



**Policy: Conflict of Interest**  
**Subject: Principles, Guidelines and Procedures**  
**Policy Owner: Human Resources**

**Page: 1 of 2**  
**Last Reviewed: July 2014**  
**Supersedes: All Prior**

---

## **PURPOSE**

To establish a policy assuring that all Pilgrim's Pride Corporation employees will avoid a conflict of interest situation.

## **SCOPE**

This policy is applicable to all employees of Pilgrim's Pride Corporation, including all of its US based subsidiaries.

## **POLICY**

It is the policy of Pilgrim's Pride Corporation (the "Company"), that employees will avoid conflict of interest situations. The Company has established procedures to ensure that all situations be reported where there is either the appearance of or the potential for a conflict of interest.

The underlying principle to be used in determining if a conflict of interest situation should be reported is whether there would be the appearance of, or the potential for, a conflict of interest. It is not a question of whether the individual will use confidential information for personal benefit or would allow a conflict to adversely affect Company decisions. Several areas of potential conflict exist:

- All transactions by an employee of the Company will be at arm's length and at fair market prices. Any transactions must be fully disclosed and approved by the Company's Ethics Officer prior to their consummation.
- Gifts, gratuities, or favors received from or offered by customer or vendors other than those of a nominal amount (defined as less than \$25.00 in the Company's Gift Policy), which could be in any way construed to be related to one's employment with the Company, must be fully disclosed to and approved by the Company's Ethics Officer.
- Employees whose responsibilities include selling, marketing, transportation, purchasing, or leasing of any type for the benefit of the Company need to exercise particular discretion to avoid a possible conflict of interest or any appearance of such a conflict.
- Employees will not actively or passively participate in any way with competitors, suppliers, or customers' businesses or use confidential Company information for personal gain. Any participation by an employee, whether as owner, partner, employee, director or consultant with any competitor, supplier, or customer's business shall be disclosed and approved by the Company's Ethics Officer.

- All employees who have access to information concerning grain, grain products, meats, meat by-products, or any other commodity markets may not be involved in trading in these markets either cash or futures for their personal accounts either directly or indirectly through partners or associates. Employees of the businesses engaged in such commodities are presumed to have access to such information.
- A transaction (or series of transactions) with the Company (or any of its affiliates or subsidiaries), or with any supplier or customer of the Company (or any of its subsidiaries) with whom you have dealings, involving you (or any relative or affiliated entity of yours) which involved \$100 or more must be fully disclosed and approved by the Company's Ethics Officer.

The appearance of a potential conflict of interest may exist if any of the transactions described in the preceding paragraphs involve a relative of yours or an affiliated entity of yours. Transactions by such persons should be reported on the acknowledgement/signature form. A "relative" is your spouse, child, parent, brother or sister. An "affiliated entity" is a corporation, partnership, joint venture or other entity in which you or one of your "relatives" is a partner, director, officer or owner of 10% or more of the equity interest in the entity.

Only the Chief Executive Officer or the Board of Directors has the authority to approve any interpretations or deviations of this policy.