.

This Code does not attempt to describe every practice or principle related to honest and ethical conduct. This Code of Ethics is an integral part of our broader Code of Business Conduct set forth in our Employee Handbook. The following additional policies of the Company supplement or amplify this Code in certain areas and should be read in conjunction with this Code, our Insider Trading and Disclosure Compliance Program, our Employee Handbook and our Internet Systems Policies and Procedures. More information about these policies can be found in the Employee Handbook.

**2. Compliance Officer**

The Company has designated the Chief Financial Officer as our Compliance Officer to administer this Code. Employees, officers or directors, at their discretion, may make any report or complaint provided for in this Code to the Compliance Officer. The Compliance Officer will refer complaints submitted, as appropriate, to the Board or an appropriate Committee of the Board.

**3. Compliance With Applicable Laws**

All employees, officers and directors of the Company must comply with all of the laws, rules and regulations of the United States and other countries, as well as the states, counties, cities and other jurisdictions, applicable to the Company or its business.

This Code does not attempt to summarize all laws, rules and regulations applicable to the Company or its business. You should consult the various guidelines the Company has prepared on specific laws, rules and regulations, which you can find summarized in the Employee Handbook. Please consult with a supervisor or the Compliance Officer if you have questions about laws that you think may be applicable to the Company or its business.

**4. Conflicts Of Interest**

A conflict of interest may exist whenever the private interests of an employee, officer or director conflict in any way with the interests of the Company. While our employees, officers and directors should be free to make personal investments and enjoy social relations and normal business courtesies, they must not have any personal interests that adversely influence the performance of their job responsibilities. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively. Conflicts of interest may also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company, whether received from the Company or a third party. Gifts to, loans to, or guarantees of obligations of, employees, officers and directors and their respective family members may create conflicts of interest. Federal law prohibits personal loans from the Company to

directors and executive officers. In addition, in general, it is a conflict of interest for a Company employee or officer to work simultaneously for a competitor, customer or supplier absent an express written consent or waiver from the Company.

## **5. Confidentiality**

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, suppliers or partners, except when disclosure is expressly authorized or is required or permitted by law. Confidential information includes all non-public information (regardless of its source) that might be of use to the Company's competitors or harmful to the Company or its customers, suppliers or partners if disclosed.

## **6. Fair Dealing**

Each director, officer and employee must deal fairly with the Company's customers, suppliers, partners, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job. No director, officer or employee may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

## **7. Public Company Reporting**

As a public company, it is of critical importance that the Company's filings with the Securities and Exchange Commission be full, fair, accurate, timely and understandable. Depending on their respective positions with the Company, employees, officers or directors may be called upon to provide information necessary to assure that the Company's public reports meet these requirements. The Company expects employees, officers and directors to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements. All employees, officers or directors (in each case, to the extent they are involved in the Company's disclosure process) are required to maintain familiarity with the disclosure requirements, processes and procedures applicable to the Company commensurate with their duties. Employees, officers or directors are prohibited from knowingly misrepresenting, omitting or causing others to misrepresent or omit, material facts about the Company to others, including the Company's independent auditors, governmental regulators and self-regulatory organizations.

## **8. Accounting Complaints**

The Audit Committee of the Board is responsible for establishing procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Employees, officers or directors who have concerns or complaints regarding such matters are encouraged to promptly submit those concerns or complaints to the Audit Committee which, subject to its duties arising under applicable law, regulations and legal proceedings, will treat such submissions confidentially. Such concerns or complaints may be made anonymously. Such submissions may be directed to the attention of the Audit Committee at the principal executive offices of the Company or to the Company's employee complaint and whistleblower program.

## **9. Reporting Any Illegal Or Unethical Behavior**

Employees are encouraged to promptly contact a supervisor, the Compliance Officer or the Company's employee complaint and whistleblower program if the Employee believes that the Employee has observed a violation of this Code of Ethics or any other illegal or unethical behavior by any officer, director or employee or by anyone purporting to be acting on the Company's behalf. Such reports may be made anonymously. Confidentiality will be protected, subject to applicable law, regulations or legal proceeding.

## **10. Reporting By Supervisors**

When a supervisor, manager or other person receives reports of violations or questionable behavior pursuant to this Code of Ethics, that person shall be responsible for bringing such reports to the attention of the Compliance Officer or to the Audit Committee, as appropriate, in accordance with the reporting procedures contained in this Code of Ethics. Persons receiving such reports must endeavor to honor any confidentiality or anonymity requests made by the reporting person, subject to applicable law, regulation or legal proceedings.

## **11. Enforcement**

Any violators of this Code will be subject to disciplinary action. The disciplinary actions will be determined by the Board or its designee. The Company intends such disciplinary action to reflect our belief that all employees, officers and directors should be held accountable to the standards of conduct set forth herein. Accordingly, such disciplinary action may include, without limitation, censure by the Board, demotion, re-assignment, suspension or termination, depending on the nature and the severity of the violation.

## **12. No Retaliation**

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith that a violation of this Code or other illegal or unethical conduct has occurred.

## **13. Amendment, Modification And Waiver**

This Code may be amended or modified from time to time by the Board, subject to the disclosure and other provisions of the Securities Exchange Act of 1934, and the rules thereunder and the applicable rules of the Nasdaq Global Market. Any amendment, modification or waiver of the provisions of this Code for executive officers or directors of the Company may only be made by the Board, and must be promptly disclosed to shareholders as required by the Securities Exchange Act of 1934, and the rules thereunder and the applicable rules of the Nasdaq Global Market.

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