

National Beverage Corp. Code of Ethics



NATIONAL BEVERAGE POLICY

It is important that all employees of National Beverage Corp. and its subsidiaries (“NBC or the Company”) conduct their business affairs in an ethical and proper manner, fairly and impartially. Ethical conduct is vital to ensure successful, sustained business relationships. The highest standards of ethical and business conduct are required of all Company employees at all times.

With few exceptions, the definition of “ethical conduct” is not totally clear, in business or in life. Business ethics are an especially gray area, and what is considered ethical and right in one context can be unethical and wrong in another. In many cases, the choices can be guided by a business philosophy that we should conduct ourselves at all times in a manner that is above criticism and that is consistent with what we would expect from others.

In practical terms, this means that all laws applicable to the Company’s business are to be strictly observed, and its affairs are to be conducted in keeping with the highest ethical and legal standards. Each Company employee should deal with suppliers, customers and other persons in a manner that excludes any suggestion of personal advantage to the employee and that is consistent with the Company’s responsibilities as a good corporate citizen.

This business conduct policy is not built around a collection of hard-and-fast rules, except in those instances where Company policy indicates a clear and unquestioned decision. Instead, it offers some common sense guidelines that NBC employees are expected to follow in their day-to-day business life.

When you are uncertain about any situation, ask for guidance. If you believe there may have been a violation of the policy, you should discuss the matter with your manager or supervisor. If you are not comfortable doing that or believe that doing so would not be effective, you should report your concerns to the office of the General Counsel. The General Counsel will investigate all reports received and take appropriate action. If a violation of this policy has occurred, the Company will take such disciplinary action, including dismissal, as it deems appropriate. Reports to the office of the General Counsel may also be made in writing, by phone or in person or by email to **ethics@nationalbeverage.com**. Concerns may be reported anonymously by using the Company’s toll free number, **(800) 757-7677**, and **requesting extension 2266** where a voicemail box has been established so you can leave an anonymous message. The Company forbids retaliation against employees who report violations of this policy in good faith.

GENERAL

Responsibilities of all NBC employees:

- Be thoroughly familiar with the NBC Code of Ethics and always follow those guidelines.
- Be sensitive to situations which could lead you or others to engage in illegal, improper, or unethical actions and avoid such situations.
- Take action against illegal, improper or unethical behavior.
- Responsibilities of a NBC Supervisor, Manager:
 - Maintaining a work environment that encourages open communication regarding ethical problems and concerns.
 - Make a personal commitment that your group will operate in accordance with the highest standards of ethical business conduct. Communicate this to your employees.
 - Personally discuss and review ethical issues with your employees.
 - Be familiar with the resources available to assist in the resolution of ethical questions and concerns.

CONFLICTS OF INTEREST

All employees have a duty to avoid financial, business, or other relationships which might be opposed to the interests of NBC or might cause a conflict with the performance of their duties. Employees should conduct themselves in a manner that avoids even the appearance of conflict between their personal interests and those of the Company.

A conflict of interest situation may arise in many ways. Examples include, and are not limited to, the following:

- Employment by or providing services to a competitor, regardless of the nature of the employment or services, while employed by NBC;
- Acceptance of gifts, payments, or services from those doing business or seeking to do business with NBC;
- Placement of business with a firm owned or controlled by an employee or his family;
- Ownership of, advances from, or having any interest in a company which is a competitor, supplier or customer of NBC;
- Acting as consultants, officers, or directors to a NBC competitor, customer or supplier.

- Employment with any third party which will not allow an employee to devote his or her full time and attention to NBC business.
- Diversion by an employee to himself or herself or to others of any business opportunity in which the Company is interested or in which it might be interested if the opportunity were fairly presented to it.

ENTERTAINMENT, GIFTS, AND PAYMENTS

The sale of NBC products and services should always be free from even the inference or perception that favorable treatment was sought, received, or given on the basis of the furnishing or receipt of gifts, entertainment, favors, hospitality, or other gratuities. Similarly, purchase of supplies, materials and services from vendors, suppliers and subcontractors must be accomplished in a manner that preserves the integrity of a procurement process based on quality and performance.

NBC specifically prohibits offering, giving, soliciting, or receiving any form of bribe or kickback, i.e. the payment or receipt of money or other consideration for procuring, delivering or maintaining NBC business. These are criminal acts.

The following guidelines should be observed in relations with customer and supplier personnel.

RELATIONS WITH CUSTOMERS OR SUPPLIERS

- Furnishing meals, refreshments and entertainment in conjunction with business discussions with customers/suppliers is a commonly accepted practice. NBC permits its employees to engage in this practice. Furnishing meals, refreshments, or entertainment, however, should not violate the standards of conduct of the recipient's organization nor be lavish or extravagant.
- Unless expressly authorized by senior management, NBC prohibits gifts to any private individual, firm, or entity with which we do business or seek to do business.
- Employees who make and supervisors who approve expenditures for meals, refreshments, or entertainment must use discretion and care to ensure that such expenditures are not lavish or extravagant, are in the proper course of business and could not reasonably be construed as bribes or improper inducements.

RELATIONS WITH GOVERNMENT EMPLOYEES

- Federal, state and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other things of value from firms and persons with whom they have regulatory authority. It is the general policy of NBC to prohibit its employees from giving or offering to give any of these items to government employees. There are, however, permissible exceptions within these laws and regulations such as distributing token business mementos and providing nominal refreshments during the conduct of business discussions. Since these exceptions are narrowly construed and subject to change or deletion, any question concerning them should be referred to the office of the General Counsel.

- NBC will strictly adhere to the letter and spirit of the Foreign Corrupt Practices Act, which prohibits giving money or items of value to a foreign official for the purpose of influencing a foreign government. The act further prohibits giving money or items of value to any person or firm when there is reason to believe that it will be passed on to a government official for this purpose. All matters pertaining to this statute must be coordinated with the office of the General Counsel.

RECEIPT OF ITEMS BY NBC EMPLOYEES

- NBC's policy is to discourage employees from accepting offers of entertainment. The Company believes that acceptance of entertainment offers would create a moral obligation of the employee to deal more favorably with the particular customer, supplier, broker, etc. The Company would prefer that all entertainment of customers and suppliers should be at the expense of the Company, if applicable, provided it is appropriately monitored to avoid excess and abuse by all employees.
- NBC employees may accept meals or refreshments of nominal value in connection with business discussions. While it is difficult to define the term "nominal" by means of a specific dollar limitation, a common sense determination should dictate what one would consider lavish, extravagant, or frequent. NBC promotes and encourages an alcohol-free environment during all business hours and meetings.
- It is the personal responsibility of every employee to ensure that his or her acceptance of such meals or refreshments is proper and could not reasonably be subject to being construed as an attempt by the offering party to secure favorable treatment.
- NBC personnel are not permitted to accept gifts of value in excess of \$25.00 from individuals, firms, or representatives of firms who have or seek business relationships with NBC. Should circumstances arise where gifts are received and cannot be returned, such gifts shall be turned in to the Ethics Manager for disposition.
- Except for loans by recognized banks and financial institutions which are generally available at market rates and terms, a NBC employee or member of his or her family may not accept from an individual or firm doing or seeking business with NBC any loan, guarantee of loan, or payment. Nor is it permissible to accept any service, accommodation, or travel of any value whatsoever, unless rendered in conjunction with the performance of Company business.

General

- All approved expenditures for meals, refreshments and entertainment must be fully documented and recorded on the books of the Company in strict accordance with established policies and procedures.
- A gift for the purpose of this Code of Ethics is defined as any item which has a retail market or exchange value of \$25.00 or more. As stated, no gift of any value shall be given to any government employee.

- Employees should report to their supervisor or the office of the General Counsel any instance in which they are offered money, gifts, or anything else of value by a current or prospective supplier or customer to NBC.

COMPLETE AND ACCURATE FINANCIAL RECORDS AND COMMUNICATIONS

Applicable laws and regulations establish the following requirements with regard to record-keeping and communications.

- The Corporation's financial statements and all books and records on which they are based must reflect accurately all transactions of the Corporation.
- All disbursements of funds must be properly and promptly authorized and recorded; all receipts of funds must be promptly deposited and recorded.
- No undisclosed or unrecorded funds may be established for any purpose.
- No false or artificial statements or entries may be made for any purpose in the books and records of the Corporation or in any internal or external correspondence, memorandums, or communication of any type, including telephone or wire communications.

Federal securities laws require all public companies to disclose complete and accurate financial information regularly. Implicit in this obligation is the requirement that the Company's financial statements be complete and not misleading in any material respect.

The Company prepares consolidated financial statements and related information on a quarterly and annual basis for release to the general public.

The management of the Company is primarily responsible for the integrity of financial information and for ensuring that all disclosures in reports filed with SEC and other public communications are full, fair, accurate, and timely and that such disclosures are not misstated due to fraud or error.

Each officer or other employee with access to, or responsibility for, accounting or financial information relating to the Company shall promptly bring to the attention of the office of the General Counsel any information he or she may have concerning the following: (i) significant deficiencies in the design or operation of internal controls that could adversely affect the Company's ability to record, process, summarize, and report financial data accurately; or (ii) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.

Each employee is responsible for safeguarding the Company's assets and for enduring that the corporate books and records are accurate and fairly reflect the transactions of the Company.

Penalties for violations in this area could be severe for the Corporation as well as the employee involved.

PRESERVATION OF ASSETS AND COST CONSCIOUSNESS

Every employee is charged with the duty of preserving the Corporation's assets, its property, plants and equipment. This also includes equipment that has been furnished by our customers and suppliers.

NBC's policies provide for reimbursement of reasonable expenses incurred by employees who travel on authorized business or to Corporation-sponsored events. Economies of travel should be practiced at all times in the selection of air carriers, vehicle rentals, accommodations and expenditures for meals. First class air fare or lavish hotels, cars, etc. are not permissible.

Employees shall not use Company property and services for their personal benefit unless use of such Company property and services has been properly approved for general employee or public use. The use of Company-owned land, materials, vehicles, equipment, etc., under any other circumstances, must be properly approved in advance. Company property must not be sold, loaned, given away or otherwise disposed of - regardless of condition or value - without proper authorization.

COMPLIANCE WITH ANTI-TRUST LAWS AND REGULATIONS

Generally speaking, anti-trust laws of the United States prohibit agreements or actions "in restraint of trade" - restrictive practices that may reduce competition without providing beneficial effects to consumers. Among those agreements and activities found to be clear violations are agreements or understandings among competitors to fix or control prices; to boycott specified suppliers or customers; to allocate products, territories, or markets; or to limit the production or sale of products or product lines. Such agreements are against the public policy and against the policy of NBC. Employees should never engage in discussions of such matter with representatives of other companies. Employees should report to the Legal Department any instance in which such discussions are initiated by other companies.

U.S. anti-trust laws also apply to international operations and transactions related to imports to, or exports from, the United States. Moreover, the international activities of the Corporation could be subject to anti-trust laws of foreign nations or organizations such as the European Economic Community.

Because of the complexity of anti-trust laws, it is imperative that advice be sought on any question regarding this subject from the office of the General Counsel.

SECURITIES LAWS

It is the policy of NBC, as well as Federal law, that if any employee has information concerning the Company which may be material in relation to the Company as a whole, and the information has not been disclosed to the public, neither the employee nor any related person may buy or sell Company stock or engage in any other action to take advantage of that information or pass that information on to others. The same restrictions apply to the employee's family members and others living in the employee's household, since the employee is responsible for the actions of those individuals and employees should not disclose nonpublic information to family members or friends. Violations of these laws can result in civil and criminal penalties for both the employee and the Company.

Examples of information that may be considered as material are:

1. Projections of Company sales and earnings.
2. News of a significant purchase or sale of assets or the purchase or disposition of a subsidiary or related business.
3. Significant new products or discoveries.
4. Inventions or marketing campaigns.
5. Changes in management or personal information about employees.
6. The gain or loss of a large customer or supplier.
7. The declaration of a stock split or the offering of additional securities.

Employees are specifically prohibited from:

1. Trading in the common shares of the Company while in the possession of nonpublic information concerning the Company that might affect the price of the shares if generally known;
2. Trading in the stock of another corporation on the basis of nonpublic information concerning a current or proposed transaction or relationship between the Company and that corporation;
3. Trading in the Company's common shares at any time when a "trading ban" issued by the office of the General Counsel of the Company is in effect; and
4. Disclosing any nonpublic information concerning the Company or its business to others, including to any person who might engage in stock transactions based on it.

If you have any questions about these rules or if you wish to discuss a proposed transaction, please contact the office of the General Counsel. Officers and directors should take special note that more stringent trading restrictions apply to them, and they should not engage in transactions involving the Company's stock without first reviewing the matter with the office of the General Counsel.

TRADE SECRETS

In the course of their jobs, employees learn the Company's private, confidential or proprietary information; i.e., the Company's trade secrets. The Company's trade secrets, its business and technical knowledge, often result from a significant investment of resources and are important assets that help to maintain the Company's competitive advantage, and must be preserved.

A trade secret is all or any part of any scientific, technical or business information, design, process, procedure, formula, or improvements; any future plans, customer lists, market studies; cost or price studies, cost or price of products; or similar business information that is secret and of value. Such trade secrets are the property of the Company and not its employees and remain the property of the Company even upon separation by the employee.

- Disclosure of confidential information - All Company technical information shall be preserved as a trade secret until management authorizes its release. No employee knowledgeable about Company trade secrets shall disclose such trade secrets except to those authorized and confidentially bound to the Company - either during or after employment.

- Use of others' confidential information - No employee having access to trade secrets of another company shall disclose such a trade secret or permit it to be used by the Company unless the Company obtains a license from the owner of the trade secret.
- Entry and exit interviews - Each manager of employees who will have or have had access of the Company's trade secrets has the obligation to arrange for entry and exit interviews of those employees so that new, newly promoted or terminating employees will understand their obligations with respect to the Company's trade secrets. The Company may require a signed agreement upon employment and termination.

POLITICAL CONTRIBUTIONS

Unless expressly authorized by senior management at NBC, no NBC funds or assets, including the work time of any employee, will be contributed, loaned, or made available directly or indirectly to any political party or to the campaign of any candidate for a federal, state, or local office. No funds or assets of NBC may be used for or contributed to any foreign political party, candidate, or committee.

NBC strongly encourages its employees to become involved in civic affairs and to participate in political activities. Employees must recognize, however, that their involvement and participation must be on an individual basis, on their own time, and at their own expense. Further, when an employee speaks on public issues, it must be made clear that comments or statements made are those of the individual and not the Company.

COMPANY ASSETS, COMPUTERS, E-MAIL AND RELATED TECHNOLOGY

It is the common responsibility of all employees to ensure that the technology made available by the Company is used in a manner consistent with all Company policies. Licensed or purchased computer software is not to be copied without authorization of the licensor and the Company. All assets, systems and equipment are and shall remain the sole property of the Company.

Employees may not use technology provided by the Company for any communications, incoming or outgoing of an illegal, offensive, discriminatory, harassing, threatening, or obscene nature. Solicitation of non-Company business or any use of the Company's systems or equipment (e.g., the internet or e-mail) for personal gain is prohibited.

Employees do not have, and should not expect to have, the right to privacy concerning what is contained in or passes through the Company's computers or systems, including e-mail, voice mail, telephone, and Internet connections. The Company may access software, files, documents, or communications stored on its property or in its systems, including personal computers, to assure proper use and to prevent security violations.

POSITIVE WORK ENVIRONMENT

The Company has an anti-harassment policy committed to providing a positive work environment for all of its employees. Any type of harassment, whether of a racial, sexual, ethnic, or other nature, is absolutely prohibited. The Company actively enforces its policy against harassment and employees are encouraged to review that policy in detail. The policy applies to all conduct on the Company's premises and to all conduct off the Company's premises that affects an employee's work environment. It applies not only to relationships with and conduct toward other employees; it also applies to how employees conduct themselves with respect to representatives of suppliers, customers, and others with whom the Company has business relations. The Company considers violation of the policy to be a serious offense that will lead to discipline, up to and including discharge.

Harassment comes in many forms and may be physical, verbal, mental, or emotional. Generally, it is any conduct directed toward another person that, when viewed by a reasonable person, would or could be perceived as objectionable. Harassment includes creating a hostile work environment or permitting one to exist.

An employee will not suffer adverse employment consequences from making or taking part in the investigation of a good faith complaint concerning harassment. Any form of retaliation, including, but not limited to, derogatory comments, is strictly against Company policy.

WAIVERS AND ACCOUNTABILITY

Any changes to this policy and any waivers of this policy for or on behalf of any director, executive officer, or senior financial officer of the Company must be approved by the Company's board, or by a committee of the board, to which authority to issue such waivers has been delegated by the board. Any such waivers will be promptly disclosed to the public, as required by applicable law. Waivers of this policy for any other employee may be made only by an authorized officer of the Company.

NATIONAL BEVERAGE CORP. RESERVES THE RIGHT TO AMEND, ALTER OR TERMINATE THIS CODE AT ANY TIME AND FOR ANY REASON.

COMPLIANCE AND DISCIPLINE

Failure to comply with the standards contained in this Code will result in disciplinary action that may include probation, termination, referral for criminal prosecution, and/or reimbursement to NBC for any losses or damages resulting from the violation. As with all matters involving investigations of violations and discipline, principles of fairness and dignity will be applied. Any employee charged with a violation of this Code will be afforded an opportunity to explain his or her actions before disciplinary action is taken.

Disciplinary action will be taken:

- Against employees who authorize or participate directly or indirectly in actions which are a violation of this Code.

- Against any employee who may have deliberately failed to report a violation or deliberately withheld relevant and material information concerning a violation of this Code.
- Against the violator's managerial superiors, to the extent that the circumstances of the violation reflect improper management supervision.
- Against any supervisor who retaliates, directly or indirectly, or encourages others to do so, against an employee who reports a violation of this Code.