

Code of Conduct



Weston[®]
George Weston Limited

From the Chairman and Chief Executive Officer



Since my great-grandfather founded George Weston Limited it has been built by excellent people who are committed to a shared set of goals and values. Those goals and values remain the same today; they are the foundation for the way we govern ourselves, upholding the highest standards ethically, lawfully, and professionally every day. Our high performance culture requires that we adhere to those standards both individually and collectively.

That is why our Code of Conduct is so important. It represents more than words on a page; it reinforces what our customers and stakeholders expect of us, and what we expect of each other. It is intended to provide a framework upon which to model our behaviours and helps you understand what it means to represent our Company.

As Chairman and Chief Executive Officer, I am committed to holding myself, our leaders, and each of you accountable to the exceptional standards and results that built, and will continue to drive, a Company in which we can all be proud.

A handwritten signature in black ink, appearing to read 'Galen G. Weston' with a stylized flourish at the end.

Galen G. Weston
Chairman and
Chief Executive Officer

About this Code

George Weston Limited and its subsidiaries (the Company or Weston) are committed to honesty and integrity in all that we do. This commitment is part of what has made us a trusted company since 1882.

This Code reflects Weston's values and our firm commitment to honesty and integrity. It does not cover required and prohibited behaviours, but does provide fundamental principles and expectations to guide your conduct as a Weston employee.

The Code is supported by specific policies and procedures that set out Company expectations and your obligations in more detail. You can find them on the Company's intranet site, or obtain them from your Manager or Human Resources. If the Company has policies or procedures that apply to your job which are stricter, or more detailed than this Code, then those policies and procedures must be followed. Please also be mindful of the Company's Anti-Fraud Policy, which speaks directly to the issues of fraud prevention and response.

All Weston directors, officers and employees must review, understand and comply with this Code. Employees must also comply with the Company's policies and procedures. Loblaw Companies Limited and Choice Properties Real Estate Investment Trust adhere to their own Codes. If you hire an external company or consultant to do work on Weston's behalf, you must take reasonable steps to ensure they understand and comply with Weston's Code, policies and procedures.

If you have questions, please ask your Manager. Managers are expected to help clarify and apply the Code. They cannot permit or approve violations of any of its provisions.



Integrity Action Line

The Integrity Action Line is an externally managed reporting service available to relay concerns or issues to the Company.

If you suspect a violation of the Code, report it immediately to:

- your Manager;
- Human Resources; or
- the Integrity Action Line (1-800-594-1495).

You may remain anonymous. Weston protects employees who make reports and treats all reports seriously. When appropriate, Weston will consult with and report to external authorities.

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Adding VALUE matters most



At Weston, adding value matters most. Our food processing and retail businesses depend on the millions of people who buy our products and services and shop in our stores every week. That's why we need to do everything possible to ensure our customers have a great experience. Simply put, our customers deserve our best.

> The Weston Way

We do everything with our customers in mind. From delivering high quality corporate advisory services to innovative product development to getting goods on shelves, our top priority is meeting the needs of the customers.

Weston provides our customers with clear, accurate information about our pricing and products through our communication and advertising. All promises and commitments we make to our customers are true, undergo rigorous due diligence and are supported with proper testing and communicated in a clear and understandable manner. We go the extra mile to let our customers know that we appreciate their business.

We are also committed to being a leading North American bakery company focused on exceptional product innovation and quality, exceeding customer expectations and a highly effective cost management operation that drives growth. This is the Weston Way and we have built our reputation on it.

> Product safety

One of Weston's most important responsibilities is to ensure that our products, including packaging, are safe for our customers and their families.

Weston has qualified people dedicated to food safety. The Company conducts regular audits of our own facilities as well as those of our vendors, and continually monitors and improves procedures and practices; however, we all have a role to play to ensure food safety. As a Weston employee, you are required to:

- ensure that you fully understand and follow all applicable food safety procedures – including strict adherence to all timelines; and
- immediately report a food safety issue when you become aware of it. Food safety issues should be raised to your Manager and directed to the Food Safety and Quality Assurance group.

If your job involves food safety, you must seek and participate in all necessary training.



“
Delivering high quality corporate advisory services to our operating businesses is our top priority.
”

Marlon on night shift was loading the mixer with pre-measured ingredients when the bin containing the ingredients broke over the mixer. When he looked at the bin, he noticed a piece of it was missing. He immediately called the right people to stop production so that they could recover the missing pieces and clean the mixer before a fresh production restarted. His quick actions of following procedures to inspect equipment at various stages of production prevented what could have become a major issue including possible damage further down the line. Marlon's watchfulness and dedication to safety exemplifies the good manufacturing practices that we expect from all our employees. This is the Weston Way.





**We RESPECT
each other**

Being a great place to work starts with RESPECT.

The Blue Culture at George Weston Limited cultivates an inclusive and respectful work environment. This includes treating our employees with dignity and fairness, and maintaining a workplace that is free of harassment, discrimination and violence. It also means welcoming employees with different backgrounds and capabilities. This diversity brings us a wealth of experience that makes us a better team.

> Respect in the workplace

Employees are expected to work together and resolve issues in a constructive manner. This includes respecting fellow employees' rights and protecting their confidential information. Weston does not tolerate discrimination, harassment or violence. Our policies against such behaviours extend to inappropriate use of social media, as well as to activities outside of the workplace if there is a connection to Weston. A connection to Weston will be found to exist where the conduct impacts on any employee or where the conduct could reasonably be expected to impact negatively on the Company's legitimate interests, reputation or good name.

Report violence, discrimination or harassment as soon as you become aware of it. It's not only the right thing to do – it's your duty to others and to the Company.



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“Employees are expected to work together and resolve issues in a constructive manner.”



Workplace safety

Weston is committed to making our environment safe for employees. In keeping with that commitment you are expected to:

- comply with the law and the Company's health and safety policies and procedures;
- participate in health and safety training that applies to your job;
- wear and use protective equipment or devices as required by the Company;
- work and act in a way that won't endanger your safety or the safety of your employees; and
- immediately report any workplace accidents, injuries or other safety concerns to your Manager or Human Resources.

Weston welcomes persons with disabilities in a way that respects their dignity and independence. This includes allowing service animals onto our premises.

Safety is not just about procedures and equipment – it's about how we do our jobs every day. We cannot provide excellent service if our judgment and productivity are impaired. That is why Weston maintains an alcohol and drug free environment.

Consumption of alcohol or illegal drugs is prohibited on Company premises, excepting responsible alcohol use at events where Weston has sanctioned alcohol consumption.

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During team meetings, Bryan sometimes tells inappropriate jokes that contain offensive language and sexual references. Jake feels uncomfortable when he hears these jokes and has tried to indicate his displeasure but Bryan has not stopped. In fact, he has recently started to tell Jake jokes in private that contain racial and religious references. Bryan does not feel his behaviour is harmful because his jokes are all in fun, are not directed at anyone and Jake is not a member of the racial or religious groups to whom he refers in his jokes. Jake has several options, including telling Bryan that the jokes are making him uncomfortable, speaking with his Manager or Human Resources or reporting the behaviour to the Integrity Action Line.



BAKER

INTEGRITY
above all



Given our role in the lives of so many North Americans who purchase our products, work, invest and do business with us, it is absolutely essential that employees act with integrity and take personal accountability in all interactions when representing Weston. INTEGRITY is the foundation upon which our Company was built. It continues to be the basis for our strong reputation and our loyal relationships. To protect that legacy – and because we believe it to be right – all Weston employees must conduct themselves in an ethical, lawful and professional manner.

Uphold the law

Weston takes compliance very seriously and expects employees to understand, respect and abide by the law and the Company's policies and procedures.

Weston relies on employees to understand the laws that apply to their work, to participate in training and to help the Company comply with its legal obligations.

If you're unsure what's expected of you, talk with your Manager or Human Resources.

No conflicts of interest

Business decisions must be based on the best interests of the Company, never on possible personal benefit to yourself or other individuals.

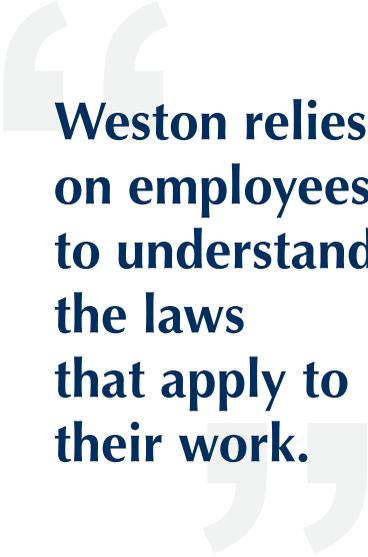
You must avoid conflict of interest situations where your personal interests (or those of your relatives or friends) could interfere with your obligations to Weston. This includes misusing your position in any way for personal gain and being involved in situations which create the appearance of a conflict of interest.

Employees must not accept compensation (in any form) for services performed for the Company from any source other than the Company.

If you have an actual, or potential conflict of interest, you must report it to your Manager or Human Resources and the Legal department.

It could be a conflict of interest for you to:

- perform services for a competitor;
- perform services for a company that does business or wants to do business with Weston;
- have a financial interest in a competitor (although you may hold up to 5% of the publicly traded securities of a Weston competitor);
- have a financial interest in a company that does business or wants to do business with Weston (although you may hold up to 5% of the publicly traded securities of such a company)
- conduct business on Weston's behalf with a relative or friend; or
- engage in a personal relationship with a subordinate.

**Weston relies on employees to understand the laws that apply to their work.**



Improper Personal Benefits

We must never allow personal interests or relationships to influence our ability to make objective business decisions. For this reason, we follow strict rules relating to gifts from persons with whom we do, or may do, business. Any offer, opportunity or gift that could improperly influence professional decision-making is an Improper Personal Benefit. Improper Personal Benefits include goods, services, entertainment, hospitality, cash, cash equivalents, opportunities for which an employee pays less than fair market value or any other benefit. An Improper Personal Benefit is prohibited, whether offered directly to employees, or indirectly through family members or others.

Benefits of a nominal value (less than \$50.00 per time, with a total value of less than \$250.00 per year) are not considered Improper Personal Benefits.

If your job function requires sampling, then limited product samples required for your job function may be accepted and are not an Improper Personal Benefit. However, such samples may not be accepted or kept for personal use or consumption. You may share extra or unnecessary samples generally with other employees if they are perishable, or return them to the provider.

If you receive an unsolicited Improper Personal Benefit that cannot respectfully be returned (e.g. gift baskets received during the year-end holiday season), then you may accept it on behalf of the Company so that it can be raffled, with the proceeds paid to a charity designated by the Company.

Activities for Company Benefit

Infrequently, employees may be offered benefits that are not Improper Personal Benefits because they are primarily for the benefit of the Company. Employees must exercise moderation and good judgment when determining whether such benefits can be accepted. A benefit may only be accepted if it is (i) not a Conflict of Interest or Improper Personal Benefit, as described above and (ii) in the best interests of the Company.

So long as they comply with these criteria, the following benefits may be accepted:

- a presentation, seminar, or conference that has been pre-approved by your Manager, if most of the content is educational or on a business/professional topic directly relevant to your job. A meal provided to participants directly before or afterwards is also permitted; or
- a meal with a customer, or supplier, on a regular business day that has been preapproved by your Manager, if provided while working on a business-related matter and the primary purpose is to discuss business; or
- A local culture, sporting or entertainment event that has been pre-approved by a VP of your functional area (or an EVP if you are a VP or above) where the host is present and business is discussed.

If you have any questions about which benefits are acceptable and which must be refused, speak with your Manager or Human Resources. They can help assess whether a benefit is permitted under this Code. They cannot approve a benefit which is prohibited by this Code.

> Shareholder relations

As one of Canada's largest public companies, our Company is closely followed by both current and prospective shareholders and other market participants.

Weston deals fairly with all stakeholders, including shareholders.

The Company accurately and fairly reports financial and other information to shareholders, other stakeholders and the public.

You are required to refer all shareholder and investment community related queries to Investor Relations (email: investor@weston.ca).

> Fair dealings with government or regulatory officials

Many aspects of our operations are regulated and subject to routine inspections by government and other regulatory authorities.

Because Weston is serious about our compliance obligations and our commitment to integrity, we cooperate with government inspectors and other regulatory authorities, dealing with them in a fair, honest and ethical manner.

It is never appropriate to offer or receive a benefit or gift from a government or regulatory official.

If you are notified of an investigation or request for information by a regulatory authority:

- inform your Manager promptly; and
- check with the Legal department for all non-routine requests before you respond.
- All employees must co-operate fully with Company investigations of suspected wrong-doing, including alleged violations of the Code.

> Dealing with competitors / anti-trust compliance

We are governed by laws that ensure fair competition among companies. All employees must comply with these laws. To better understand these requirements, you must read and abide by our Competition Law Policy and all related guidelines. If you need further clarification, speak to your Manager or contact the Legal department.

“
**Always
protect
the best
interests
of the
Company.**
”



>> External board involvement

The experience and knowledge of Weston employees is well-recognized, leading some organizations to invite our employees to participate as a director. If you wish to accept a board position with any for-profit or not-for-profit external organization, you must:

- Obtain approval from a Senior Vice-President beforehand; and
- withdraw from any such external board discussions that may involve or impact Weston.

>> Respecting information and assets of others

Our brands thrive on innovation – but we have to be careful that what we develop doesn't infringe upon the intellectual property rights of others. Weston respects others' property rights just as we expect them to respect ours. Even an allegation of infringement can be costly and can harm our reputation. Here's what you need to know:

- Do not bring any competitively sensitive data, such as price lists, from prior employers to Weston.
- If you are involved in creating new products, campaigns or other innovations for the Company (including software, business processes or technology), take the necessary steps to be sure that you are not violating others' rights. This includes educating yourself on what is going on in the marketplace.
- Do not respond directly to letters or calls from other parties alleging that their property rights have been violated. Direct them promptly to the Legal department.



Check new product designs, product names, slogans and domain names with the Legal department. That way we can make sure we have the right to use them without any risk to the Company.

>> If leaving the Company

Return all Company property to Weston as soon as your employment ends and remember that obligations continue even after employment with the Company. For instance, you must:

- continue to protect confidential and proprietary information of the Company; and
- honour all post-employment obligations contained in any employment or other agreements you have with the Company. These may include promises not to compete, or to not entice other employees away from the Company. At a minimum, all employees are prohibited from asking Weston employees to leave their employment with Weston for a period of 12 months from the conclusion of their employment with the Company.



Ingrid is in the process of selecting an event company for an upcoming conference. Three companies are competing for the business. During the evaluation period, the account manager for one of the companies invites her to a concert for her favourite band and implies that these opportunities could be made available regularly, if she chooses to do business with them. Ingrid would love to go to the concert but realizes that taking the ticket is against the Company's gift policy and could put this company at an unfair advantage. Ingrid should say no to the concert tickets and should choose the event company that is the best choice for Weston.

Caring for our COMMUNITIES and the environment



At Weston, we aim to be a force for positive change on issues that matter most to our customers, our employees and our businesses. Our commitment to social responsibility, our efforts to minimize negative impacts on the environment and our charitable activities affirm our support of the COMMUNITIES in which we do business.

> Corporate social responsibility

Weston strives to be a leading corporate citizen and supports the corporate social responsibility activities of our operating businesses. These commitments include:

- respecting the environment;
- sourcing with integrity;
- making a positive difference in our community;
- reflecting our nation's diversity; and
- being a great place to work.

When you make decisions in your daily work, bear these in mind. You are encouraged to behave in a manner that advances Weston's proud corporate history.

> Environmental responsibility

Weston and its operating businesses are committed to complying with environmental laws and to reducing our negative impact on the environment. As an employee, you are expected to:

- take part in all environmental training relevant to your job;
- follow all of the Company's policies and procedures regarding environmental sustainability and compliance with environmental legislation; and
- make a report if you suspect that employees are not following the Company's environmental policies or procedures.

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You may remain anonymous. Weston protects employees who make reports and treats all reports seriously. When appropriate, Weston will consult with and report to external authorities.

> Charitable donations

Weston appreciates the generosity of our employees, customers and vendors when we seek support for fundraising efforts. To be sure that our contributions have a strong impact, and to avoid imposing on the goodwill of contributors, Weston makes, and only seeks, donations for Company-designated charities.

It is your choice whether to personally support a Company-sanctioned charity. Weston will not treat employees, customers or vendors negatively for choosing not to support our charitable programs.



Protecting COMPANY INFORMATION and ASSETS



Lisa is a volunteer at her daughter's school. During a recent fundraiser, she was asked to create and print posters. Since the school event was that night, she spent hours of Company time creating the posters and printing the 100 copies that were needed. This conduct is unacceptable because her personal activities impacted her job productivity and she used Company resources inappropriately. Lisa should only use her laptop for limited personal use and should not be using the Company printer to print non-business-related materials.

>> **Company information**

On a daily basis, we are entrusted with confidential Company information that must be treated with care. Disclosure of confidential Company information can seriously harm Weston and others. Generally, “confidential Company information” includes any information that hasn’t been disclosed to the public by the Company, including projects, sales, earnings or other financial results, competitive activities, technology, products, recipes and formulations, business or manufacturing processes, marketing and advertising plans, product launches, forecasting and business plans.

You must only share confidential Company information as follows:

- **Internally**, with employees who have a specific need to know, for appropriate business purposes.
- **Externally**, outside of Weston only if:
 - the other party has signed a non-disclosure agreement in Weston’s form, or as approved by the Legal department; and
 - you have obtained the approval of your Manager and any other appropriate approvals required by Weston’s policies and procedures.

If you are unsure about whether you are dealing with confidential Company information or the appropriate approval required before disclosing it, check with your Manager.

>> **Use of Company assets**

Company assets (for example, inventory, samples, supplies, cash and business records) are to be used only for the benefit of the Company and must always be protected from theft, misuse or damage.

Limited personal use of Company computers, phones and other communication equipment is permitted on an occasional basis, but must not negatively impact your productivity, or interfere with normal business operations.

If you use Company assets for personal purposes, you should have no expectation of privacy. As they are Company assets, Weston has a right to access any information contained on or accessed through them.

>> **Management of Company records**

Records are valuable Company assets and it is very important that we manage them properly.

There are rules that set out how we need to manage and store our records, how long we must retain them, and how we must dispose of them.

It is your obligation to familiarize yourself and comply with the records management policies and procedures that apply to your function.



Protecting the Company's BRANDS and REPUTATION



Brandon is a long-standing and proud employee of the Company. During the summers, he coaches his son's soccer team in the evenings. Brandon is a proud employee and wants to call his team the "Weston Warriors." Unfortunately, Brandon cannot use Company property, including its names and trademarks for any purpose other than the performance of his employment duties without the express permission of the Company.

Weston's reputation and its brands are valuable assets, built up over more than a century, but they can be damaged through carelessness. What you do and say, internally and externally, really matters.

Company intellectual property

To protect the Company's valuable intellectual property, you must:

- only use the Company's intellectual property, including trademarks, for approved business use and then only in accordance with Weston's Brand Guidelines and other applicable Company policies;
- follow applicable Company policies and guidelines to ensure the appropriate agreements are in place with vendors and partners to protect Weston's intellectual property; and
- promptly report any incidents to the Legal department if you believe that Weston's intellectual property is being misappropriated or misused by others.

Anything created as part of your job for Weston is intellectual property belonging to the Company.

Communicating with the media and the public

Weston has specified individuals to manage our important relationships with the media and the public. To help them do their jobs properly:

- do not speak publicly or to the media on behalf of the Company without the approval of Investor Relations and the Legal department. This includes speaking about the Company at public events and trade conferences.
- send any requests for comments or information received from the media to investor@weston.ca

And of course, if you are authorized to speak publicly on behalf of the Company, always provide factual and accurate information.

Social media

Social media is a powerful marketing and communications tool, and a venue for customer service.

Weston wants you to feel engaged and empowered to share information and ideas using social media, but you must do so in a responsible manner. Specifically, employees using social media must:

- use sound judgment and common sense;
- adhere to Weston's values, this Code and all applicable Company policies; and
- where use of social media is permitted, participate in a manner that protects Weston's brands, reputation, goodwill and confidential and proprietary information.



TOTAL SALES IN MILLIONS OF DOLLARS

\$ MILLIONS

1960 BROADENED BASE SALES

\$ 2,600,000,000



FINANCIAL matters

As a publicly traded Company and a respected corporate citizen, Weston must always provide full, true and plain disclosure of its financial results. Accurate and timely accounting and reporting are necessary to make responsible business decisions, and to maintain the trust of our stakeholders.

Integrity of financial reporting

Weston reflects the Company's business transactions accurately, fairly and in a timely manner.

Weston maintains adequate and effective accounting, auditing and business control practices in accordance with industry standards, and complies with accepted accounting rules and controls at all times.

Weston is committed to providing full, true and plain disclosure in accordance with the law.

In keeping with those commitments you are expected to:

- report expenses accurately and honestly;
- only use Company funds for Company purposes; and
- fully co-operate with the internal and external auditors of the Company.

Employees must make accurate entries into corporate books, records, reports, financial statements and public disclosures.

Insider trading

Weston encourages all employees to become shareholders of the Company. However, from time to time, some employees become aware of internal developments or plans which may affect the value of securities before those developments or plans are made public.

To comply with Weston policies and the law you must:

- not use or share undisclosed Company information with others that potentially could be used to decide whether to buy or sell Weston, Loblaw Companies Limited or Choice Properties REIT securities; and
- only trade Weston, Loblaw Companies Limited or Choice Properties REIT securities when you are permitted to do so.

Examples of undisclosed Company information include proposed changes in capital structure, proposed financings, proposed changes in corporate structure such as amalgamations or reorganizations, and proposed acquisitions of other companies.

As a general rule, carefully avoid any trading or disclosure which might be, or appear to be, unfair to the public investors.





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”



Mike is involved in a meeting where non-public information relating to the Company's future profitability is discussed. Mike is usually not privy to this type of information since he is not a senior employee. Because of the type of information he received, Mike must not buy or sell shares without first discussing it with his Manager and the Legal department. The law prohibits Mike from profiting from inside information that is not readily available to all market participants.



Committed to INNOVATION



Weston is committed to continuous improvement and organizational development. We play to win with the best team – thriving and growing in our ever-changing marketplace. To do that, the Company is committed to giving our employees the tools and knowledge that they need to fulfill their roles. We continuously improve our processes to eliminate inefficiencies and waste. We also listen to our employees, giving them appreciation for new insights and the courage to try new things.

Data governance

Weston believes that data is an important asset.

To maintain the integrity of our data, and to make sure that our processes run smoothly, it is essential to make accurate entries into Company systems.

Follow all processes, data policies and standards to ensure that our data is defined and used consistently.

Business process management

Weston offers and supports training in many aspects of our business. You are expected to familiarize yourself with all training that is applicable to your job, as well as general knowledge to enable you to reach your highest potential as a Company employee.

You must follow all processes defined by the Company.

Innovation

Weston is committed to supporting our operating businesses as leaders in innovation.

You are encouraged to recommend ideas and opportunities.

Anything you create for Weston is intellectual property belonging to the Company.

Desmond has to send out a wire payment on behalf of one of the operating companies. One of the fields required him to insert the company bank account that is making the payment. Desmond doesn't have these details and provides his best guess as to the right account to complete the entry. This mistake creates confusion and unnecessary complexity for other Company employees who will have to reconcile this incorrect entry and correct the error.



CONSEQUENCES for Code violations

WESTON
George Weston Limited

Weston is committed to honesty and integrity in all that we do. This commitment is part of what makes us a trusted company and a great place to work.

In keeping with this commitment, all employees must review, understand and comply with this Code, as well as the Company’s policies and procedures, including the Company’s Anti-Fraud Policy. A violation of Weston’s policies or procedures is considered a violation of this Code. Behaviour that is contrary to our Code reflects poorly on the individual and, importantly, on our businesses and the rest of our employees. Weston cannot – and will not – tolerate violations of the Code.

Employees who violate the Code will be subject to disciplinary measures, which may include dismissal and/or other legal actions.



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Interpretation

Responsibility for the interpretation of the Weston Code and granting exceptions to its application rests jointly with the Chairman and Chief Executive Officer and the Executive Vice President & Chief Legal Officer of George Weston Limited.

On a daily basis, we are entrusted with confidential Company information that must be treated with care.



Weston[®]
George Weston Limited



Mixed Sources

Product group from well-managed
forests and other controlled sources

www.fsc.org Cert no. SGS-COC-005437
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