

CODE OF CONDUCT ARKEMA

General
Principles

Rules of
Individual
Behavior

The Ethics
Mediator

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Like any community of people, our Group can only develop its activities harmoniously and efficiently if it complies with a full set of rules proceeding from certain principles and corresponding underlying values.

In the complex environment in which we operate, these values, principles and general rules of behavior need to be set out as clearly and simply as possible, to help every Group employee draw inspiration from them, implement them, or comply with them as the case may be.

The present Code of Conduct fulfills this need. It sets out the general requirements relating to the Group wherever it operates, with regard to its shareholders, stakeholders, customers and employees alike. It specifies, for your own personal use, the principles and rules of behavior that must be followed.

The Ethics Mediator, whose remit is defined below, is at the disposal of every Arkema employee who may have a query on the interpretation of this Code of Conduct and on ethical matters within the Group.

Our values are specific because we chose them, and universal because they correspond to fundamental principles.

They are both essential and rewarding.

I know I can trust each of you to heed them as you go about your daily duties, for the ultimate benefit of us all.

Thank you for your cooperation.

A handwritten signature in black ink, appearing to read 'Thierry Le Hénaff'. The signature is written in a cursive style with a long horizontal stroke extending to the left.

Thierry Le Hénaff
Chairman and CEO

General Principles

Arkema, a chemical company operating worldwide in three diversified and coherent business segments:

- Vinyl Products
- Industrial Chemicals
- Performance Products.

With facilities in over forty countries, Arkema is intent on consolidating its growth from a set of core values:

- solidarity
- simplicity
- performance
- responsibility.

As a responsible industrial group, Arkema is committed to:

- contributing to an efficient and controlled use of the products we supply
- being exemplary in terms of safety and health at work, as well as environmental protection
- conducting its operations within a Sustainable Development approach.

These guiding principles are Arkema's benchmark, and fall in line with its objective of continued growth benefiting its shareholders, customers and employees.

As a general principle, Arkema observes the treaties, conventions, laws and regulations in force in the countries or territories in which it operates.

Accordingly, Arkema endorses:

- the principles of the Universal Declaration and the European Convention of Human Rights
- the Fundamental Conventions of the International Labor Organization
- the OECD Guidelines for Multinational Enterprises.

In particular, Arkema:

- observes the rules of free competition, and in this regard has drawn up a compliance program that aims to guarantee the observance of the rules in force by all entities within the Group and their employees
- rejects bribery and corruption in any form, whether active or passive.

In view of the above, the present Code of Conduct sets out the principles and rules that should guide the actions of the men and women of Arkema.

The Code of Conduct may be adapted, as required, to the requirements of a particular subsidiary, in accordance with the laws and regulations in force in the territory in question.

Shareholders

Arkema strives to earn the trust of its shareholders, with the aim of providing them with a profitable investment.

The Company observes the principles of good corporate governance, and strives to put in place the corresponding good practices.

It regularly provides reliable and relevant information to all shareholders, and is attentive to their concerns.

It complies strictly with stock exchange regulations, and reports its activities accurately in its financial statements.

Customers

Arkema supplies quality products and services to its customers, at all times striving to provide optimum performance for every application at a competitive price.

It is always attentive to its customers' needs; as part of a continuous progress process, it regularly checks, evaluates and improves its products, services and technology in order to ensure quality, safety, efficiency and innovation at every stage of the development, production and distribution process.

Employees

Arkema has confidence in the loyalty, motivation, competence and sense of responsibility of its employees.

It expects them to adopt a responsible behavior, adhere to the highest standards of integrity, and avoid conflicts of interest. It gives priority to simplicity in relationships between individuals.

It pays particular attention to its employees' working conditions, respecting individuals, avoiding discrimination, and protecting health and safety.

It includes them in the life of the Group by encouraging the distribution of information, and through dialog and consultation; it respects their personal lives.

Rules of Individual Behavior

It recruits personnel solely on the basis of the Group's requirements and the specific capabilities of individual applicants.

It develops their professional skills and their responsibilities without any discrimination, notably as regards race, gender, or affiliation to political, religious or minority groups or to labor organizations.

In this regard, the management are committed to organizing an annual performance review with their own staff with a view to setting objectives, assessing performance, identifying training requirements, and reviewing career development

Suppliers and Service Providers

Arkema's relationship with its suppliers and service providers are guided by the following principles:

- the choice of supplier shall be based on the fulfillment of a requirement, on quality, performance, duration and optimum price
- relationships with suppliers shall be based on confidence, and be fostered within transparent contract terms negotiated with fairness
- suppliers are expected to adhere to principles that are comparable with those of the present Code of Conduct.

Host Countries

In conducting its business, Arkema respects the culture and traditions of host countries.

Arkema respects the sovereignty of all States, and refrains from intervening in local political processes. It complies with all laws and regulations in force, especially concerning the environment, competition, and labor law.

Arkema rejects all forms of bribery and corruption, and undertakes not to resort to bribery "in order to obtain or retain business or other improper advantage in the conduct of international business", as outlined in the OECD Convention on combating the bribery of foreign public officials in international business transactions.

The development and performance of Arkema depend to a large extent on the trust between the Group and its employees, and among the employees themselves.

This trust makes for an efficient delegation of responsibilities. Creating and nurturing this trust entails compliance, at every level, with certain rules of behavior in situations that can be complex and in the context of potentially hazardous operations. In the absence of being able to anticipate and make provisions for every contingency, the following principles, together with a personal sense of responsibility and common sense, are useful references for anyone in the Group, whatever their scope of activity.

Health, Safety and Environment

Employees are responsible for ensuring that their role in Arkema's activities is carried out in full compliance with Group health, safety and environmental rules and regulations.

Professional Relationships

Every employee is expected to be loyal, show solidarity, and be attentive to the quality of their relationships with colleagues. They shall refrain from any act of discrimination, and give priority to working as part of a team.

Information Technology and Communication Resources

Group information technology and communication resources are intended for professional use. Reasonable personal use may be tolerated, in line with relevant laws and regulations.

Customer and Supplier Relations

Employee relations with customers and suppliers should be fair and honest, in strict compliance with contractual undertakings and with relevant laws and regulations.

The giving or receiving of gifts or entertainment should remain within acceptable limits, within the bounds of what is customary and the provisions of anti-corruption legislation. In case of doubt, employees shall refer to their line manager or to the Ethics Mediator. Under no circumstances may employees solicit gifts or invitations.

■■■ Rules of Individual Behavior

Employees involved in international business shall strictly observe regulations on the risks of dual use of some of our products as chemical weapons or as drug precursors.

Confidentiality and Intellectual & Industrial Property

Generally speaking, employees shall not disclose confidential information, whether verbally, in writing, or electronically, unless delegated or expressly authorized to do so by their management. They shall also observe the rules and regulations governing intellectual and industrial property. Employees shall take the necessary steps to protect the confidentiality of any information acquired in the course of their employment, of which they are merely the custodians.

This obligation shall remain in force even after the employee has left the Group.

Conflicts of Interest

Employees may encounter situations where their own personal interest or that of persons or companies with whom they have ties or links may conflict with the Group's interests.

In such cases, they shall act according to their conscience bearing in mind the loyalty they owe to the Group, and, in the event of doubt, they shall consult their management or the Ethics Mediator.

In particular, employees who have a personal interest in a company conducting business with Arkema shall inform the Ethics Mediator accordingly.

To avoid conflicts of interest, employees shall refrain from:

- acquiring an interest in a competitor, supplier or customer without the prior written approval of their management
- trading in the listed shares of these companies, should they have had access to privileged information about them
- exercising any outside professional activity without first obtaining the written approval of their management, if employed on a full-time basis by the Group.

Insider Trading

Employees who, by virtue of their employment, have access to information not in the public domain and that could affect, should it be made public, the share price of the Group or of another listed company, shall be prohibited from trading in the shares or other securities of the Group or company in question, either directly or through another party, for as long as this information has not been made public.

Political Activities

Employees who may be regarded as representing the Group shall refrain from engaging in political activity in countries where they are not entitled to exercise political rights and where the Group operates. In addition, employees shall refrain from engaging in any action that would be contrary to these countries' traditions or cultures.

The Ethics Mediator

The Ethics Mediator reports directly to the Chairman and Chief Executive Officer of Arkema.

Appointment and Revocation

The Chairman and Chief Executive Officer of Arkema appoints the Ethics Mediator for a term of four years.

The Ethics Mediator is a Group employee who has broad experience of the Group's businesses and disciplines, and holds a position that guarantees the necessary independence and freedom of judgment.

The Ethics Mediator can be revoked by decision of the Chairman and Chief Executive Officer of Arkema only, such decision being notified to the Group's Board of Directors.

The Chairman and Chief Executive Officer of Arkema — or the Chief Operating Officer as the case may be —, or employees shall refer directly to the Ethics Mediator any ethical matters and, in particular, any difficulty in the practical implementation of the present Code of Conduct.

Scope of Work

The Ethics Mediator is responsible, to the Chairman and Chief Executive Officer, for generally overseeing the ethical issues related to the Group's activities.

Accordingly, the Ethics Mediator:

- Ensures that the Group's Code of Conduct is suitably circulated and familiar to Group employees.
- Ensures the specific adaptation of the present Code, as required, for a particular subsidiary, in liaison with the latter's management.
- Recommends procedures, or at his discretion responds in the strictest confidence to any questions that Group employees may have on the application of or compliance with the Code of Conduct in specific circumstances.
- Prepares with the relevant entities any verbal or written communication relating to ethical matters in the Group, and oversees any contact related to ethical matters, in particular with the Group's stakeholders.
- Replies with the relevant entities to any correspondence challenging the ethical standards applied within the Group or within a subsidiary; at his discretion, he may reply exclusively to the individuals requesting his advice or raising an issue.
- Is required, generally and at all times, to observe the strictest confidentiality toward third parties about the identity of the authors of the questions, and to keep secret any information that could lead to their identification; this obligation may, however, be amended with regard only to those individuals who need to be informed, as far as is strictly required to respond to or deal with the matter raised, these individuals being also subject to the same obligation of confidentiality.
- May himself take in hand any ethical matters concerning the Group; he makes recommendations on matters of ethics that he may deem necessary, and he puts forward to the Chairman and Chief Executive Officer any modification to the present Code of Conduct he may deem necessary or appropriate, based in particular on specific situations he may have encountered or on amendments to laws or regulations.
- Has the right to visit any Group facility or subsidiary.
- Is assisted by the Group Audit Department and the Legal Department, with whom he maintains regular contact.
- Advises the Group's training department on including, where appropriate, a presentation of the Code of Conduct in training programs, in particular those for new recruits and for executive posts.
- Submits an annual report to the Executive Committee and to the Board of Directors.



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