

SWIFT FOODS INC.

I. RATIONALE

The company is being managed and manned by people with varied personal objectives, motivations and business interests that are geared towards improving their means of livelihood. In pursuing these, the conduct of personal transactions should not be in conflict with the interest of the company. To protect the company from the decision of employees from any undue suspicions, the circumstances in which conflicts of interest may exist must be defined, and the manner of handling such situations must be prescribed.

This policy shall guide the employees in going about their jobs in pursuit of the business of the company. All employees are to exercise sound judgment guided by honesty and integrity in all matters affecting Swift Foods, Inc. They are expected to promote only actions consistent with SFI's ethical standards and avoid any conflicts of interest.

II. PERSONS RESPONSIBLE

All directors, officers, and employees of SWIFT FOODS INC..

III. POLICY

Conflict of Interest Defined:

In general, any direct or indirect interest in, in connection with, or benefit from business or commercial activities by an employee, which will in any way adversely affect the company

Circumstances in which a conflict of interest on the part of an officer, director or employee will arise and therefore prohibited:

- A. Ownership of material interest or acting in any capacity including director, officer, partner, consultant, employee or agent in any supplier, business partner, contractor, subcontractor, customer, or other entities with which the company does business which will directly or indirectly influence the terms and conditions of any business deal or transaction with the company.
- B. Acceptance directly or indirectly of payments, services, or loans from a supplier, business partner, contractor, subcontractor, customer, or other entity with which the company does business and the receiver is directly responsible for the functional area.
- C. The foregoing shall be deemed to include gifts, trips, entertainment, or other favors of more than nominal value, but shall exclude loans from publicly held insurance companies and commercial or savings banks at normal rates of interest.
- D. Disclosure or other misuse of confidential information of any kind obtained which will be detrimental to the company's interest.
- E. The appropriation to oneself or the diversion to others, directly or indirectly, or any business opportunity, where the company has or made known its interest.

- F. Ownership of majority interest in an enterprise in competition with the company's business.
- G. Acting as director, officer, partner, consultant, employee or agent of any enterprise that is a direct competitor of the company.
- H. Spouses of officers, directors or employees having majority interest, or acting as director, officer, partner, consultant, employee or agent in any enterprise that is a direct competitor of the company.
- I. Salesman directly transacting business with another company employee in-charge of checking and issuing the goods to the former and vice-versa, where such goods are the objects of their business.
- J. Any employee directly transacting business with the immediate members of his family and relatives by affinity or third degree of consanguinity where such transactions involve special process or discounts, trade deals, promotions, terms and/or concessions not normally given to a customer under similar business condition and circumstances.

Accountability

Every Officer, Director, or Employee of the company shall have the right and personal responsibility to directly report in writing the details and circumstances of violative acts of Directors, Officers, Senior Executives, Managers, and Employees to the HR Department, copy furnish the President and COO.

Any Officers, Directors, Employee or Consultant found to have violated this policy shall be liable to the extent of the damage/loss suffered by the Company, and may be subjected to penalties and sanctions as may determined by the appropriate corporate authorities, whether or not damage/loss is actually suffered by the Company.