

XEED HOLDINGS GROUP II LLC

CODE OF BUSINESS CONDUCT AND ETHICS (Exhibit 14 – SEC Filing Version)

Adopted: [April 2025]
Approved by: Board of Directors, Xeed Holdings Group II LLC

PREAMBLE

This Code of Business Conduct and Ethics (this “**Code**”) has been adopted by the Board of Directors of **Xeed Holdings Group II LLC** (“**Xeed**” or the “**Company**”) in preparation for the Company’s initial public offering.

This Code is intended to:

- Comply with applicable U.S. federal securities laws, including Section 406 of the Sarbanes–Oxley Act of 2002 (“SOX”), the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and rules and regulations of the U.S. Securities and Exchange Commission (“SEC”);
- Satisfy listing standards of applicable securities exchanges; and
- Establish clear expectations for ethical conduct, legal compliance, and accountability for all Covered Persons.

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Purpose and Scope

1. **Application.** This Code applies to all directors, officers, employees, contractors, agents, and representatives of Xeed and its subsidiaries (collectively, “**Covered Persons**”).
2. **Family Members.** Certain provisions extend to “**Family Members**,” defined as spouses, domestic partners, parents, children, siblings, in-laws, and any other person whose relationship with a Covered Person could create a conflict of interest.
3. **Jurisdiction.** This Code governs conduct in all jurisdictions where Xeed operates and applies equally to domestic and international activities (see Compliance with Laws and Regulations).

Statement from the Chief Executive Officer

When I founded The Xeed Group of Companies, the vision was clear: to build a business that delivers meaningful, measurable solutions to the agricultural and food logistics sectors. At the core of our mission is one guiding question: **Will our work help feed more people, in more places, more often?**

Our answer must always be yes. That commitment drives every decision we make. Integrity, accountability, and performance excellence are not optional—they are the foundation upon which we will enter the public markets and sustain long-term value for shareholders, partners, employees, and communities.

This Code establishes the standard for how we operate as a public company in a regulated environment. It is designed to meet stakeholder expectations and comply with all applicable laws, including U.S. federal securities laws, the Sarbanes–Oxley Act, the Dodd–Frank Act, and global anti-corruption standards.

I expect every member of Xeed—directors, officers, employees, and our extended representatives—to know this Code, follow it without exception, and seek guidance whenever in doubt. Our reputation, our ability to execute, and our market credibility depend on it.

Joseph Palladino,
Chief Executive Officer,
Xeed Holdings Group II LLC

Core Principles

1. **Integrity Over Profit.** No Covered Person shall sacrifice ethics for financial gain (SOX §302; Exchange Act Rule 13a-14).
2. **Full Compliance.** Compliance with all applicable laws and regulations, including SEC rules and listing standards, is mandatory (Exchange Act §13(b)(2)(B)).
3. **Transparency.** Maintain accurate books, records, and disclosures at all times (SEC Regulation S-K, Item 406).
4. **Fiduciary Duty.** Act in the best interests of the Company and its shareholders.
5. **No Retaliation.** Retaliation against whistleblowers is strictly prohibited (SOX §806; Dodd–Frank §922).

Equal Employment Opportunity and Anti-Harassment

1. **Policy.** Xeed prohibits unlawful discrimination or harassment in any form and provides equal opportunity in all employment decisions without regard to any legally protected characteristic.
2. **Conduct Standards.** Harassment, intimidation, or hostile conduct—whether verbal, physical, or electronic—will not be tolerated.

Confidential Information and Information Security

1. **Definition.** Confidential Information includes all non-public business, financial, operational, technical, and strategic information of Xeed, its subsidiaries, clients, and partners.
2. **Prohibitions.**
 - A. No disclosure without authorization or legal requirement.
 - B. No personal use of Confidential Information, including for securities trading (Exchange Act Rule 10b-5).
3. **Whistleblower Carve-Out.** This Section does not limit lawful communications with governmental or regulatory agencies (SOX §806; Dodd–Frank §922).

Conflicts of Interest

1. **General Rule.** Covered Persons must avoid any activity that creates or appears to create a conflict between personal interests and the interests of the Company.
2. **Disclosure.** Potential conflicts must be disclosed to the Chief Legal Officer (“CLO”) or Legal and Compliance Department (“LCD”) immediately.
3. **Family Transactions.** Transactions involving Family Members require prior written approval from the CEO or CLO.

Corporate Opportunities and Asset Protection

- A. Covered Persons may not take for personal benefit opportunities discovered through the use of Company property, information, or position.
- B. Company assets, including intellectual property, systems, and funds, must be used only for legitimate business purposes.

Fair Dealing and Supplier Relationships

- A. **Business Conduct.** Compete and negotiate honestly; bribes, kickbacks, or improper payments are prohibited (FCPA; UK Bribery Act).
- B. **Gifts and Entertainment.** Accept only modest, infrequent gifts that do not influence or appear to influence business decisions.

Compliance with Laws and Regulations

- A. **Securities Laws.** No insider trading or tipping material non-public information (Exchange Act §10(b); Rule 10b-5).
- B. **Antitrust Laws.** No agreements or conduct that unlawfully restrain trade.
- C. **International Laws.** Comply with laws in all countries where Xeed operates.

Government and Regulatory Cooperation

1. **Protocol.** All inquiries from regulators or government agencies must be referred immediately to the CLO or LCD.

2. **Authorization.** No Covered Person may respond independently without prior authorization.

Global Anti-Corruption Compliance

1. **Prohibitions.** No payments or anything of value may be offered to government officials to obtain or retain business (FCPA; UK Bribery Act).
2. **Books and Records.** Maintain accurate records of all transactions.

Tax Compliance and Financial Integrity

1. **Policy.** All tax obligations must be met; false statements, fraudulent filings, or willful evasion are prohibited.
2. **Financial Records.** Company financial records must be accurate, complete, and maintained in accordance with SEC reporting requirements.

Document Retention and Legal Holds

- A. Maintain records per the Company's retention policy.
- B. Destruction of records relevant to litigation, audits, or investigations is prohibited (18 U.S.C. §1519).

Prohibited Conduct

Prohibited conduct includes:

- Maliciously false or defamatory statements about the Company or its personnel;
- Retaliation against whistleblowers;
- Fraud, theft, or misuse of Company property;
- Any unlawful act in any jurisdiction.

Reporting Violations and Whistleblower Protections

1. **Hotline.** Reports may be made anonymously, 24/7, via [EthicsPoint](#).
2. **No Retaliation.** Retaliation for good faith reporting is prohibited and will result in disciplinary action.

Enforcement and Disciplinary Action

Violations may result in:

- Written warnings;
- Suspension or termination;
- Civil or criminal referral to authorities.

Waivers and Board Oversight

Only the Board of Directors or a designated committee may grant waivers of this Code for executive officers or directors. Such waivers will be disclosed in accordance with SEC rules (Regulation S-K, Item 406).

Disclaimer and Right to Amend

This Code is a statement of Xeed's commitment to ethical conduct. It does not create a contract of employment and may be amended at any time by the Company.

Adopted by the Board of Directors on April 22, 2025.

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