

Global Standards of Business Conduct





Global Standards of Business Conduct

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Welcome

“As we continue to move forward, there is one fundamental aspect of Solenis that will never change: we must always maintain the highest standard for business responsibilities and ethics.”

Message from John Panichella, President and CEO

These are exciting times at Solenis. We have become a stand-alone organization destined for significant growth in our key markets. At the same time, we must continue to make worldwide processes and procedures more efficient and to drive unnecessary costs out of our business.

As we continue to move forward, there is one fundamental aspect of Solenis that will never change: we must always maintain the highest standard for business responsibilities and ethics. Our intent can be summed up very succinctly, “*We act with integrity and honesty.*”

Acting with integrity and honesty is the number one responsibility of every Solenis employee, everywhere in the world.

On the following pages, you’ll read about situations in which it’s essential to make the correct decision when faced with an ethical or compliance issue. Some of the answers are common sense, and others involve more complicated legal obligations. If at any time you are not sure what to do, let this booklet be your guide.

Thank you for helping to keep Solenis a well-respected and ethical member of the global marketplace.

A handwritten signature in black ink that reads "John". The signature is written in a cursive, flowing style.

All the best,
John

*p.s. – Please feel free to share this booklet with anyone, inside or outside the company.
Extra copies can be downloaded from InSite.*

Introduction

Solenis is firmly committed to conducting business throughout the world in accordance with the highest legal and ethical rules and principles. The Global Standards of Business Conduct is the cornerstone of this commitment and sets the standards for our actions. You should embrace it in both letter and spirit. Where the letter of guidance is not specific, the spirit must prevail. This responsibility is shared by all employees, officers and directors worldwide.

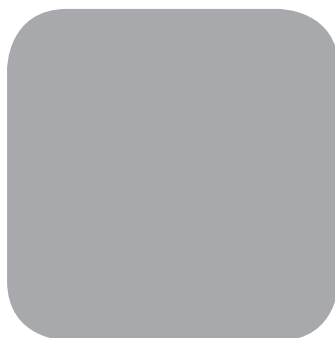
Application

As a global company, we recognize the challenges of operating around the world. While many laws have international application, we are also mindful of observing diverse local customs and the laws of the countries in which we operate. If compliance with the Global Standards of Business Conduct or other corporate policies or procedures appears to conflict with local law or regulation, employees should discuss their concerns with the Legal Department.

All Solenis directors, officers and employees, wherever located, are expected to comply with the Global Standards of Business Conduct with respect to their activities on behalf of Solenis. Any business partners acting on behalf of Solenis in any country, including any agents, contractors, distributors, consultants or other third-party representatives, should be provided with a copy of the Global Standards of Business Conduct and are expected to comply with these requirements. Specific policies and procedures support and supplement the Global Standards of Business Conduct and govern appropriate business behavior. Our policies and related procedures are available electronically at the Solenis Policies site on the company intranet.*

Any exceptions to the provisions contained in this booklet or any related policy requires advance approval by the Legal Department. Exceptions may be granted only as permitted by applicable law and in extraordinary circumstances.

If you have questions or need interpretation of this booklet or a specific law, regulation or policy, please contact the Legal Department.



Responsibility and accountability

We are faced with challenges and difficult decisions every day. Each of us is responsible for making good decisions and helping our company live up to its commitment to act with integrity and honesty. We are all expected to understand and comply with the provisions contained in this booklet, our policies, procedures and the law, and to always conduct company business with high legal and ethical standards.

Violations of the Global Standards of Business Conduct, any company policy or any applicable law are expressly prohibited and are always contrary to our best interest. If you commit a violation, this may have serious consequences for the company and for you personally. Personal consequences may include disciplinary action, employment termination and damage claims. Furthermore, some violations may also give rise to criminal prosecution of the employee, the company and/or officers and directors of the company.

If you receive information or have reason to believe that our company, another employee or any person acting on our behalf, has violated or is violating the Global Standards of Business Conduct, any company policy or the law, you must promptly report it to the Employee Hotline, the Human Resources Department or the Legal Department. Specific laws, regulations, policies and procedures in your country may contain additional reporting requirements or limitations, which must be followed.

You may report any suspected violations in confidence and without fear of retaliation. We will not tolerate any reprisal, harassment or retaliation against anyone who, in good faith, reports a known or suspected violation. For more information, see "Where to get help or report."

Compliance program

The Global Standards of Business Conduct is the foundation of our comprehensive, worldwide compliance program, underscoring our commitment to the law and high ethical standards. The program requires training and education for employees, completion of compliance assessments and audits, and driving personal accountability through communication and awareness initiatives. A committee comprised of senior business



executives and resource group leaders from around the world provide executive oversight and direction for the program.

Responsible Care** process

The Responsible Care process is an integral part of our values and operating principles. We integrate environmental, health, safety and security activities and awareness into business planning and operating practices, while establishing accountability at all levels of the organization.

Solenis strives for excellence in global environmental, health, safety and security performance. Everyone is expected to act with integrity and honesty, create and maintain safe work environments, protect human health, comply with the law and reduce our environmental footprint.

Making good decisions

Although this booklet highlights the key principles that guide our behavior, it cannot address every ethical situation. If a situation arises that is not addressed in this booklet, we must all use our best judgment to make the right decisions or to seek guidance.

In those situations, consider these basic questions before you act:

- Is it legal?
- Is it in accord with Solenis policy?
- Is it the right thing to do?
- Would you feel comfortable justifying the action to Solenis management?
- How would it look to those outside Solenis?

When faced with difficult decisions, the answers to these basic questions should always be your first guide.

Responsibility to each other

We believe in treating people with dignity and respect, including people outside the company. As employees, we are expected to hold ourselves accountable to high professional standards at all times, with mutual respect being the basis of all professional relationships.

Respect for others

All applicants and employees are judged by their qualifications, demonstrated skills and achievements without regard to age, disability, gender, genetic characteristic, national origin, race, color, religion, sexual orientation, veteran status, trade union membership or any other personal characteristics that are protected by law. We are committed to maintaining a professional and safe work environment free from violence, intimidation, discrimination and harassment.

Diversity

We strive to build a diverse workforce of employees with different backgrounds, experiences and perspectives. Because the markets in which we compete are increasingly diverse, we must have a diverse workforce and fully utilize the talents and ideas of all employees. Therefore, we will recruit, develop and retain talented people and respect and value the diversity of their contributions.

Harassment

Harassment is unwelcome conduct, whether verbal, nonverbal or physical, that is based on a person's age, disability, gender, genetic characteristic, national origin, race, color, religion, sexual orientation, veteran status or other protected group status. It includes unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature.

We do not tolerate harassment of our employees by co-workers, supervisors or any other individuals with whom employees come into contact while conducting business. Employees are encouraged to help each other by speaking out when another individual's conduct makes them uncomfortable and are expected to immediately report any behavior that they believe is inconsistent with our policies prohibiting harassment.

Environment, health, safety and security

As part of our commitment to the Responsible Care process and continuous improvement in our performance, we are committed to providing a safe and secure workplace. To that end, each of us must live a culture in which negative environmental, health, safety and security incidents are discouraged and prevented.





One of our core values is the belief in a zero-incident culture. A zero-incident culture does not just happen; it is a positive result of a culture that actively seeks a world-class safety standard.

One of our core values is the belief in a zero-incident culture. A zero-incident culture does not just happen on its own; it is a positive result of a culture that actively seeks a world-class safety standard. Our employees take responsibility for their actions around safety, because they are empowered to make informed decisions. Success depends on genuine commitment, basic operating principles, well-communicated visions and most importantly, a business atmosphere where all employees care for each other.

Safety is approached proactively. Positive safety behaviors, as well as potential risks and hazards, are identified. Coaching or being coached for safety is accepted without fear of retribution. If an incident does occur, follow-up on the event is recognized as being important for determining the root cause so that preventive actions can be taken to minimize the potential for a similar incident happening again.

In this environment, zero incidents becomes the norm and is the product of a culture and value system. Accordingly, each company location will be required to implement the zero-incident culture process.

Everyone is responsible for observing the rules and practices that relate to on-the-job health and safety. This includes immediately reporting incidents, injuries and unsafe practices or conditions as well as taking appropriate and timely action to correct known unsafe conditions.

Substance abuse

The health and safety of all employees, and the quality and productivity demanded by consumers, require us to report to work free from the influence of any substance that could prevent us from conducting work activities safely and effectively. The unauthorized use, possession or distribution of drugs or alcohol while on our business or at any of our workplaces is prohibited.

Anyone who suffers from a substance abuse problem is urged to seek assistance by contacting the Human Resources Department. If you are working in the United States or Canada, you may also contact the Employee Assistance Program.

Records associated with substance abuse counseling and the Employee Assistance Program are kept confidential, except to the extent disclosure is required by our policy, applicable law or to protect the life or safety of others. Enrollment in a treatment program will not excuse you from the consequences of a violation of this policy.

Safety and security

For our safety and security, the possession of firearms and other weapons is prohibited on any of our premises or while engaged in our business, unless written approval is obtained in advance from Solenis' General Counsel.

In addition, we strictly prohibit violence or even the threat of violence in the workplace. If you feel threatened or that you are at risk of engaging in threatening or violent conduct, immediately contact the Employee Hotline.

Where permitted by law, the vehicles and personal possessions (such as handbags, lunch boxes, baggage, parcels and computers) of employees and other people entering any Solenis workplace are subject to inspection. Solenis also reserves the right to inspect all employee work areas (such as desks, cabinets, files and lockers). In addition, Solenis may conduct a full background investigation of each prospective employee prior to or during employment and may require drug screening as a condition of employment or continued employment.

We are aware that the laws of some countries restrict or prohibit background investigations, drug screenings and inspection of personal items. We will always abide by any such applicable laws.

Responsibility to Solenis

Business records and communication

Employees who create or maintain reports, records or any other information are responsible for the integrity and accuracy of that information. Questionable entries or reports should be reported to an appropriate supervisor or manager. No one should allow himself or herself to become part of a chain of incorrect information.

Records must be maintained as specified by our Records Management Policy. Information responsive to an investigation, suspected investigation or lawful request must never be altered or destroyed and must be maintained as directed by the Legal Department. Maintenance of such records may be outside the normal retention period.

Financial integrity

We seek to create value by achieving superior financial results. In pursuit of this goal, we must always produce honest, accurate and complete financial information, follow strict accounting principles and standards and have appropriate internal controls and processes to ensure that all accounting and financial reporting complies with the law.

Everyone must ensure that no false or intentionally misleading entries are made in the company's accounting records. Intentional misclassification of transactions regarding accounts, departments or accounting periods violate the law and our policies. All business records must fairly reflect the transactions, be supported by accurate documentation in reasonable detail and comply with treasury and finance policies, accounting procedures and internal controls. In particular, all accounting records, expenditures, expense reports, invoices, vouchers, gifts, business entertainment, and any other business expenses must be accurately and reliably reported and recorded.

All of us have the responsibility to uphold our financial integrity standards. You are expected to cooperate fully with internal and external auditors, and information must not be falsified or concealed under any circumstances.

Protecting confidential information

Protecting confidential information is the obligation of everyone and continues even if you leave the company. For example, employees should avoid discussing company confidential information (for example, trade secret information or chemical processes) in public places or with anyone who has no need to know the information. All computers, especially laptops, should be secured and used in compliance with our policies.

We require confidentiality agreements with parties to whom our confidential information is disclosed. Questions about the confidentiality of information or the need for a confidentiality agreement should be directed to the Legal Department.

In addition, the property (such as programs and software) and information (such as client lists, price lists, contracts or documents) owned by others may be used only according to the terms of our license or other agreement to use the property or information. Unauthorized copying of software, tapes, books and other legally protected work is a violation of law which also has potential financial consequences. Additionally, we should never try to persuade employees of other companies to violate their confidentiality obligations.

Confidential information includes, but is not limited to, proprietary technical information, business plans, status of operations and equipment, and non-public financial data. It further includes other non-public information that would be of use to competitors or harmful to Solenis if made public (such as inventions, trade secrets, formulas, customer lists and legal advice).

Privacy

We will comply with all laws which protect the privacy and confidentiality of personal data. Such information will only be used or disclosed to the extent authorized by a related person or permitted or required under applicable law.



Protecting company assets

We all have a responsibility to take reasonable precautions to safeguard and make proper and efficient use of company assets. This includes taking prudent steps to protect assets from loss, damage, misuse, theft, embezzlement or destruction.

Our assets are intended to be used to conduct legitimate company business. Any act that involves theft, fraud, embezzlement, destruction, misuse or misappropriation of any asset is prohibited.

Responding to the media

Employees should refer any request for information addressed to the company about Solenis from the media or other third parties to the Communications Department or the Employee Hotline.

Disclosure

As with many issues, the best way to avoid an embarrassing or damaging conflict of interest situation is to disclose to Solenis any situation that may have the potential to be misinterpreted by others, including other employees, customers, suppliers and the public. Questions and disclosures of these situations should be addressed to the Legal Department or the Employee Hotline.

Family members

Conflicts of interest may arise when we do business with or compete with organizations that employ, or are owned in whole or in part, by an employee or a relative of an employee. Employees should disclose any such relationships to the Legal Department to determine the best course of action.

To avoid the appearance of favoritism or conflicts of interest, individuals will not be hired or transferred into positions where they will either be supervised by, or have supervision of, an immediate family member. Employees also should avoid conducting company business with a family member or with a business in which a family member is associated in any significant role, unless approved in advance by the Legal Department.

Outside employment

Employees may not work for or receive payment for services from any business entity that does or seeks to do business with or is in competition with us.

Conflicts of interest

Our shareholders expect business decisions to be made in the best interests of the company and its shareholders. The appearance of a conflict often can be as damaging as an actual conflict. You must act based on sound business judgment, not personal interest or gain, and may not:

- take for yourself opportunities that are discovered through the use of company assets or information or your position;
- use company assets or information or your position for personal gain, or
- compete with the company.

If applicable law does not specifically require otherwise, work done for the company belongs to the company, including, but not limited to, any inventions, patents or copyrights developed while working for the company.



Responsibility to the marketplace

We depend on strong relationships with our customers, suppliers and other business partners. We intend to do business only with those individuals and businesses that comply with the law and demonstrate high standards of ethical business behavior.

You are expected to identify and report legal or ethical issues (such as those involving environmental, health, safety, security, corrupt payments or practices, or competition or antitrust violations) concerning third parties or customers that may pose a risk to the company. Such issues will be addressed immediately and appropriately.

Marketing practices

We will compete for business aggressively and honestly and will not misrepresent our products, prices or services. We will not make false or misleading claims about our products, prices or services or about the products, prices and services of our competitors.

Purchasing practices

All purchasing decisions will be based on the best value for the company and in alignment with our business standards and goals. Important components of purchasing include confirming the legal and financial condition of the supplier, complying with our conflicts of interest policy, soliciting competitive quotes, exploring partnering arrangements and incentive-based contracts and verifying quality.

Product stewardship

We provide quality products and services that add value for our customers and which can be used and processed in a safe manner. We strive to improve the products we sell by reducing risk associated with their use or consumption while maintaining the value derived by the customer. The company puts processes in place to comply with country-specific regulations concerning the stewardship of our products.

Competitors

We will obtain information about competitors, competitors' products, customers and suppliers ethically and legally. Theft or misappropriation of third-party proprietary information is prohibited, including obtaining or acting to obtain such information from a competitor's current or former employees.

Antitrust and competition

We are committed to full compliance with the antitrust laws of the United States, competition laws of the European Union and similar laws of the other countries where we do business. These laws are designed to encourage and protect free and fair competition. Although it is beyond the scope of this booklet to discuss these laws in detail, anyone who has a question or concern about potential competition implications of a discussion, decision or action has the responsibility to consult with the Legal department.

Generally speaking, employees are restricted or prohibited by antitrust and competition laws from:

- communicating with competitors about prices and conditions of sales, bids, levels of production or allocations of products, services, sales, customers, suppliers or territories;
- establishing the resale price of a product or conditioning the sale of products on an agreement to buy other Solenis products, or
- making decisions to price product below cost.

In addition to possible damage to our reputation, violating antitrust or competition laws could subject us to severe monetary penalties or civil or criminal enforcement by one or more governments and/or lawsuits by competitors, customers and other affected parties seeking damages.

Anti-corruption

The U.S. Foreign Corrupt Practices Act (FCPA) prohibits the payment of money, gifts or other things of value to influence officials. The United States, like nearly all countries, outlaws bribing its own government officials. The FCPA also makes it a crime to bribe "foreign governmental officials," a term that is broadly defined to include not only officers or employees of a foreign government department or agency, but also employees and officials of

government-owned enterprises, political parties and public international organizations, as well as family members of such persons. In recent years, many countries have passed similar legislation. There are global anti-bribery laws, such as the UK Bribery Act, which prohibit bribery in private business settings in addition to the prohibition of bribery of government officials. We are committed to full compliance with all such applicable anti-corruption laws.

All employees are prohibited from making, offering or promising anything of value to any person – including any foreign official – for the purpose of corruptly influencing any act or failure to act on the part of that official to obtain or retain business for Solenis or any other person. This prohibition extends to cash or cash equivalents, gifts, business entertainment/hospitality, sponsored travel, political contributions and charitable donations intended to corruptly influence the recipient in order to confer a commercial advantage to Solenis or any other person.

Although the FCPA permits minor "facilitating" payments to expedite routine governmental action, this exception is very narrowly construed by the U.S. Government, and the Legal Department should be consulted before any such payments are authorized or made. Many other global laws, such as the UK Bribery Act, disallow facilitating payments, even those that are minor. In addition, the Legal Department should be contacted whenever there is a concern that a payment might be viewed as improper.

The FCPA also requires that we keep books, records and accounts that accurately and fairly reflect in reasonable detail our foreign and domestic transactions. To assist employees, we maintain strict policies and procedures to assure compliance with the FCPA.

Problems relating to the FCPA can also occur when we hire third parties to act on our behalf in other countries, including agents, contractors, distributors, consultants. Solenis can be held liable for anti-corruption violations committed by our business partners. Therefore, anyone who intends to hire any such third party who will perform services outside the United States or Canada must follow our procedures for prior approval of the Legal Department. All such third parties acting on behalf of Solenis must enter into written agreements that expressly require compliance with applicable laws, including applicable anti-corruption laws.

International trade regulations

There are many laws that govern the conduct of our international trade. The following sections identify a few of these laws. More detail is available from the Legal Department.

Anti-boycott

No employee may cooperate in any way with an unsanctioned foreign boycott of countries as provided under U.S. law. The most well-known prohibited international boycott is the boycott of Israel and the related blacklist of companies doing business with Israel by certain Middle Eastern countries (including, but not limited to, Iraq, Kuwait, Lebanon, Libya, Qatar, Saudi Arabia, the United Arab Emirates and Yemen). Any request for information or action that seems to be related to this or any other illegal boycott should be immediately forwarded to the Legal Department.

Export control

The laws of the United States and those of many other countries restrict trade with certain countries. We have operations and customers around the world and must comply with all export restrictions as well as applicable export control laws of all countries where we conduct business. Employees and agents uncertain of the legal trade status of any country should contact the Legal Department.

Gifts, meals and entertainment

In many industries and countries, gifts and entertainment are used to strengthen business relationships. Throughout the world, one principle is common and clear: no gift, favor or entertainment should be accepted if it will obligate or appear to obligate the person receiving it. We maintain specific policies regarding providing and accepting gifts, meals or entertainment. These policies are accessible on InSite or through your manager.

Unless specifically permitted by our policies, you may not solicit or accept gifts, meals or entertainment, including, but not limited to, trips, lodging, event tickets, vacations and personal gratuities.

Providing and expensing

Gifts, meals or entertainment may not be provided if they are against applicable law or our or the recipient's company policy. When provided to third parties, there must be a valid business purpose and the value must be reasonable and in proportion to the value of the third parties' business with our company.

No form of entertainment should be undertaken which could reasonably lead to the embarrassment of the company or have the appearance of impropriety. Entertainment that is degrading or exploitive due to sexual or racial content is strictly prohibited. A gift of anything of value to a government official requires the advance written approval of the Legal department.

Soliciting or accepting

Unless specifically permitted by our policies, you may not solicit or accept gifts, meals or entertainment, including, but not limited to, trips, lodging, event tickets, vacations and personal gratuities. The policy strictly prohibits receipt of the following:

- a gift or loan of cash, cash equivalents (such as gift certificates) or securities;
- a loan of property, including vacation facilities or equipment for personal use;
- a personal service performed free of charge or for less than market value, or
- a discount on the purchase of goods/services for personal use.





Responsibility to the community and the government

Protecting human health and the environment

Protecting human health and the environment is an important responsibility and is part of our business strategy as a Responsible Care company. We work to reduce our environmental impact by reducing or preventing waste generation, emissions and releases, and developing processes to safely use, handle, transport and dispose of all raw materials, products and wastes for which we are responsible. We help

others understand their responsibilities to ensure that they use Solenis products in a safe and responsible manner. We strive for continual improvement in our performance, in partnership with governmental agencies, contractors and communities.

Each of us has the responsibility to act in a manner that reduces the risk of incidents that may adversely impact human health or the environment and are expected to support this commitment by:

- carrying out our responsibilities in compliance with laws, regulations and our policies;
- consistently implementing all work practices to protect the environment and prevent personal injury or property loss;
- actively encouraging care and regard for the environment among co-workers and in the community;
- identifying opportunities to continuously improve environmental, health and safety performance, and
- immediately reporting any actual or potential environmental, health, safety or security problems to supervisors or to the Employee Hotline.

Communities

We seek opportunities to work with the communities in which we do business. As a good corporate citizen, we act responsibly, conduct operations safely and prepare for emergencies that may occur. We also give back to the community by supporting and partnering with educational, civic and charitable organizations.

Political activities

Many governments have laws prohibiting or regulating corporate contributions to political parties, campaigns or candidates in the form of cash or the use of corporate facilities, aircraft, automobiles, computers, mail services or personnel. In addition, our own policies prohibit certain political contributions, even though otherwise permitted by applicable law. Any proposed use of company resources in support of any political contributions or activities in any country must be pre-approved by the Legal Department.

Lobbying activity on behalf of the company is permissible, but is highly regulated by law. Employees who communicate with government officials on behalf of Solenis must contact the Legal Department to ensure that such activities fully comply with the law and our policies.

We respect everyone's right to participate in the political process and to engage in political activities of

his or her choosing. However, you must make clear that your views and actions are your own and not necessarily those of Solenis. Employees may not use company resources to support their personal choice of political parties, causes or candidates.

Requests from government agencies and authorities

Solenis cooperates with reasonable requests from government agencies and authorities. Solenis is entitled to all of the safeguards provided by law to any person from whom information is requested or who is the subject of an investigation, including representation by legal counsel from the very beginning of the investigation. Therefore, all requests for information beyond what is provided on a routine basis must be immediately reported to the Legal Department.



We respect everyone's right to participate in the political process and to engage in political activities of his or her choosing. However, you must make clear that your views and actions are your own and not necessarily those of Solenis.

Where to get help or report

The Employee Hotline

Each employee is required to make an immediate report of any suspected or actual violations (whether or not based on personal knowledge) of the Global Standards of Business Conduct, any other corporate policies or procedures, or any applicable law. In addition to following the reporting procedures in our policies and applicable law, any employee may contact the Legal Department, the Human Resources Department or the Employee Hotline, to report any conduct suspected to be unethical or in violation of our Global Standards of Business Conduct, any company policy or the law.

In addition, should you become aware of any issue concerning the company's financial integrity, including questionable accounting or auditing matters, the matter should be immediately reported to the General Counsel or the Employee Hotline. If requested, the General Counsel will arrange for concerns to be submitted anonymously to the board of directors.

The Employee Hotline is available 24 hours a day, seven days a week and translation service is available for callers who speak languages other than English.

Local contact numbers for the Employee Hotline are provided on the following page. All calls to the Employee Hotline can be completely anonymous and are handled in a confidential manner. We disclose the substance of a report and/or the identity of the person making the report, if known, only on a need-to-know basis, to the extent deemed necessary by the company in order to conduct a thorough investigation and respond appropriately to the report.

Non-retaliation policy

We will not authorize or permit any form of retaliation against an employee who reports, in good faith, any actual or suspected violation of our Global Standards of Business Conduct, any company policy or the law. Intentional submission of a false report, however, will not be tolerated. If you believe you have been retaliated against for making a report in good faith, you should immediately contact the Human Resources Department, the Legal Department or the Employee Hotline.



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solenis.com



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* Please be advised that nothing in this Global Standards of Business Conduct, in any Company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

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Employee Hotline – Share Your Concern

United States and Canada: +1 844 SOLENIS (1-844-765-3647)

For other countries, [click here](#) for the access code and phone number.