

CODE OF BUSINESS CONDUCT AND ETHICS



B&G FOODS, INC.

**Passion | Food Safety & Quality | Diversity, Equity and Inclusion
Integrity and Accountability | Customer & Consumer Focus
Safety & Health at Work | Collaboration | Empowerment**



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B&G Foods, Inc.

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November 2023

Dear Colleagues:

At B&G Foods we are committed to providing quality foods; together with our predecessors, we have been doing so since the 1800s. Our core values: *passion; food safety and quality; diversity, equity and inclusion; integrity and accountability; customer and consumer focus; safety and health at work; collaboration; and empowerment*, have been critical to our success.

Our Code of Business Conduct and Ethics, referred to as “our Code,” serves as a guide for all directors, officers, employees and representatives of B&G Foods in their daily interactions with our customers, consumers, stockholders, regulatory agencies, supply chain partners and fellow employees. Over the years we have updated our Code to make it more understandable and helpful to you. Among other things, we have included real-world examples to help you apply the Code as you perform your job.

To demonstrate our commitment to our core values, over ten years ago we instituted a formal Compliance & Ethics Program and established a Compliance and Ethics Committee that includes senior members of management to oversee the program, under the guidance of our Chief Compliance Officer. Together, our Chief Compliance Officer and the Committee provide leadership and guidance in the area of ethical business conduct. They also ensure that you receive the necessary training to do your job in a way that is consistent with our Code.

I expect all directors, officers, employees and representatives of B&G Foods, including myself, our executive leadership team, and each of you, to do the right thing. Nothing is more important to the future success of B&G Foods than our commitment to our core values. If you have any questions about our core values and how they impact your daily job, I urge you to contact our Chief Compliance Officer or any member of the Compliance and Ethics Committee. If you wish to raise a concern anonymously, please do not hesitate to contact our ethics hotline, which is described in more detail in the Code.

Thank you for being part of the B&G Foods family and for your pledge to uphold our core values.

Sincerely,

Casey Keller
President and Chief Executive Officer

“This Code of Business Conduct and Ethics documents our core values. The Code, however, is not an end product. No matter what your role with B&G Foods, please use this Code as a guide. We have a responsibility to bring this document to life through our decisions and actions. Each of us, acting individually and collectively, can make a difference. There is an opportunity in every decision we make to do the right thing.”

— **Scott Lerner**

Executive Vice President, General Counsel,
Secretary and Chief Compliance Officer

OUR CORE VALUES

Passion

- We love food and bringing our family of brands to you and your family.
- We pursue excellence in everything we do.
- We are energized by new challenges.

Integrity and Accountability

- We are ethical, honest and transparent.
- We hold ourselves accountable for our decisions and actions.
- We believe in being a good corporate citizen, and we do the right thing because we care.

Customer and Consumer Focus

- We strive to consistently exceed our customers' and consumers' expectations.
- We proactively seek customer and consumer insights.
- We deliver what we promise.

Safety and Health at Work

- We are committed to ensuring the health and safety of our employees and expect the same from our supply chain partners.
- We are committed to preventing accidents, injuries and illnesses related to the workplace.

Food Safety and Quality

- We make food safety our number one priority.
- We are committed to providing great tasting, high quality and safe foods to you and your family.

Diversity, Equity and Inclusion

- We embrace diversity and value the similarities and differences of our employees.
- We leverage diverse backgrounds and perspectives to achieve outstanding results.
- We are committed to fostering an equitable and inclusive work environment where all employees have the opportunity to share their ideas, grow with our company, and realize their full potential.

Collaboration

- We believe in team first, individuals second
- We believe in timely and personal communication.
- We support each other professionally and personally without being asked.
- We leverage diverse backgrounds and perspectives to achieve outstanding results.

Empowerment

- We enable and encourage our employees to grow, excel and realize their full potential.
- We strive to hire people more talented than we are.
- We empower our people to make the decisions needed today, and prepare them for even bigger decisions they will make in the future.





COMPLYING With the Code

What is Expected of Everyone?

COMPLY WITH THE LAW, BOTH IN LETTER AND SPIRIT

All directors, officers and employees must respect and obey the laws of the cities, states and countries in which we operate.

Legal issues can be complex. No director, officer or employee is expected to know the details of every applicable law and regulation, but you are expected to know enough about laws and regulations to determine when to seek advice.

This Code does not summarize every law or regulation applicable to our Company. To help us comply with the law, the Company has prepared additional policies and guidelines and holds periodic training sessions. For more information about specific issues, please consult the Company's Legal Department and company policies.

UPHOLD THIS CODE OF BUSINESS CONDUCT AND ETHICS

Each of us is expected to uphold this Code of Business Conduct and Ethics. The Code applies to all directors, officers, employees and representatives of B&G Foods.

B&G Foods expects all of you to read and understand the Code and to use good judgment to avoid even the appearance of improper behavior.

All new employees must sign an acknowledgement confirming that they have read the Code and agree to abide by its provisions. Periodically, all employees are required to renew this acknowledgement and disclose any conflicts of interest. Failure to read the Code or sign the acknowledgement does not excuse an employee from compliance with the Code.

Violations of the Code may result in disciplinary action, up to and including termination.





CONSIDER YOUR ACTIONS AND ASK FOR GUIDANCE

In complying with the Code, use the following basic questions as a guide. If ever in doubt about a decision or action, ask yourself:

- Is it inconsistent with the Code?
- Do I believe that what I am doing or being asked to do may be illegal or unethical?
- Could someone's health or safety be endangered by the action?
- Will it reflect poorly on the Company and me?
- Would I be unwilling or embarrassed to tell my family, friends or co-workers?
- Would I be embarrassed to read about it in a newspaper or on the Internet?

If the answer to any of these questions is "Yes," then don't do it.

If you are still uncertain, ask for guidance. Your options for seeking advice are explained in the section titled "Speak Up and Be Heard."



Question or concern?

E-mail compliance@bgfoods.com
or to remain anonymous, contact EthicsPoint
at www.BGethics.com or 1.866.294.4079 (U.S./Canada)
or go to www.BGethics.com for international phone numbers



What is Expected of Managers?

SET THE “TONE AT THE TOP”

At all times, managers should model conduct that promotes a culture of compliance and ethics. As a manager, you should:

- Ensure that those you supervise understand their responsibilities under the Code and other Company policies.
- Take opportunities to discuss the Code and reinforce the importance of ethics and compliance with employees.
- Create an environment where employees feel comfortable raising concerns.
- Consider conduct in relation to the Code and other Company policies when evaluating employees.
- Never encourage or direct employees to achieve business results at the expense of ethical conduct or compliance with the Code or the law.
- Always take action to stop violations of the Code or the law by those you supervise.





RESPOND TO QUESTIONS AND CONCERNS

As a manager, if you are approached with a question or concern related to the Code, handle the matter seriously and professionally.

- Meet the employee in a private location, such as an office or conference room, so you can both speak freely and in confidence.
- Listen carefully and give the employee your complete attention.
- Keep an open mind; avoid the natural tendency to “defend” the Company or individuals involved.
- Ask for clarification and additional information through open-ended questions, to be sure you hear and fully understand their concern.
- Answer questions if you can, but do not feel that you must give an immediate response. Seek help if you need it.
- Assure the employee that the Company takes reports of misconduct very seriously and that appropriate people will investigate.
- Remind the employee to keep the matter confidential and to take no further action themselves so a proper investigation can be performed.
- Thank the employee for raising the concern, recognizing that it may have been difficult to do so.
- Immediately notify the appropriate people (Human Resources, Compliance and Ethics Committee or Legal Department) about the report to obtain guidance and assistance with next steps.

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SPEAK UP and Be Heard

Raising Compliance and Ethics Concerns

When we raise compliance and ethics concerns, we protect B&G Foods, our employees and our other stakeholders. If you have a concern about compliance with any B&G Foods policy, you have a responsibility to raise that concern.

If you find yourself thinking any of these thoughts or hear them expressed by supervisors or co-workers, take a minute to consider the situation. You, your supervisor or co-worker may be heading toward an unethical and possibly illegal decision.

PAY ATTENTION TO RED FLAGS

“We’ve always done it that way.”

“Nobody will notice.”

“Everyone in the industry does it.”

“We won’t make our sales numbers if we don’t bend the rules this one time.”

“The regulations aren’t fair so why should we comply?”

“It’s not my department. Someone else will catch it and report it.”

“We won’t get the product shipped on time if we don’t cut corners.”

“We can’t compete if we follow the law and our competitors don’t.”

“That’s just the way things are done in that country.”

“Nothing’s going to go wrong.”

“We’ll fix that later.”



RAISE CONCERNS EARLY

The longer we wait to address a concern, the worse it may become. Raising a concern early gives the Company an opportunity to deal with the issue and correct it, ideally before it becomes a violation of the Code or law or a risk to health, safety, security or the Company's reputation.

RAISE CONCERNS HONESTLY

The Company will protect any employee who raises a concern honestly and in good faith. However, it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a Code investigation. Honest reporting does not mean that you have to be right when you raise a concern; you just have to believe that the information you are providing is accurate.

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To Whom Should Concerns Be Raised?

The Code provides guidelines for many situations that you may encounter but it cannot address every situation. The Company provides several ways for you to seek help when you need it.

POINTS OF CONTACT

When you need help, you may contact any of the following:

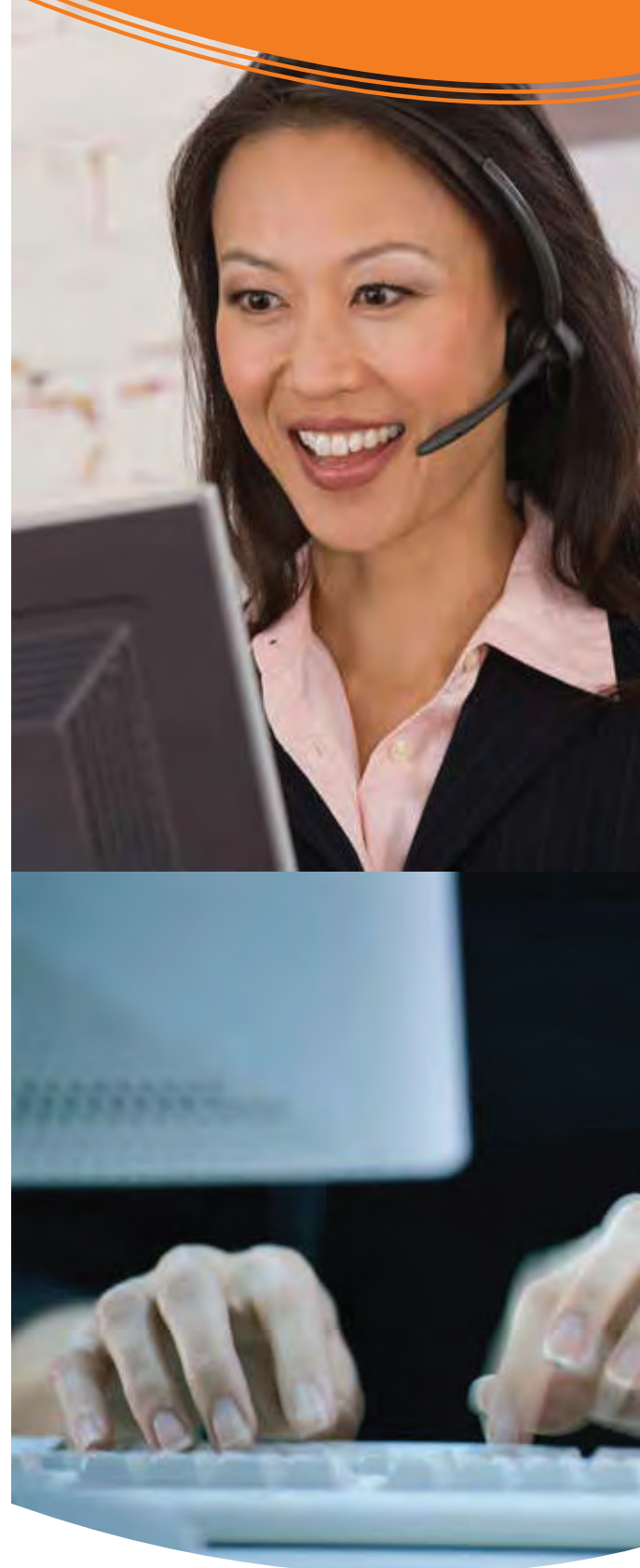
- Your supervisor or your local management.
- The head of your department or location.
- Your local Human Resources Department.
- The Corporate Human Resources Department in Parsippany.
- The Legal Department.
- Any member of the Compliance and Ethics Committee.
- EthicsPoint, described below.

ETHICSPPOINT

You may raise concerns or report perceived violations of the Code anonymously through EthicsPoint. To raise a concern or file a report via EthicsPoint, use any of these methods:

- Go to www.ethicspoint.com and select the "Make a Report" link at the top of the web page
- Go to www.BGethics.com and select the "EthicsPoint" link, then select "Make a Report"
- From the U.S. or Canada, call 1.866.294.4079 (toll free)
- From other countries, go to www.BGethics.com for international phone numbers

After you complete your report, EthicsPoint will assign you a unique code, called a "report key," and a password. Write these down and keep them in a safe place. We encourage you to return to the EthicsPoint web site within 7 days of filing a report. Log in using your report key and password to receive updates or requests for more information about the investigation.



ACCOUNTING COMPLAINTS

If you have concerns or complaints about questionable accounting or auditing matters, you are encouraged to report the issue through the above contacts. In the alternative, you may contact the Audit Committee of our Board of Directors. To make a confidential and anonymous submission directly to the Audit Committee, you should send a written summary of your concern in a sealed envelope to the following address: B&G Foods, Inc., Attention: Chair of Audit Committee, 4 Gatehall Drive, Parsippany, NJ 07054. The mailing envelope must contain a clear notation indicating "To Be Opened Only by Audit Committee." The Chief Compliance Officer will forward any such envelopes received promptly and unopened to the Audit Committee Chair.

ANONYMITY & CONFIDENTIALITY

When you make a report through EthicsPoint or directly to the Compliance and Ethics Committee or Audit Committee, you may choose to remain anonymous. However, you are encouraged to identify yourself to facilitate communication. Investigators will take every reasonable precaution to keep your identity confidential, except where disclosure is required to conduct a thorough and fair investigation.

To help maintain confidentiality, avoid discussing the issue or investigation with other employees. Confidentiality issues may prevent the Company from informing you of the outcome of an investigation.



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What Happens After a Concern is Raised?

INVESTIGATIONS

The Company takes all reports of possible misconduct seriously. We will investigate the matter thoroughly, determine whether the Code or the law has been violated, and take appropriate corrective action.

Employees who are being investigated for a potential Code violation will have an opportunity to be heard prior to any final determination. The Company follows local grievance procedures in locations where grievance procedures apply.

If you become involved in a Code investigation, cooperate fully and answer all questions completely and honestly.

RETALIATION IS PROHIBITED

The Company values the help of employees who, in good faith, identify potential problems. Any retaliation against an employee who raises an issue violates the Code. Retaliation is grounds for discipline up to and including termination.

If someone you work with has raised a concern or provided information in an investigation, continue to treat that person with courtesy and respect. If you believe someone has retaliated against you or anyone else, please report the matter to the Compliance and Ethics Committee or use EthicsPoint.





Questions & Answers

REPORTING MISCONDUCT

Q: I believe I have observed an ethics and compliance issue. Do I have to talk to my supervisor about it before I contact EthicsPoint or some other resource?

A: No. Although you are encouraged to talk first to your supervisor about most work-related issues, you may report the issue to any of the points of contact provided by our Company, including EthicsPoint, Human Resources, the Compliance and Ethics Committee, or the Legal Department.

Q: I think there is an irregularity with a procedure in my department but I am not completely certain I am right. Do I need to wait until I'm 100% sure to report the problem?

A: No. If you believe or suspect, in good faith, that there is a potential problem you should speak to your supervisor or any of the other points of contact provided by our Company. It is better to report an issue and learn that there is no problem than to ignore an issue that could cause future problems.

Q: I've been informed that someone made a report against me. What will happen to me now?

A: The Company will fully investigate the report to determine whether any action must be taken. You will have a chance to be heard before any final decision is made. If the investigation determines that a violation has occurred, disciplinary action that fits the nature and circumstances of your situation may be taken. Our goal is constructive discipline, and each case is considered individually. Discipline may consist of a warning or an oral or written reprimand. Violations of a more serious nature may result in suspension, loss of pay or even termination of employment. Notation of the final decision, and a copy of any letter of reprimand, will be placed in your personnel file.

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OUR

Accountability to the Company

Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes, or even appears to interfere, with the interests of the Company. All directors, officers and employees of the Company should avoid situations that may cause a conflict of interest.

Examples of situations that can cause a conflict include:

- You, your friend or a family member receives personal benefits as a result of your position in the Company.
- You or a close relative perform work for a competitor, customer or supplier.
- You use company time or assets for personal use or outside activities.
- You contract with or supervise a vendor or supplier managed by a relative or friend.
- You supervise a close relative.
- You use Company assets to lend money or guarantee obligations for yourself or a family member.
- You or a close relative have outside investments or interests that compromise your ability to perform your job and make objective, effective decisions.

Conflicts of interest are not always clear-cut; if you have a question, consult with higher levels of management, the Compliance and Ethics Committee or the Company’s Legal Department. Any director, officer or employee who becomes aware of a conflict or potential conflict should bring it to the attention of your supervisor, your local Human Resources Department the Compliance and Ethics Committee or the Legal Department.



OUTSIDE EMPLOYMENT AND AFFILIATIONS

In general, you may be employed outside of B&G Foods, as long as the employment does not interfere with your ability to do your job with the Company. Local employment policies and contracts may impose additional restrictions.

EMPLOYMENT AND AFFILIATIONS WITH COMPETITORS, CUSTOMERS AND SUPPLIERS

You may not be employed by, provide services for, or receive payment from any competitor, customer or supplier without prior approval from the Legal Department or the Compliance and Ethics Committee. This includes serving as a consultant or board member. You must renew any approval annually.

The best course of action is to avoid any direct or indirect business connection with our competitors, customers and suppliers, except on our behalf.

OUTSIDE SERVICE AS BOARD MEMBER OR DIRECTOR

Occasionally, a director, officer or employee may be asked to serve on the board of directors of another organization. This can raise a conflict of interest or even a legal issue. Before accepting a position as a board member (including at non-profit organizations), officers and employees should always get prior approval from the Human Resources Department, who will consult with the Legal Department and/or Compliance and Ethics Committee. Directors should always get prior approval from the Legal Department.





EMPLOYMENT AND AFFILIATIONS OF CLOSE RELATIVES

If you learn that a close relative works or performs services for any competitor, customer or supplier, tell your supervisor, local Human Resources Department and Legal Department. They will work with you and the Chief Compliance Officer to determine if any action is required.

In general, a close relative should not have any business dealings with you, with anyone working in your business department, or with anyone who reports to you. Exceptions require the prior approval of management and the Chief Compliance Officer.

You must also be careful not to disclose any confidential information to any relative.

OUTSIDE INVESTMENTS

Your investment, or that of a close relative, in a competitor, supplier or customer's business can cause an actual or apparent conflict of interest. Any "substantial" interest in these entities requires the prior approval of the Legal Department.

A "substantial" interest means any economic interest that might influence or appear to influence your judgment. Generally, this means an investment that is more than 1% of the value of the outstanding equity securities of a public company, or an interest worth more than \$25,000 in a privately-owned company.

Unless you have prior approval from the Legal Department:

- Never make a substantial interest investment in a supplier if you have any involvement in selecting, assessing, or negotiating terms with the supplier, or if you supervise anyone with that responsibility.
- Never make a substantial interest investment in a customer if you are responsible for dealings with that customer or supervise anyone with that responsibility.

You must renew any approval for outside investments annually.



Questions & Answers

INVESTMENTS

Q: Can I invest in a mutual fund that may own securities of customers, suppliers and competitors?

A: Yes. The restrictions on investments do not apply to mutual funds or similar investments in which the employee does not have direct control over the particular companies included in the fund.

CONFLICTS OF INTEREST – RELATIVES

Q: We need a new supplier of labels. We could save the Company a lot of time and effort by selecting my brother's firm because I know he can be trusted to do the job right. How can I make this happen?

A: Simply selecting a firm because you trust your brother is not a sound business practice and violates our procurement policies. However, your brother's firm can be considered for the job, as long as you disclose your relationship to the Compliance and Ethics Committee, and remove yourself (and anyone who reports to you) from the selection process. This ensures an objective process that allows your brother's company to compete for the business with other qualified suppliers.



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Gifts, Meals and Entertainment

Business entertainment and gifts can help to create good will and sound working relationships. However, they should not be used to gain unfair advantage. Exchanging gifts, meals or entertainment, or any favor with customers or suppliers can compromise, or appear to compromise, your ability to make objective business decisions.

Gifts and entertainment may be offered, given, provided or accepted if they:

- Do not violate any laws, regulations or our Code.
- Are consistent with customary business practices and there is an appropriate business reason for the exchange.
- Are not excessive in value.
- Are exchanged free of actual or implied promises to do something.
- Cannot be construed as a bribe or payoff.
- Are not a cash gift or a cash-equivalent, such as a gift card or gift certificate.

Our guidelines on gifts and entertainment apply to employees as well as their close relatives. If you are not certain whether a gift or proposed gift is appropriate, speak to your supervisor.





Questions & Answers

ATTENDING PAID EVENTS

Q: A supplier has invited me to attend a professional sporting event with him. May I attend?

A: The most important consideration when deciding whether to accept a gift of paid entertainment is whether receiving it could compromise, or appear to compromise, the business relationship or your ability to make objective business decisions.

In general:

- There must be an appropriate business reason for you to attend the event. For example, if the giver attends the event with you, the assumption is that business will be discussed.
- The value of the ticket to the event is relevant. Occasional, unsolicited tickets to regular season sporting events are acceptable. Playoffs, quarterfinals and semifinals require more scrutiny, and tickets to finals or championship events (e.g., the World Cup, Super Bowl and Olympics) are in many cases considered excessive.
- "Premium events" or any event involving travel or overnight stays must be approved in advance by an Executive Officer. If there is a valid business reason for your attendance, our Company may choose to pay your expenses to attend.

REFUSING A GIFT

Q: A supplier sent me a gift that I believe is excessive in value and therefore inappropriate for me to accept. What should I do?

A: You should send the supplier a polite and professional note explaining our gift policy and return the gift. In the case of perishable items, such as a fruit basket, you may keep the gift and share it with other B&G Foods employees.

SPECIAL DISCOUNTS

Q: A supplier just offered me a 15% personal discount. Is this appropriate?

A: You may not accept personal discounts from a customer or supplier unless the discount is offered to a large group of employees as part of an agreement between the Company and the customer or supplier.

"ADULT" ENTERTAINMENT

Q: An important customer of our Company has requested that we go to dinner at a local club that provides "adult" entertainment. Can I comply with his request?

A: No. It is a violation of our Code to participate in any entertainment that is unsavory, sexually-oriented or otherwise violates our commitment to mutual respect. You may not conduct any business entertainment in any venue that could embarrass the Company.

"QUID PRO QUO" GIFTS

Q: A supplier's sales representative offered me a cleverly designed pen, but he was clear that I could keep it only if I promised to help him make his case to the rest of the procurement team. The pen is probably worth less than \$100. May I accept it?

A: No, because there is a "quid pro quo," an expression meaning "something for something." Even though this may seem like a small matter, it is a violation of our Code to accept a gift that is given in exchange for doing, or promising to do, anything.

USE OF PERSONAL MONEY

Q: I want to buy a customer a gift. Can I use my own money to pay for the gift if the cost exceeds company limits?

A: When conducting company business, you cannot use your own money to do anything that is not allowed under company policy.



Business and Financial Records

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company's books, records, accounts and financial statements must:

- Be maintained in reasonable detail.
- Appropriately reflect the Company's transactions.
- Conform to applicable legal requirements as well as to our system of internal controls.

Remember, you may raise concerns about accounting or auditing matters to EthicsPoint or directly to the Audit Committee. You may make reports anonymously.

OUR ACCOUNTING STANDARDS

All employees of B&G Foods must:

- Comply with all laws, external accounting requirements and company procedures for reporting financial and other business information.
- Never deliberately make a false or misleading entry in a report or record.
- Never establish an unrecorded fund for any purpose.
- Never alter or destroy company records unless authorized by established policies and procedures.
- Never sell, transfer or dispose of company assets without proper documentation and authorization.
- Cooperate with our internal or external auditors and take no action that would mislead them.
- Contact the Accounting Department if you have questions about proper recording of financial transactions.

Senior financial officers and other managers responsible for accounting disclosure of financial information have a special duty to ensure that these standards are met.

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OUR OBLIGATIONS AS A PUBLIC COMPANY

As a public company, the Company's filings with the Securities and Exchange Commission must contain full, fair, accurate, timely and understandable disclosure. You may be asked to provide necessary information to assure that the Company's public reports meet these requirements.

We expect employees to take this responsibility very seriously and to provide prompt accurate answers to inquiries related to the Company's public disclosure requirements.

EXPENSE ACCOUNTS

Business expense accounts must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller. You may obtain a copy of our expense policy from the Accounting Department.

BUSINESS RECORDS

Business records include all documented information, regardless of physical form or storage media, that provide objective evidence of the Company's transactions, events, activities, results or communications.

We retain or destroy records according to the Company's record retention policies.

We manage our business records with particular care in situations where investigations or litigation are pending or likely to occur. Destruction of records to avoid disclosure in legal proceedings or an investigation may be a criminal offense. Always consult the Legal Department in the event of litigation or an investigation. Business records and communications often become public and may be taken out of context. We should avoid foul language, exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies in all business records, including e-mail, internal memos and formal reports.



Questions & Answers

INVOICES

Q: A customer has asked me to delete a marketing allowance from an invoice so the invoice will show a higher price than what was actually paid. The customer says he will refuse to do business with B&G Foods unless I agree to make this change. What should I do?

A: You should refuse to alter the invoice. Doing so would violate our Code and possibly the law or contractual requirements. Losing a customer with questionable ethics is much better than compromising the integrity of B&G Foods.

REVENUE RECOGNITION

Q: My boss is concerned that we may not hit our quarterly sales target. We expect a certain customer to order 100,000 cases early next quarter. My boss asked me to ship this product to a storage facility so that we can record the sale in the current quarter, then re-direct the shipment to the customer next quarter when the order is placed. Should I do this?

A: No. Recording a sale in anticipation of a customer order would be improperly recognizing revenue, which is not in accordance with U.S. GAAP and could be seen as fraud. We all have the obligation to ensure that our financial reports are fair and accurate.

EXPENSE RECOGNITION

Q: A bunch of invoices just landed on my desk. It's a few days before the end of the quarter; is it OK to delay sending these to the Accounting Department until after the start of next quarter?

A: No. You should send them to accounting as soon as you receive them. Delaying the recognition of our liabilities is not in accordance with U.S. GAAP and may be considered fraud. It might mislead investors by giving them the impression that we earned more money in a particular quarter than we actually did.

RECORD RETENTION

Q: I came across three cartons of old files in the back of our storeroom. No one has missed them so far, so can I just throw them away?

A: No. These boxes contain business records that must be destroyed or retained according to company policies and the law. The boxes should be carefully reviewed before making a decision about their disposition.

Question or concern?

E-mail compliance@bgfoods.com
or to remain anonymous, contact EthicsPoint
at www.BGethics.com or 1.866.294.4079 (U.S./Canada)
or go to www.BGethics.com for international phone numbers



Protecting Company Assets

All employees should make an effort to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste directly impact the Company's profitability. You should immediately report any suspected incident of fraud or theft.

COMPANY EQUIPMENT

We use Company equipment only for company business. Incidental personal use of company equipment, such as computers, may be permitted if it is allowed by local policy and does not interfere with your job responsibilities.

Certain personal use of company equipment is strictly prohibited, including:

- Viewing, obtaining or distributing pornography or other sexually related material.
- Engaging in another business.
- Engaging in a crime.
- Downloading copyrighted software without a license.

Employees have no right of personal privacy with respect to personal use of company computers or other equipment.

COMPANY TIME

To be successful, all employees must make the best use of their time and that of co-workers. You are expected to fulfill your job responsibilities and devote the necessary time to your work, while pursuing your individual work goals.

If you are required to report the hours you work, do so truthfully and accurately.

CORPORATE OPPORTUNITIES

Employees owe a duty to the Company to advance its legitimate interests when the opportunity arises.

- You may not take for yourself personally an opportunity that is discovered through the use of corporate property, information or position. This is permissible only with the specific consent of the Board of Directors or the Compliance and Ethics Committee.
- You may not use corporate property, information or position for improper personal gain.
- You may not compete with the Company directly or indirectly.





Questions & Answers

PERSONAL USE OF COMPANY COMPUTERS AND EQUIPMENT

Q: Is it OK if I use a company computer to look for something on the Internet that is not work related?

A: Yes. Occasional, incidental personal use of company equipment like a computer is OK if it does not violate company or local policy and does not interfere with your job responsibilities. Check with your supervisor if you have questions about personal use of company equipment.

Q: I'm in the process of buying a new house. The mortgage company needs copies of my recent pay stubs by 4 p.m. today. I can't get there in person because of my work commitments. Is it OK to use the office fax machine to fax the pay stubs?

A: Yes. B&G Foods recognizes that employees sometimes need to handle personal matters while at work, and this may involve occasional, limited personal use of company telephones, fax machines, copiers and computers. This is allowed as long as the privilege is not abused. Abuse of this privilege can lead to disciplinary action up to and including termination.



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Protecting Company Information

Employees have a responsibility to protect the Company's information and to use it only for company business.

CONFIDENTIAL AND PROPRIETARY INFORMATION

Confidential information includes all non-public information that might be useful to competitors, or harmful to the Company or its customers or suppliers, if disclosed.

Examples of the Company's confidential and proprietary information include:

- Unpublished financial data and reports.
- Formulas.
- Sales, marketing and other corporate databases.
- Sales and marketing strategies and plans.
- Personnel records.
- Engineering, research and technical data.
- Proposals.
- New product development.
- Intellectual property such as trade secrets, patents, trademarks, and copyrights.

Unauthorized use or distribution of this information violates company policy. It may also be illegal and result in civil or even criminal penalties.

You must not disclose confidential information entrusted to you by the Company or our customers and suppliers, unless disclosure is authorized by the Legal Department or required by laws or regulations. If you believe you have a legal obligation to disclose confidential information, please consult the Legal Department.

The obligation to preserve confidential information continues even after employment ends.

PRIVACY

B&G Foods respects the privacy of its employees, business partners, customers and consumers. We have a responsibility to handle all personal data responsibly. Employees who handle the personal data of others must:

- Act in accordance with applicable law or with any applicable contractual obligations.
- Collect, use and process such information only for legitimate business purposes.
- Limit access to those who need the information for a legitimate business purpose.
- Take care to prevent unauthorized disclosure.

If you have no business reason to access private information, do not seek it. If you have legitimate access to private information, take steps to protect against its unauthorized release or use.

UNSOLICITED IDEAS

Third parties sometimes approach employees of B&G Foods with ideas or suggestions. These ideas can involve products, packaging, flavors, ingredients, promotions, advertising, business methods and other topics.

Unfortunately, if these "unsolicited ideas" are not properly handled, our Company risks liability. Do not accept, or in any way encourage, offers of unsolicited ideas. If you are approached about an unsolicited idea, immediately notify the Legal Department.

This important rule does not generally apply to agencies or consultants working to help promote our products. These entities may provide unsolicited feedback, suggestions, or comments in the course of their work, or may solicit feedback from consumers on our behalf.

If you are unsure about how to proceed with an unsolicited idea, seek advice from the Legal Department.

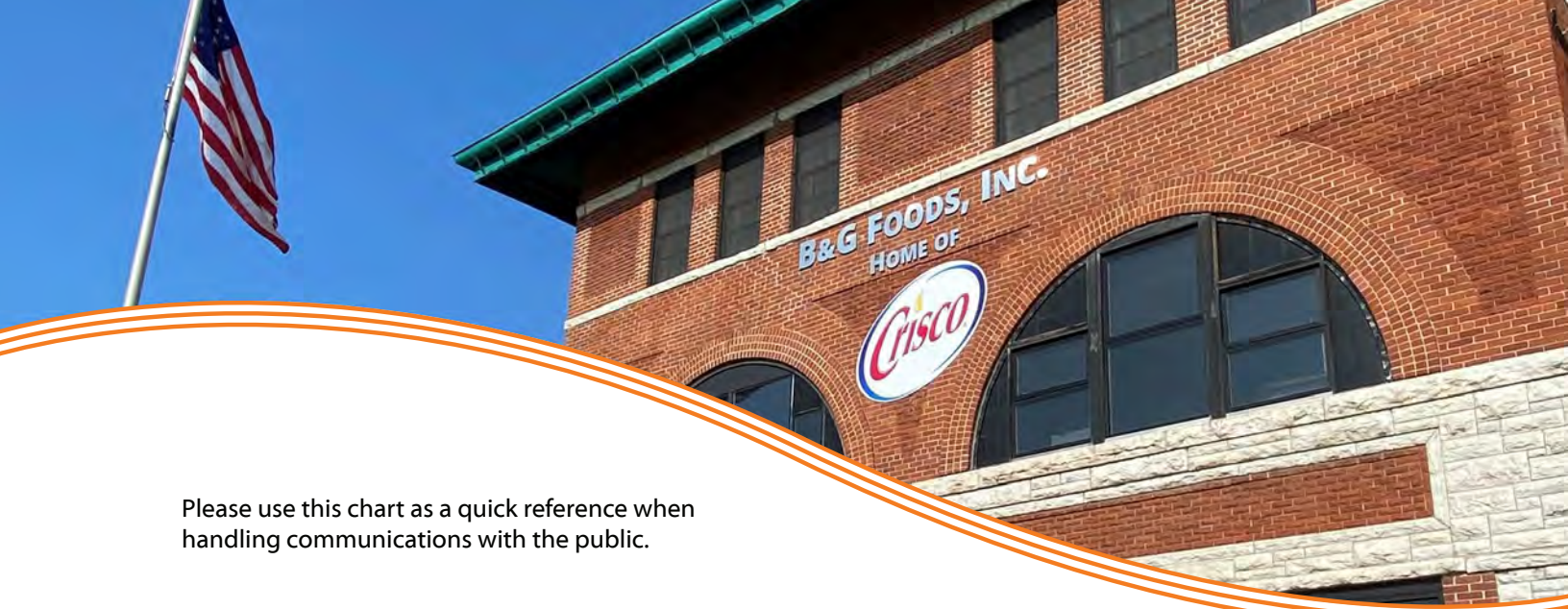


COMMUNICATIONS WITH THE PUBLIC

We want our Company's communications to be accurate and consistent. To ensure this, only those authorized to speak on the Company's behalf may communicate with the media, investors, and the public. We take particular care to coordinate our responses to inquiries about matters that might substantially affect B&G Foods' public reputation. As a public company, we also have an obligation to ensure that all communications are made in compliance with applicable legal requirements, including the rules and regulations of the SEC and the New York Stock Exchange.

Also remember that, absent prior approval, you are not authorized to speak on behalf of B&G Foods when presenting your personal views at community, professional or cultural functions, or on the Internet.





Please use this chart as a quick reference when handling communications with the public.

IF THE MATTER INVOLVES...	...THEN REFER IT TO:
Contact with news media and inquiries about community relations	Our Chief Executive Officer, Chief Financial Officer, the Legal Department, or any outside public relations firm hired by B&G Foods
Communications related to B&G Foods’ financial performance and all contacts with investors and the financial community	Our Chief Executive Officer, Chief Financial Officer, the Legal Department, or any outside investor relations firm hired by B&G Foods
Inquiries from lawyers and federal and state legislative bodies and regulatory agencies. Subpoenas, court orders and criminal inquiries. Interactions with law enforcement on security matters, including emergency response.	The Legal Department
Programs and services regarding current and former employees, including employment verification.	The Human Resources Department

Question or concern?

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Questions & Answers

PROTECTING PRIVATE INFORMATION

Q: A friend is starting a business and asked me for a list of contact information for consumers that participate on our websites. The business does not compete with B&G Foods. Can I provide this information?

A: No. Regardless of whether this new business competes with ours, our consumers' information is private and we have an obligation to protect it.

PRESS INQUIRIES

Q: Yesterday while leaving the plant, I was stopped by a reporter and asked about some recent B&G Foods news. What should I do if this happens again?

A: Tell the reporter that you cannot speak on behalf of the Company and refer him or her to the appropriate person or department. The Company does not do this to limit your ability to express an opinion. However, anything you say – positive or negative – could be reported as an official response from B&G Foods and may be at odds with the best interests of the Company and our employees.





Insider Trading

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business. All non-public information about the Company should be considered confidential information. To use “material,” non-public information for personal financial benefit or to “tip” others who might make an investment decision on the basis of this information is not only unethical but also illegal.

Information is “material” if a reasonable investor would consider the information important in making a decision to buy or sell the Company’s stock. Material information includes financial results, business acquisitions or sales, senior management changes, government investigations, changes in significant customers, and product recalls.

The Company has implemented trading restrictions to reduce the risk, or appearance, of insider trading. Refer to the Company’s Insider Trading Policy or contact the Legal Department if you have any questions about insider trading or if you are unsure what is considered “material” non-public information.

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Questions & Answers

FAMILY AND FRIENDS

Q: My family and friends sometimes ask me about B&G Foods and whether they should invest in the Company. Usually I tell them what I know about our business. Is this a problem?

A: It could be. If a relative or friend buys or sells stock based on material non-public information or non-public “tips” that you provide, you could both be liable for violation of securities laws. You may recommend B&G Foods securities to your friends and family, as long as you do not provide material non-public information or make recommendations based on non-public information. Remember that it is sometimes difficult to separate non-public information from public information.

PENDING ACQUISITIONS

Q: I overheard an employee saying that B&G Foods is planning to acquire another large company. Can I buy or sell B&G Foods shares or shares of the other company?

A: No. The fact that you were not specifically given this information to do your job doesn’t matter. The prohibition against trading applies to any information you obtain — regardless of how you obtained it.

TIMING OF PURCHASE DECISIONS

Q: If I was already planning to make a trade before I became aware of material non-public information, may I still complete the transaction?

A: No. A person who trades in company stock while aware of material nonpublic information may be deemed to have traded on the basis of that information, even though the inside information was not a significant factor in his or her trading decision.



OUR ACCOUNTABILITY to Each Other

Discrimination and Harassment

B&G Foods strives to maintain a professional environment that respects the personal dignity and individual worth of every person. We value the similarities and differences of our employees, and believe their diversity builds a stronger organization.

EQUAL EMPLOYMENT OPPORTUNITY

We provide equal employment opportunities for all applicants and employees without regard to race, color, religion, national origin, gender, age, disability, marital status, sexual orientation or veteran's status.

We comply with all applicable human rights and employment laws.

We do not discriminate in any aspect of employment, including recruiting, hiring, compensation, promotions, reductions in force and terminations.

HARASSMENT-FREE WORK ENVIRONMENT

We do not tolerate any form of harassment on the basis of race, color, religion, national origin, gender, age, disability, marital status, sexual orientation or veteran's status. Our zero-tolerance policy extends to all directors, officers and employees, as well as to our business relations such as suppliers, contractors, consultants and customers.

- Harassment is any verbal, physical or visual behavior that creates an offensive, hostile or intimidating environment.
- Sexual harassment can include sexual advances, request for sexual favors, unwanted physical contact or repeated unwelcome sexual suggestions.
- Other prohibited conduct includes: offensive racial, ethnic, religious, age-related or sexual jokes or insults; distributing or displaying offensive pictures or cartoons; and using voicemail, e-mail or other electronic devices to transmit derogatory or discriminatory information.

If you believe you are being harassed, or have witnessed harassment of a colleague, report this through one of our Company's contact points. We recognize the sensitive nature of these claims and will work to ensure confidentiality to protect all involved.





Questions & Answers

UNCOMFORTABLE OR SUGGESTIVE COMMENTS

Q: A co-worker makes repeated comments about my personal appearance. These comments make me very uncomfortable. The person has ignored my requests to stop these comments. What should I do?

A: Report your co-worker's behavior to your supervisor or to the Human Resources Department. If you are uncomfortable with this approach, file a report through EthicsPoint.



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Health and Safety

The Company strives to provide each employee with a safe and healthful work environment.

Each of us contributes to this goal by following safety and health rules and practices, and by reporting accidents, injuries and unsafe equipment, practices or conditions.

VIOLENCE

To preserve employee safety and security, weapons, firearms, ammunition, explosives and incendiary devices are forbidden on company premises or in company vehicles. We will not tolerate acts or threats of violence, including extreme or inappropriate verbal or physical threats, intimidation, harassment and/or coercion.

Immediately report any behavior that threatens the safety of people or property, or has the potential to become violent.

DRUGS AND ALCOHOL

Employees should report to work ready to perform their duties, free from the influence of alcohol or illegal drugs. We do not allow the use of alcohol and/or illegal drugs in the workplace.

Questions & Answers

ALCOHOL

Q: I have noticed that a fellow employee's breath often smells of alcohol and he seems impaired. I suspect he may be drinking on the job. What can I do?

A: The evidence suggests that a problem may exist. Consult with your supervisor, who will involve the right professionals to address the situation. If you prefer you may contact someone in the Human Resources or Legal Department. By reporting your suspicions, you not only fulfill your duty to B&G Foods, but you may also help your co-worker come to terms with a serious problem.



OUR ACCOUNTABILITY in the Marketplace

Food Safety and Quality

Our Company's success hinges on our reputation for providing safe, high quality food products. When we comply with the law, good manufacturing practices, and company policy, we meet our responsibility to continue this tradition.

We strive to meet or exceed all government and company food safety and quality requirements.

B&G Foods works hard to consistently:

- Follow all government requirements and all company standards for food safety and quality.
- Strictly adhere to company production and quality control procedures.
- Strictly follow all procedures for the storing, handling and shipping of our food products.
- Satisfy all applicable standards of food safety and quality before offering new products to the public.
- Employ monitoring systems to detect potential product defects and violations of law or company policies.

If you suspect or learn of a food safety or quality issue, or that proper procedures are not being followed, report the matter immediately to your supervisor. If you prefer, report it to the Quality Assurance Department or through EthicsPoint.

Taking personal responsibility for maintaining our high food safety and quality standards is not just important for our business; it is also essential for the millions of people who eat our products every day, including our own families and friends.

Questions & Answers

FOOD SAFETY AND QUALITY

Q: I thought I saw a problem with the production of one of our products. What should I do?

A: If you have any food quality or safety concerns regarding the production or packaging of our products, immediately notify your supervisor and/or the Quality Assurance Department, so that appropriate and timely action can be taken to correct any mistake or lapse in proper procedure.

Q: We have a tight production deadline to get an important shipment delivered to our largest customer. I just noticed something leaking onto our production line. I don't think it will create a food safety problem and if I tell someone it could take hours or even days to fix. What should I do?

A: You must immediately report the problem so we can determine if corrective actions are required. There is no justification for taking unreasonable risks with quality and consumer safety. It is far better to miss a production deadline than to risk selling defective products that could injure a consumer or result in a costly product recall.



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Fair Competition


We strive to outperform our competition fairly and honestly. We obtain advantages over our competitors through superior products and customer service, not through unethical or illegal business practices.

In conducting B&G Foods business, each employee:

- Competes vigorously and ethically.
- Treats all suppliers objectively, honestly and fairly.
- Avoids any practice that could be characterized as unfair or deceptive.
- Always presents B&G Foods' products in an honest manner.
- Upholds both the letter and the spirit of antitrust or competition laws.

IMPROPER MARKET INFLUENCE

B&G Foods will succeed in the marketplace on its own merits. We do not:

- Make false or misleading statements about our competitors, their products or services, or their employees.
 - Induce suppliers or customers to break legally binding contracts with our competitors.
 - Take advantage of anyone, including competitors, through unfair dealing, such as manipulating information or failing to tell the truth.
- 

SALES, MARKETING AND ADVERTISING

Our sales, marketing, and advertising materials accurately represent the Company and its products.

Sales, marketing, and advertising claims must be substantiated and include the necessary information and disclosures to make them accurate and complete. When we choose to compare our products to our competitors', we make factual and accurate statements that can be easily verified or reasonably relied upon.

Employees should be familiar with our Company's marketing and advertising review procedures established by the Marketing Department.

MARKETING TO CHILDREN

Young children may have a limited ability to understand and process information. Older children may be in a position to make purchasing decisions without parental guidance. B&G Foods strives to market and advertise its products in a responsible manner without taking advantage of these possibilities.

If you are responsible for marketing or advertising our products to children, be sure you understand and follow applicable industry standards and company policies.

GATHERING COMPETITIVE INFORMATION

Learning about our competitors is good business practice, but it must be done fairly, ethically, and in compliance with all laws and regulations in the U.S. and abroad. There are many legal sources of competitive information,

including publicly available information such as news accounts, industry surveys, trade show displays, and Internet resources. Some competitive information may be legally purchased or licensed.

Never seek or use the following competitive information:

- A competitor's confidential or proprietary information.
- Information obtained by unethical or illegal means including theft, bribery, eavesdropping, or unauthorized tape-recording of a customer or supplier.
- Information improperly obtained in exchange for compensation, employment considerations, gifts or anything else of value.
- Confidential information about a former employer solicited from a new hire.

If you find that you are in possession of any confidential or proprietary competitor information, or if you are uncertain about whether it is appropriate for you to accept certain competitive information, please consult the Legal Department.

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FAIR PURCHASING

Our Company selects suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and never on the receipt of special favors.

Good procurement conduct includes the following:

- Use established corporate-wide or regional supply (leveraged) agreements.
- Obtain competitive bids when leveraged agreements do not exist.
- Confirm the financial and legal status of the supplier.
- Verify quality and service claims on a regular basis.
- Make sure that purchase agreements clearly state the services or products to be provided, the basis for earning payment and the applicable rate or fee.
- Verify that invoices clearly and fairly represent goods and services provided.
- Avoid reciprocal agreements or exchange of favors.
- Ensure the fee or price paid represents the value of the goods or services provided.
- Make payments only to the person or the firm that actually provides the goods or services, and in the supplier's home country, where it does business, or where the goods were sold or services provided, unless approval is obtained from the Legal Department.

B&G Foods will not knowingly use suppliers who participate in the following activities:

- Supply unsafe or poor quality products or services.
- Break laws or regulations.
- Use child labor or forced labor.
- Use physical punishment to discipline employees, even if it is allowed by local law.

Questions & Answers

FORMER EMPLOYEES OF COMPETITORS

Q: A new member of our team used to work for a competitor. What can we ask this team member about his former employer's future marketing plans?

A: You may seek only information that is in the public domain. It is never appropriate to seek or receive information about a competitor's trade secrets from their current or former employees. New employees are hired for their expertise, not for their access to competitive information. In addition, your new team member may have signed a confidentiality agreement with his former employer, and requests to divulge non-public information would violate this confidentiality obligation.





Antitrust Regulations

Antitrust laws are intended to promote vigorous competition in a free market. This competition is in our Company's best interests. B&G Foods must make its own business decisions free from any understandings or agreements with competitors or suppliers that unfairly restrict competition.

While it is beyond the scope of this policy to explain the antitrust laws in detail, it is helpful to remember the underlying principles behind the laws:

- Companies cannot agree to limit competition in ways that hurt consumers.
- Companies cannot monopolize or attempt to monopolize a market through unfair practices.

In general, to avoid antitrust violations do not discuss pricing, production, territories or markets with competitors. When in doubt about compliance with the antitrust laws, seek advice from the Legal Department.

Questions & Answers

PRICING INFORMATION

Q: At an industry conference dinner, a competitor mentioned that his company was considering increasing prices because of industry pressures. We all know our Company is experiencing these same pressures. Is it OK for me to discuss our pricing plans?

A: No. Do not discuss pricing or pricing practices with a competitor. Even apparently innocent conversations have the potential to cause (or suggest) antitrust violations. As soon as you realize that a competitor has raised this subject, break off the discussion, even if it means walking out in the middle of a meal. You should then immediately report the incident to the Legal Department.

Q: A broker who sells our products as well as those of a competitor called to say that our competitor was planning a price increase. He then asked if we wanted to do the same. What should I do?

A: The broker's actions have placed the broker, you and the Company at serious risk of violating antitrust laws that prohibit price fixing. Immediately contact the Legal Department to discuss steps to avoid potential liability.



OUR ACCOUNTABILITY

in the Regulatory, Political & Global Arenas

Government Regulations

B&G Foods values its excellent relations with local, state, federal and foreign governments. We comply with local laws, rules and regulations and work fairly and honestly with government officials. As a good corporate citizen we are proud of our record of service to the community.

DEALING WITH GOVERNMENT OFFICIALS

Our interactions with government officials must meet high ethical and legal standards.

We deal honestly and fairly with government representatives and agents, and comply with valid governmental requests and processes. In our dealings with the government, we are truthful and straightforward.

We will not direct or encourage anyone to provide false or misleading information to any government agent or representative, or to alter or destroy records relevant to a government investigation.

If you have any questions about dealing with government officials, please contact the Legal Department.

ENVIRONMENTAL LAWS

B&G Foods conducts business in a manner that respects, protects and improves the environment. We strive to:

- Be environmentally responsible and sustainable.
- Use energy wisely and efficiently.
- Employ technology to minimize the impact of our operations on the environment.

Our operations are subject to many federal, state and local environmental requirements. Some facilities may have specific air, water and waste permits, or must periodically identify and report certain information.

If your work affects environmental compliance, you must be familiar with and follow applicable permits, laws, regulations and company policies. Immediately notify the appropriate environmental manager at your facility of any spills or unresolved, unsafe or hazardous condition that may pose a threat to the environment.

Questions & Answers

REQUESTS FROM GOVERNMENT REPRESENTATIVES

Q: A government official has contacted me with questions about the Company's business activities. What should I do?

A: Our Company will cooperate and answer all such inquiries honestly and completely. However, if a government representative asks to interview you about B&G Foods' business activities or your work at the Company, contact the Legal Department.

ENVIRONMENTAL LAWS

Q: For the past few days, I have seen a discharge from one of our facilities. Our environmental manager said the discharge was normal. I have worked here for 20 years and have never seen this before. I am concerned we may be doing something illegal. What should I do?

A: If you are not satisfied with the answer you received, raise the issue to a higher level in B&G Foods, or report your concern through EthicsPoint.



Political Activity

Any involvement in political activities by our Company or its employees must comply with all applicable laws and regulations concerning lobbying, political contributions, or other aspects of political life.

PERSONAL POLITICAL ACTIVITY

Our Company encourages your participation as a citizen, including voting in elections, making political contributions, and becoming educated about issues that affect the community and our Company.

However, your involvement in politics must remain separate from your responsibilities as an employee. Your political contributions should not refer in any way to your employment or use the Company's assets, including our name.

CORPORATE POLITICAL ACTIVITY

Employees may not make any direct or indirect political contribution or expenditure on behalf of the Company or any of its subsidiaries without approval in advance from the Legal Department.

This applies to contributions to any U.S. or non-U.S. political party, candidate, campaign or public official.

Examples of political contributions or expenditures include:

- Buying tickets for a political fund-raising event.
- Providing meals, goods, services, travel, accommodations or tickets for sporting or entertainment events.
- Loaning personnel during working hours for fund-raising activities.
- Paying for advertisements and other campaign expenses.

LOBBYING

Lobbying is the practice of communicating with elected officials in order to influence legislation. Lobbying is a legitimate activity, but is strictly regulated by government rules and company policies.

You may be engaged in lobbying if your work involves:

- Contacts with legislators, regulators, executive branch officials or their staff.
- Government contract sales.
- Efforts to influence legislative or administrative action.

Discuss these activities with the Legal Department to determine whether disclosure and other rules apply. B&G Foods will not exert, or attempt to exert, improper influence on any government agency, representative or legislator to produce an outcome favorable to the Company.

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International Business

Our Company's reputation as an ethical company is important to our success both within the United States and internationally. International business can be complex; it requires an understanding of local issues and customs in addition to U.S. laws and regulations.

BALANCING LAWS AND CUSTOMS

Local cultures, customs, and business practices vary dramatically from country to country. In all of our business locations, we must abide by all applicable U.S. laws, regardless of the local customs. In addition, we must also obey any applicable local laws of the country where we are doing business. Finally, we must consider the customs and culture of the local country.

A good rule of thumb is to respect local customs as much as possible without breaking the law or violating our company policies.

FOREIGN CORRUPT PRACTICES ACT (FCPA)

The FCPA and other U.S. laws prohibit payment of any money or anything of value to a foreign official for the purpose of obtaining or retaining business or gaining a benefit for our Company. The FCPA also requires the Company's books, records and accounts be kept in reasonable detail to reflect accurately and fairly all transactions.

The term "foreign official" refers to any person acting in an official capacity. The term applies to people involved in many possible entities, including:

- Any foreign government including any department, agency, military branch, court or legislature.
- Any partially or wholly-owned government entity, such as a nationalized corporation or industry.
- Any political party, including party officials or candidates.
- Public international organizations such as The World Bank, the International Finance Corporation or the Red Cross.

If any of the following occur, consider it a red flag for a possible FCPA violation:

- Requests to be paid in cash, in another name, or to an address in another country.
- Unexplained large expenses on a travel and entertainment expense report.
- An agent demanding a higher than normal commission for a transaction.
- Any agent or salesperson who claims to be working with a government official to give our Company the contract.

The FCPA is very complex. Before doing anything that might violate the Act, contact the Legal Department. You should also contact the Legal Department if you have any question about a payment or a possible violation of this policy.

INTERNATIONAL TRADE REGULATIONS

B&G Foods may not cooperate in any way with an unsanctioned foreign boycott of countries friendly to the United States. Report to the Legal Department any requests for information or action related to any illegal boycott.

U.S. law also restricts B&G Foods' ability to trade with certain foreign countries. B&G Foods must comply with these embargoes and trade restrictions. Actions that cannot be taken directly also may not be taken or arranged through third parties.

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Questions & Answers

BRIBES

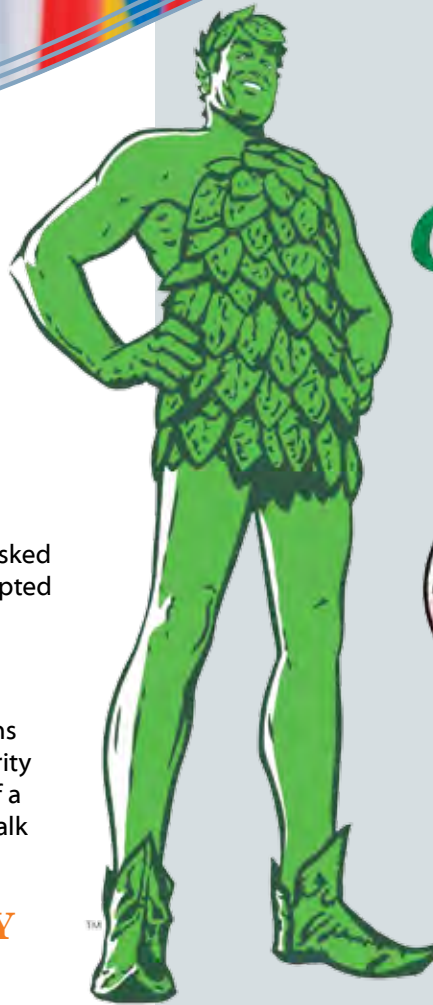
Q: I am negotiating a deal with an international customer. The agent representing the customer has asked for a cash payment to ensure that the contract is accepted and the shipment arrives safely. What should I do?

A: Report this situation to your supervisor or to the Legal Department immediately. B&G Foods obtains contracts fairly and ethically. Our reputation for integrity is more important than the profit from any contract. If a bribe is required in order to land a contract, we will walk away from the deal.

PAYMENTS TO ANOTHER PARTY

Q: An international supplier has requested that we direct payment for an order to another party that apparently has no connection to the supplier. Is this allowed?

A: No. This suggestion is a “red flag” that could indicate a violation of the Foreign Corrupt Practices Act. Payments must be made only to the person or firm providing the goods or services, and must be made in the supplier’s home country, where it does business, or where the goods were sold or services provided. Refer this situation to the Legal Department.



Gigante Verde





ADMINISTRATION of the Code

RESPONSIBILITY

The Compliance and Ethics Committee is responsible for administering the Code, with oversight by the Chief Financial Officer, General Counsel, Chief Compliance Officer, Nominating and Governance Committee and Audit Committee of the Board of Directors. The Compliance and Ethics Committee is comprised of senior leaders representing a broad range of departments within the Company.

The Company's Accounting, Legal and Human Resources Departments may conduct or manage Code investigations.

REPORTING OF CODE DECISIONS AND INVESTIGATIONS

The Chief Compliance Officer periodically reports pending Code investigations and final Code decisions, including disciplinary actions taken, to senior management and to the Audit Committee of the Board of Directors. The Compliance and Ethics Committee may also post, from time to time, a representative sample of Code violations, with personal identifying characteristics removed, in communication materials for the education of employees.

REQUESTS FOR WAIVERS

All directors, officers, employees and representatives of B&G Foods are expected to fully comply with the Code's provisions at all times. A waiver of the Code's provisions may be requested if an employee in good faith believes that a waiver should be considered. Such requests will be managed by B&G Foods' Chief Compliance Officer. A waiver will be given only if it will not present a material financial or reputational risk to the Company and if it is considered appropriate under the circumstances.

Any waiver for executive officers and directors must be approved, in advance, by B&G Foods' full Board of Directors, or an appropriate Board committee, and will be promptly disclosed as required by applicable law or stock exchange regulation.

AMENDMENTS

This Code may be amended or modified at any time by the Board of Directors.



Question or concern?

E-mail compliance@bgfoods.com
or to remain anonymous, contact EthicsPoint
at www.BGethics.com or 1.866.294.4079 (U.S./Canada)
or go to www.BGethics.com for international phone numbers



B&G FOODS, INC.