

**PRO-FAC COOPERATIVE, INC.  
CODE OF CONDUCT FOR ALL  
DIRECTORS, OFFICERS AND EMPLOYEES**

All directors, officers and employees of Pro-Fac Cooperative, Inc. (the "Company") are subject to and are bound by the following Code of Conduct, and each agrees that he or she will:

- Act with honesty, ethically and with integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Respect the confidentiality of information acquired in the course of his or her work. Confidential information acquired in the course of his or her work will not be used or disclosed except as required for the performance of his or her job and except when he or she is either authorized or otherwise legally obligated to disclose such information.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies, including the Securities and Exchange Commission, and in other public communications made by the Company.
- Conduct himself or herself so as to comply with all applicable laws, rules and regulations of federal, state, and local governments, and other appropriate private and public regulatory agencies.
- Promptly report to the Company's General Counsel and/or the Chairman of the Audit Committee any conduct that he or she believes to be a violation of any provision of this Code of Conduct, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

Violations of this Code of Conduct, including failures to report potential violations by others, will be viewed as a severe disciplinary matter that may result in personnel action, including termination of employment or discharge of service. If you believe that a violation of this Code of Conduct has occurred, please contact our General Counsel, David M. Mehalick of Harris Beach LLP, 99 Garnsey Road, Pittsford, New York 14534, telephone number (585) 419-8657. You also may contact the members of our Audit Committee at: C.D. Harrington, Jr., Chairman - (603) 526-6394; William Lipinski - (800) 562-2235; Frank Stotz - (585) 586-4344.

It is a violation of the Company's Non-Retaliation Policy For Employees to retaliate against any employee who in good faith reports any violation(s) of this Code of Conduct.