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## SOLENIS POLICY Anti-corruption

### 1.0 Policy

Solenis UK Industries Limited, its commercial units and majority-owned or controlled subsidiaries (collectively “Solenis”) are committed to profitably growing our business based solely on the merits of our portfolio of offerings and the capabilities of our team. We will conduct business ethically and in compliance with the law.

To that end, Solenis prohibits corrupt interactions with government officials and the payment of bribes or kickbacks of any kind, whether in dealings with public officials or individuals in the private sector. We will comply with anti-bribery and anti-corruption laws applicable where Solenis operates, including, but not limited to, the [U.S. Foreign Corrupt Practices Act](#) (“FCPA”) and the [U.K. Bribery Act](#) (“UKBA”). Solenis will accurately reflect all transactions and asset dispositions in its books and records in accordance with said laws and other applicable laws.

Solenis requires its third parties to comply with these same laws and practices and to implement systems and controls to ensure compliance with such laws and this policy.

### 2.0 Definitions

**Anti-corruption Laws** – any anti-bribery and anti-corruption laws applicable where Solenis operates, including, but not limited to, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act (“UKBA”) and other laws implementing the [OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions](#), or the [United Nations Convention against Corruption](#).

**Bribes or Bribery** – any payment, gift, offer, or promise of anything of value (e.g., cash, cash equivalent, jewelry, business meals, charitable contributions, educational or executive training expenses, political contributions, business opportunities, entertainment, travel amenities) to improperly influence a discretionary decision, or to secure any improper advantage. Local law may impose a broader definition in some jurisdictions.

**Government Official** – official of any government, representative of any political party, any candidate for political party, any officer or employee of a government or any department, agency (including at central or federal, regional or municipal

levels) or instrumentality thereof (such as a government-controlled company or other commercial enterprise), or of a public international organization. The definition also includes any person acting in an official capacity for or on behalf of any such government or department, agency or instrumentality, or for or on behalf of any such public international organization.

**Third Party** – as defined in Section 2.0 of Solenis' Third-party Due Diligence policy.

### **3.0 Prohibited conduct**

Under numerous global Anti-corruption Laws, it is illegal to provide cash, cash equivalents or anything else of value (e.g., gifts, business meals, charitable contributions, educational or executive training expenses, political contributions, business opportunities, entertainment) as a means to obtain or retain business, or to secure any improper advantage. Whether directly or indirectly to or through Third Parties, Solenis employees are prohibited from making, or allowing to be made, any payments or disbursements of anything of value that would violate this policy or Anti-corruption Laws.

Solenis employees and Third Parties are strictly prohibited from directly or indirectly (a) giving, offering, accepting, promising, requesting or agreeing to any form of kickback or Bribery or (b) without the express prior permission of the general counsel, offering, promising or making facilitation payments of any kind (i.e., payments to governmental officials to facilitate or expedite routine governmental action, such as processing papers, or issuing visas, licenses or permits).

No employee or Third Party will, directly or indirectly, commit Solenis to the receipt of goods or services such that the payments therefore would be illegal in the jurisdiction where the goods or services are to be provided or the payment is to be made or received, nor will either make, or directly or indirectly cause to be made, any illegal payment, illegal contribution or other illegal disbursement of funds, services, or other assets of Solenis.

### **4.0 Government Officials**

This policy prohibits Bribery and corruption in both the public and private sectors. Accordingly, payments, gifts or other business courtesies to, or on behalf of, any Government Officials warrant heightened scrutiny and will be managed in accordance with Solenis' Third-party Gifts policy and must be approved in advance by the general counsel.

### **5.0 Engagement of Third Parties**

Every relation with a Third Party shall be subject to pre-engagement, engagement and post-engagement controls as set out in Solenis' Third-party Due Diligence policy. No business shall be conducted with or on behalf of Solenis until a Third Party has been approved by Solenis Legal Department pursuant to the Third-party Due Diligence policy.

### **6.0 Training**

Anti-corruption education and training is required for all Solenis employees and, in some cases, Third Parties' representatives, as may be determined by Solenis' Office of Ethics and Compliance

("OEC"). Such education and training will cover company policies and procedures, instruction on applicable laws, practical advice addressing real-life scenarios, and case studies. In addition, Solenis employees must certify their commitment to comply with the Global Standards of Business Conduct on an annual basis.

## **7.0 Employee responsibilities**

Regardless of local practice or competitive intensity, employees must avoid even the appearance of giving or receiving Bribes, kickbacks or engaging in other improper conduct when dealing with any individual, including Government Officials. Solenis employees are expected to communicate to all Third Parties Solenis' zero-tolerance approach to corruption, Bribery, kickbacks and other improper conduct.

Employees who know or suspect a transaction or relationship may be in violation of this policy, must report such concern immediately. Reporting of can be made either directly to the general counsel, to the employee's Legal Department representative, the OEC, or the Solenis Share Your Concern telephone line or web form or the OEC email box. All reported allegations will be handled as specified in the Reporting policy.

## **8.0 Disciplinary actions**

Engagements in violation of this policy are strictly prohibited. Consequences of such actions include, but are not limited to (a) termination of relationship; (b) employee disciplinary action; (c) employment termination; (d) damage claims and/or (e) individual criminal prosecution.

## **9.0 Scope**

This Policy applies to Solenis UK Industries Limited, its commercial units and majority-owned or controlled subsidiaries employees and Third Parties.

## **10.0 Other relevant policies**

- Global Standards of Business Conduct.
- Third-party Due Diligence.
- Third-party Gifts.
- Reporting.

## **11.0 Owner**

General Counsel.

## **12.0 Exceptions**

There are no exceptions to this policy.