



ARKEMA

ARKEMA
BUSINESS CONDUCT
& ETHICS CODE

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OUR COMMITMENT

In the complex environment in which we operate, it is necessary to present, as clearly and simply as possible, the values, principles and general rules of conduct that the Arkema Group has set for itself, so that each employee can implement them, comply with them and be inspired by them.

The Arkema Business Conduct & Ethics Code (the “Code of Conduct”) addresses this need. It sets out the general requirements that Arkema itself must meet vis-à-vis all of its stakeholders and describes the principles and rules of conduct that each employee must comply with within Arkema.

The Compliance Committee, whose duties are defined herein, is available to answer any questions from Arkema employees regarding the interpretation and implementation of this Code of Conduct.

Our values are both specific, as they have been chosen by us, and universal as they are inspired by principles derived from fundamental rights treaties including the Universal declaration of human rights of 1948, the principles of the International Labour Organisation, the Guidelines for Multinational Enterprises of the Organisation for Economic Cooperation and Development (OECD) and the principles of the United Nations Global Compact. This makes them requisites.

I know that I can count on each and every one of you to live them fully on a daily basis, for the benefit of all.

I thank you in advance.

Thierry Le Hénaff
Chairman and Chief Executive Officer





OUR VALUES

Our corporate culture is based on a set of strong values shared and committed to by everyone on a daily basis.

→ **SOLIDARITY**

Solidarity is a historic value at Arkema. It is our ability to work as a team, a collective strength that outweighs individual talent. It is putting our talent to work on a common project, under a single banner, «One Arkema».

→ **SIMPLICITY**

Simplicity is a way of being, a state of mind. It is the fact of remaining humble and knowing how to question oneself. It is a way of acting, all the more important in today's complex world. It is knowing how to manage your priorities and get straight to the point, presenting things simply to be agile and efficient.

→ **PERFORMANCE**

Performance is the cornerstone of any business. Arkema is demanding in this area. Financial performance, operational performance, but also a more

qualitative and collective performance. It is a value that reflects excellence, and also the performance of our innovative materials.

→ **EMPOWERMENT**

Empowerment is a contract of trust, that is, trusting the other person to be able to move forward and to live up to that trust. It is also the ability to know how to delegate and be convinced that everyone, at his or her level can and must make a difference.

→ **INCLUSION**

A company's social role is increasingly evident; it cannot be confined within the company's boundaries. It includes all stakeholders. Diversity and inclusion go hand in hand, and Arkema must be exemplary in this area. Everyone must be involved because diversity is an essential asset for the Group to achieve its ambitions.



ACTING WITH INTEGRITY

It means asking the right questions...

And namely, asking whether one's conduct complies with:

- applicable laws and regulations;
- the principles and rules set out in this *Code of Conduct*.

Anyone working for Arkema or representing Arkema must comply with this *Code of Conduct*. This includes Arkema's officers and employees, but also third parties who act in the name and on behalf of Arkema, such as sales intermediaries.

SPEAKING OUT...

If you witness any violation of this *Code of Conduct*, you must inform the people who are in a position to take the necessary and appropriate decisions for these situations.

These can be:

- your supervisor,
- your Safety and Environment contact persons,
- the Whistleblowing Committee via the email address alert@arkema.com,
- your HR contact persons,
- the Compliance Committee,
- the Legal Department.

An employee shall never be retaliated for having reported a violation of this *Code of Conduct*.

1. INTEGRITY OF OUR WORK ENVIRONMENT

Arkema acts as a responsible manufacturer and employer.

1.1 SAFETY AND HEALTH AT WORK

The safety of its sites and premises, the security of its operations, as well as people's health, are priorities for the Arkema Group.

To ensure those priorities are met, Arkema requires that its employees:

- comply with applicable laws and regulations, wherever Arkema operates;
- comply with internal rules of the Group, including risk prevention policies;
- participate actively and responsibly in accident prevention and in the protection of people's health.

Arkema also expects its employees to act in an exemplary manner, and foster openness and dialogue by undertaking all necessary actions as regard to safety and health to preserve the work environment.



What do we mean by “Safety always in mind”?



- It means requiring that all of Arkema's employees, visitors and contractors stay vigilant at all times as regard to safety.
- It means being responsible for one's own safety and attentive to that of others.
- It means committing, both individually and collectively, to comply with all rules of action that the Arkema Group has chosen, without compromise.



1.2 RESPECT FOR EMPLOYEES

The Arkema Group is committed to respecting human rights and fundamental freedoms as defined in the United Nations' Universal declaration of human rights.

In this regard, the Group is committed to preventing human rights violations that could be caused to its employees and to:

- encouraging diversity, which is an asset for its global activities, and applying a zero tolerance policy toward discrimination based on personal criteria such as origin, sex, skin colour, religion, nationality, sexual orientation, social origin, family situation, age, political or union opinions, disability, or any other personal criteria protected by Law. Arkema is committed to hiring and promoting its employees solely on the basis of their abilities and according to the needs of its activities;
- respecting the fundamental freedoms of its employees, such as the right of association and expression, and the right to collective bargaining;
- protecting the personal data of its employees;
- respecting the privacy of its employees.

Arkema opposes human trafficking, forced or compulsory labour and child labour, regardless of the country in which it operates. The Group also opposes all forms of exploitation, abuse, violence and sexual or moral harassment, as defined by the legislation of each country where Arkema operate.

To ensure these requirements are met, each Arkema employee must:

- protect the work environment and foster respect and solidarity between employees;
- maintain a dialogue, active listening and a relationship of trust;
- act in an exemplary manner.

Thus,

- no employee must feel threatened or intimidated by any inappropriate conduct;
- no form of violence or sexual or moral harassment in the workplace is tolerated.



2. INTEGRITY OF OUR BUSINESS

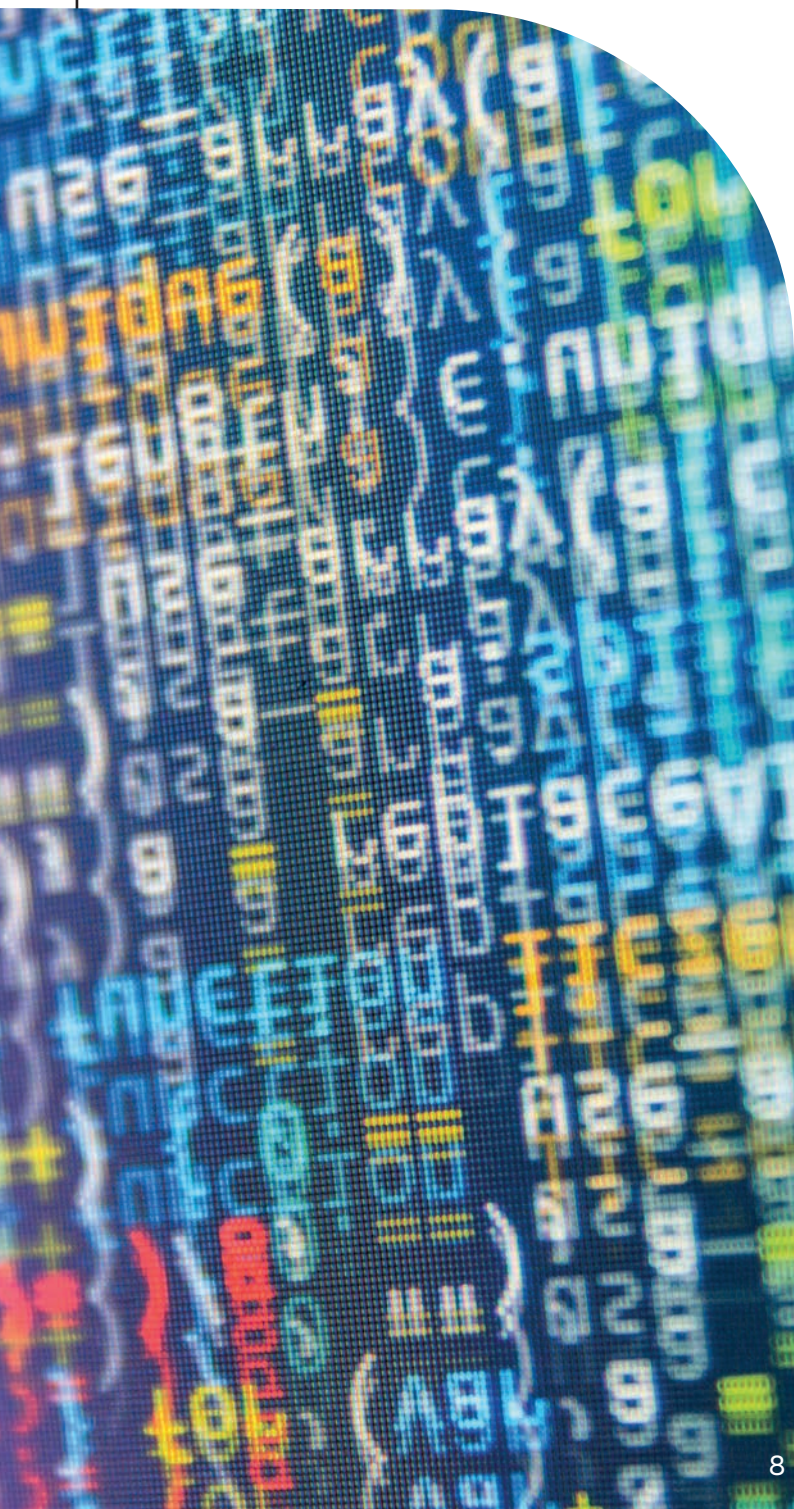
Arkema considers integrity and transparency in the management of its business as a priority.

2.1 PROTECTING ARKEMA'S PARTNERS' INFORMATION

Arkema is committed to protecting the confidential information of its partners with the same diligence as it protects its own information.

In this context, Arkema expects its employees to:

- refrain from disclosing orally, in writing or electronically any business information which is confidential, without express authorisation. Employees must take all necessary measures to protect the confidentiality of information that they possess as a result of their professional activity and for which they are the custodians;
- respect all intellectual and industrial property rights of third parties;
- take the necessary measures to prevent Arkema's partners' employees' personal data to which they have access from being processed or used inappropriately.



2.2 RESPECTING COMPETITION LAW

Arkema requires its employees to strictly comply with all applicable laws relating to competition in the countries where Arkema operates.

2.2.1 Prohibition of agreements and practices restricting competition

Arkema defines its commercial strategy and action plan in an independent and autonomous manner.

I. With Arkema's competitors

Employees must deal with Arkema's competitors with the utmost caution.

It is strictly prohibited to come to an agreement, by contract or informal means, with one or several of Arkema's competitors in order to:

- fix sale prices,
- limit or control production, opportunities, technical development or investments,
- distort a tender process, or
- share markets, territories or clients.

An agreement may result from a simple exchange of sensitive information (sale prices or volumes for example).

The situations in which Arkema may enter into an agreement with a competitor are strictly circumscribed by competition law rules.

Consequently, if an employee seeks to enter into an agreement with a competitor, he or she must:

- contact the Legal Department beforehand in order to determine if this agreement is possible from a competition law point of view;
- request that lawyers participate in the discussions with this competitor where sensitive issues may be addressed;
- avoid any exchange with the future partner until the Legal Department has provided its analysis on the compatibility of this project with competition law.

II. With Arkema's clients and distributors

It is prohibited to restrict the freedom of a purchaser or distributor in the establishment of its resale prices.



2.2.2 Prohibition of abuse of a dominant position

Abuse of dominant position practices are prohibited.

The following may constitute an abuse:

- establishing extremely low prices, even predatory prices i.e. prices which lead to losses or the waiving of profits in view of ousting competitors;
- excessively increasing prices where the company is in a dominant position on a given market.



What do we risk in case of breach of competition law rules?

- the annulment of signed agreements;
- significant fines, which may reach 10% of the Arkema Group's annual worldwide turnover;
- compensatory actions for victims of these practices before the civil courts;
- individually, imprisonment or fines which may be ordered by the criminal courts against the persons having actively participated in such practices and agreements;
- individually, disciplinary measures.

2.3 PREVENTING BRIBERY AND CORRUPTION

Arkema complies with applicable international conventions and laws related to the fight against corruption and influence peddling in the countries where it operates. Arkema condemns and is committed to preventing and detecting fraud, corruption and influence peddling in all their forms in the commercial transactions with its partners.

Employees must not offer, provide, promise, request or accept, directly or indirectly, any undue advantage, be it pecuniary or otherwise, in order to secure business relations or any other business advantage.

This prohibition also applies to so-called «facilitation payments» which are small sums paid to facilitate or speed-up the completion of mandatory administrative procedures that would normally be obtained through normal legal channels.

In order to select reliable and honest business intermediaries, the Group's *Procedure related to Commercial Intermediaries* must be strictly followed and complied with by the concerned employees.

It is the responsibility of each employee to comply with the anti-corruption laws in force in the countries where the Group operates.

Employees who fail to comply with these principles may be subject to sanctions, including criminal sanctions, as provided for by applicable laws, as well as to disciplinary measures.

2.4 GIFTS AND HOSPITALITY

Gifts and hospitality offered or received in a professional context must be strictly limited as they may be construed as an act of bribery or influence peddling.

Arkema expects its employees to be vigilant with regard to the nature and frequency of such gestures.

Employees must determine if a gift or hospitality received from or offered to Arkema's commercial partners is likely to influence a business relationship. In any case, employees must comply with the *Arkema Anti-Corruption Policy* and the rules applicable to them in respect of gifts and invitations.



2.5 EXPORT/IMPORT CONTROL AND INTERNATIONAL SANCTIONS

The Arkema Group operates worldwide and is therefore committed to complying with export/import control laws and regulations as well as with international economic sanctions that apply to its activities.

Arkema employees involved in international trade transactions must ensure that the above regulations and sanctions are complied with, and seek authorisation, advice or clarification from the Legal Department, the Supply Chain Department or the Product Safety and Environment Department, if necessary. Particular attention must be paid to dual-use goods, drug precursors and explosives precursors, as they may be illegally diverted from their intended use to manufacture chemical weapons, drugs or explosive products.

Prior to any transaction, the concerned employees must ensure that they have received the necessary authorisations and licenses for the transaction in question.

Failure to comply with these rules could result in severe penalties for Arkema and the employees involved, which could have a material adverse effect on Arkema's image and operations.



What are international economic sanctions?

These are measures adopted by countries or international organisations to pressure a country to do or prevent it from doing certain things. These measures can take the form of a ban on the import and/or export of goods or services, a restriction on the flow of capital, an obligation to withdraw investments, a freeze on the assets of a country or citizens, etc.

2.6 RESPECT FOR THE ENVIRONMENT AND SUSTAINABLE DEVELOPMENT

Arkema is engaged in the Responsible Care®, the chemical industry's initiative for the improvement of safety and the protection of health and of the environment, under the aegis of the International Council of Chemical Association (ICCA), on a worldwide level, and of the European Chemical Industry Council (CEFIC), on the European level.

In order to meet the expectations of each of its stakeholders, Arkema places the protection of the environment at the top of its priorities.

Arkema is committed to strictly complying with all laws and regulations relating to the protection of the environment in the countries where it operates.

Furthermore, in accordance with its HSSEQ (health, safety, security, environment and quality) policy, Arkema undertakes to:

- responsibly manage its products by taking into account health, safety and environmental protection as from their initial development stage,
- prevent risks which may occur as a result of its activities or products,
- use environmental friendly technologies,
- conduct regular reporting of its operations,
- support the responsible management of resources throughout the value chain, as well as the conservation of non-renewable raw materials,
- preserve water resources and reduce the impact of effluent releases,
- reduce greenhouse gas emissions from its business operations and its energy consumption,
- reduce the production of waste from industrial processes,
- protect biodiversity and contribute to the preservation of flora and fauna by reducing effluent releases into air, water and soil at all its sites,
- favour responsible industrial and commercial partners who adhere to Arkema's policy regarding safety, health, environment and quality,
- communicate information to its stakeholders on the protection of the environment and the promotion of sustainability.

Arkema expects its employees to contribute to this commitment to the environment in their daily work with simple actions (turning off lights, limiting printing, etc.), but also by ensuring that environmental aspects are taken into account in daily decisions.

2.7 EXTERNAL COMMUNICATION

Arkema is a listed company which operates in numerous countries. For these reasons, Arkema must continuously provide accurate information to all of its stakeholders, whether directly or through the media.

Only the following are authorised to publicly communicate on behalf of the Arkema Group:

- the Chairman and Chief Executive Officer of Arkema or the other members of the Executive Committee,
- the Communication Department,
- the Financial Communication Department,
- the Institutional Relations Vice-President,
- As well as for their respective perimeter:
 - the Site Managers,
 - the General Managers of foreign subsidiaries,
 - the Business Unit Managers,
 - the Functional Managers.

3. INTEGRITY OF OUR INDIVIDUAL CONDUCT

Arkema expects its employees to act with integrity on a daily basis.

3.1 PROTECTING ARKEMA'S ASSETS AND INFORMATION

Arkema owns assets used on a daily basis by each employee in the course of his or her work.

These assets may be tangible, such as for example the premises and industrial facilities in which Arkema employees work, the computers, telephones, networks, or the office supplies they use.

Each employee must use these assets for the sole purpose of conducting Arkema's business operations. No employee should take ownership of these assets, lend them to third parties or use them for unlawful purposes. Mobile phones, internet access and any other means of communication lent by Arkema must be used in an ethical and lawful manner. No employee can use them to access inappropriate or illegal publications. The private use of these assets must be reasonable, and not interfere with professional obligations. Any misappropriation of Arkema's assets for personal use is prohibited.

Arkema also owns intangible assets such as for example:

- know-how, concepts, and inventions developed by employees,
- lists of suppliers, clients, information relating to orders and more generally to various contracts,
- results, forecasts or any other financial data,
- technical and product information, and
- any other confidential information or trade secret.

Employees who, in performing their duties, use confidential information must strictly and under all circumstances comply with all confidentiality obligations.

They must comply with all rules concerning access to this information brought to their knowledge.

They must under no circumstances provide confidential information to non-concerned third parties, including to colleagues. They can only disclose confidential information in accordance with a pre-determined legal framework.

Each employee must carefully and securely process, use and disclose such information, and assumes all liability for any failure to comply with these rules. All confidentiality obligations continue in full force and effect after the departure of the employee.

3.2 PROHIBITION OF INSIDER TRADING

Arkema is a listed company subject to specific rules governing the disclosure of privileged information to the public and prohibiting insider trading.

Certain employees may have access to privileged information i.e information which may affect the market price of Arkema's shares. The disclosure of privileged information to third parties or to the public (for example, forecasts of results or contemplated changes to the scope of Arkema's business activities) is prohibited by law.

Employees with access to such information may not purchase or sell shares, including through an intermediary, for as long as the information has not been made public.

Employees with access to such information must comply with all confidentiality obligations and refer to the Group's *Insider Trading Policy*. They are prohibited from disclosing such information to any person whatsoever, including their colleagues, family members or friends. Indeed, any person purchasing or selling shares based on such privileged information is likely to commit insider trading.



3.3 CONFLICTS OF INTEREST

Employees may face situations in which their personal interests, or those of individuals or companies with whom they are closely associated, may conflict with those of Arkema.

Arkema employees must never compromise their objectivity nor their loyalty vis-à-vis Arkema. Any situation of conflict of interest must be declared to an Ethics & Compliance legal counsel, as specified in the *Arkema Group Guidelines on Conflicts of Interest*.

4. IMPLEMENTATION OF THE CODE OF CONDUCT

The implementation of the rules and principles described in this Code of Conduct is monitored by the Compliance Committee.

In order to strengthen this implementation, Arkema has put in place a whistleblowing system offering the Group's stakeholders the opportunity to report violations of which they are aware, that are related to the Arkema Group. These reports are processed by the Whistleblowing Committee.

4.1 COMPLIANCE COMMITTEE

4.1.1 Appointment and dismissal

The Chairman and Chief Executive Officer of Arkema appoints the members of the Compliance Committee.

The members of the Compliance Committee are:

- a representative from the Legal Department,
- the Internal Audit and Internal Control Vice-President,
- the Safety and Environment Vice-President,
- the Sustainable Development Vice-President,
- a representative from the Human Resources Department,
- a representative from the Financing & Treasury Department,
- a Business Unit or Purchasing Vice-President.

The members of the Compliance Committee may only be dismissed by a decision of the Chairman and Chief Executive Officer of Arkema.



4.1.2 Duties

The Compliance Committee is in charge of monitoring the implementation of the rules and principles described in the *Code of Conduct*.

The Compliance Committee provides an answer to all the questions that may be asked by Arkema employees on the *Code of Conduct*. These questions must be addressed to the secretariat of the Compliance Committee which is ensured by the Legal Department.

The Compliance Committee presents the minutes of each of its meetings to Arkema's Executive Committee, minutes in which it may issue an opinion or make recommendations.

The Compliance Committee may recommend sanctions in the event an employee fails to comply with the rules and principles described in the *Code of Conduct*. In such a case, it informs the employee's supervisor and the Human Resources Department, which may decide on the sanctions to be applied.



4.2 WHISTLEBLOWING SYSTEM AND WHISTLEBLOWING COMMITTEE

4.2.1 The Arkema Group whistleblowing system

The Arkema Group whistleblowing system offers employees and other Group stakeholders the opportunity to report violations of which they are aware, that are related to the Arkema Group.

Examples include corruption, influence peddling, fraud, direct or indirect discrimination, moral or sexual harassment, a breach of competition law, a serious violation of human rights and fundamental freedoms, damages to the health and safety of people or to the environment.

Any person who wishes to make a report can do so via the following secure email address, dedicated to the whistleblowing system:

alert@arkema.com

The procedure governing the use of this system can be found on the Group's Internet and Intranet websites.



4.2.2 Appointment and dismissal of the Whistleblowing Committee

The Chairman and Chief Executive Officer of Arkema appoints the members of the Whistleblowing Committee. The composition of the Whistleblowing Committee can be found on the Group's Intranet websites.

The members of the Whistleblowing Committee can only be dismissed by a decision of the Chairman and Chief Executive Officer of Arkema.

4.2.3 Duties of the Whistleblowing Committee

The Whistleblowing Committee is in charge of processing the reports received via the Arkema Group whistleblowing system.

The members of the Whistleblowing Committee, as well as the third parties to this committee who are involved in the processing of reports, have individually and contractually agreed to ensure the confidentiality of the data processed within the framework of the whistleblowing system.



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