

THE MIDDLEBY CORPORATION

PROCEDURES FOR COMPLAINTS REGARDING ACCOUNTING, INTERNAL ACCOUNTING CONTROLS OR AUDITING MATTERS – Revised November 11, 2008

Introduction

The Audit Committee of The Middleby Corporation (the “Company”) seeks to facilitate disclosure regarding accounting and auditing matters, encourage proper individual conduct and alert the Audit Committee to potential problems relating to accounting or auditing matters before they have serious consequences. Accordingly, the Audit Committee has established the following procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and for the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

I. Procedures for Complaints

A. Scope of Matters Covered by These Procedures

These procedures relate to complaints or concerns regarding accounting, internal accounting controls or auditing matters of the Company (“Complaints”), including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording or maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company’s internal accounting controls;
- Misrepresentations or false statements to or by a senior officer of the Company or an accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company’s financial condition.

B. Submission and Receipt of Complaints

Persons with Complaints should promptly report them to the Company’s Audit Committee Chairman (ACC). If company officers are involved in the Complaint, persons should direct Complaints directly to the Company’s Audit Committee Chairman (ACC).

Complaints should be submitted in writing to assure a clear understanding of the issue or concern raised. Electronic submissions may be e-mailed to “employee_complaints@middleby.com”. Complaints may also be submitted by mail to the Chairman of the Audit Committee: [Philip G. Putnam, 34 River Road Drive, Essex CT. 06426](mailto:Philip.G.Putnam@middleby.com). Regardless of the medium, the ACC will maintain the confidentiality of persons making Complaints to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation. Written Complaints by employees may also be submitted anonymously.

C. Content of Complaints

To assist in the response to or investigation of a Complaint, the Complaint should be factual rather than speculative, and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the Complaint. Without limiting the foregoing, the Complaint should, to the extent possible, contain the following information:

- The alleged event, matter or issue that is the subject of the Complaint;
- The name of each person involved;
- If the Complaint involves a specific event or events, the approximate date and location of each event; and
- Any additional information, documentation or other evidence available to support the Complaint.

Complaints that contain unspecified wrongdoing or broad allegations without verifiable evidentiary support will reduce the likelihood that an investigation based on such Complaints will be initiated. In addition, it is less likely that an investigation will be initiated in response to an anonymous Complaint due to the difficulty of interviewing anonymous complainants and evaluating the credibility of their Complaints.

D. Retention of Complaints

The ACC shall maintain a file for all Complaints. If the ACC receives an unwritten Complaint, the ACC shall memorialize such Complaint in writing and place it in the Complaint file. Copies of Complaints and the Complaint file shall be maintained in accordance with the Company’s document retention policy.

E. Treatment of Complaints

1. Initial Evaluation and Response

The ACC shall conduct an initial evaluation of each Complaint and seek to respond to the Complaint to the satisfaction of the person who made the Complaint. The ACC may also, in the ACC’s discretion, bring the Complaint to the attention of the Company’s full Board of Directors,

Chief Executive Officer, other officers and personnel, outside auditors, outside counsel or any other party that the ACC deems necessary or appropriate.

2. Confidentiality/Anonymity

The ACC, the Audit Committee and, if applicable, the Investigation Team (as discussed below) shall maintain the anonymity or confidentiality of the person making the Complaint to the fullest extent reasonably practicable within the legitimate needs of law and any ensuing evaluation or investigation. Legal or business requirements may not allow for complete anonymity, and in some cases it may not be possible to proceed with or properly conduct an investigation unless the complainant identifies himself or herself. In addition, persons making Complaints should be cautioned that their identity might become known for reasons outside of the control of the ACC, the Audit Committee or an Investigation Team. Should a complainant self-disclose his or her identity to persons other than the CFO, members of the Audit Committee or members of the Investigation Team, the Company shall no longer be obligated to maintain such confidence. The identity of the persons subject to or participating in any inquiry or investigation relating to a Complaint shall be maintained in confidence subject to the same limitations.

3. Investigations

a. Initiation of Investigations

The ACC is authorized to initiate an investigation based upon a Complaint. The ACC should promptly report any initiated investigations to the Audit Committee and may consult with the Audit Committee prior to and/or during an investigation. If the ACC initiates an investigation, the ACC may establish an Investigation Team consisting of one or more persons to assist the ACC in the investigation of the Complaint, which team may include persons from other departments in the Company and/or members of the Board of Directors of the Company. The ACC may hire outside advisors to be part of an Investigation Team or otherwise assist in an investigation. The Audit Committee may, in its discretion, appoint a person other than the ACC to initiate and direct an investigation, including the Director of Corporate Audit, an outside attorney or consultant. In such case, the Audit Committee may grant such person authority to establish and oversee an Investigation Team and otherwise address a Complaint in accordance with the procedures set forth herein.

The decision whether or not to initiate or conduct an investigation shall not be deemed an accusation against any person, and the investigation shall be treated as a neutral fact-finding process.

b. Investigation Team Responsibilities

An Investigation Team shall act as promptly as possible to investigate a Complaint and devise an appropriate response. An Investigation Team shall work at the direction of the ACC or other person appointed by the Audit Committee to direct the investigation.

c. Investigation Report and Follow-Up

After completing an investigation of a Complaint, the Investigation Team shall provide the ACC or other person directing the investigation as the case may be, with a written report summarizing the investigation, its conclusions and the actions proposed to be taken in response to the Complaint. The ACC or other person directing the investigation shall present the report to the Audit Committee, and a copy of the report shall be placed in the Complaint file.

The Audit Committee may, in its sole discretion, request a briefing by an Investigation Team on any Complaint or investigation. The Audit Committee shall have full authority to determine the action to be taken in response to a Complaint and to direct additional investigation of any Complaint, regardless of whether the Complaint has been addressed to the satisfaction of the ACC or other person directing the investigation, the Investigation Team, the person who made the Complaint or any other person.

II. Rights and Responsibilities of Employee Complainants and Investigation Participants

A. Employee Complainants

Company employees who submit Complaints (“Employee Complainants”) are entitled to protection from retaliation for having made a Complaint or disclosed information relating to a Complaint in good faith. The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against an Employee Complainant in the terms and conditions of employment based upon any lawful actions of such Employee Complainant with respect to good faith reporting of Complaints or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. An Employee Complainant’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

These procedures are in no way intended to limit employee reporting of alleged violations relating to accounting or auditing matters to proper governmental and regulatory authorities.

Employee Complainants have a responsibility to provide initial information that is grounded in a reasonable belief regarding the validity of a Complaint. The motivation of an Employee Complainant is irrelevant to the consideration of the validity of the Complaint. However, the intentional filing of a false Complaint, whether orally or in writing may itself be an improper activity and may result in disciplinary action.

An Employee Complainant has a responsibility to be candid and set forth all known information regarding a Complaint to the ACC (or other person directing the investigation) and

the Investigation Team. An employee making a Complaint acknowledges that an investigation may not proceed if the employee does not agree to be interviewed by an Investigation Team or provide further information regarding the Complaint.

Employee Complainants are not to act on their own in conducting any investigative activities, nor do they have a right to participate in any investigative activities other than as requested by the Audit Committee, the ACC (or other person directing the investigation) or the Investigation Team. An Employee Complainant shall not be part of an Investigation Team unless expressly requested by the Audit Committee. An Employee Complainant shall refrain from obtaining evidence relating to a Complaint for which he or she does not have a right of access. Such improper access may itself be an illegal or improper activity and one that may result in disciplinary action.

The Company will use reasonable efforts to provide each Employee Complainant with a response to his or her Complaint and a summary of the outcome of any investigation based upon the Complaint unless the ACC (or other person directing the investigation) or the Audit Committee determines that there are overriding legal or company/public interest reasons not to do so.

B. Investigation Participants

Company employees who are interviewed, asked to provide information or otherwise participate in an investigation of a Complaint, including employees who are the subject of the investigation (“Investigation Participants”) have a duty to cooperate fully with the Investigation Team and assist in the investigation.

Investigation Participants should refrain from discussing the investigation or their testimony with those not connected to the investigation. If the Investigation Participant knows the identity of the Employee Complainant, the Investigation Participant should not discuss with the Employee Complainant the nature of evidence requested or provided, or testimony given to the Investigation Team unless authorized by the Investigation Team.

Requests for confidentiality by Investigation Participants will be honored to the fullest extent reasonably practicable within the legitimate needs of law and the investigation.

Investigation Participants are entitled to protection from retaliation for having participated in an investigation. The Company shall not discharge, demote, suspend, threaten, harass or in any manner discriminate against an Investigation Participant in the terms and conditions of employment based upon any lawful actions of such Investigation Participant with respect to good faith participation in an investigation or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. An Investigation Participant’s right to protection from retaliation does not extend immunity for any complicity in the matters that are the subject of the Complaint or an ensuing investigation.

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