

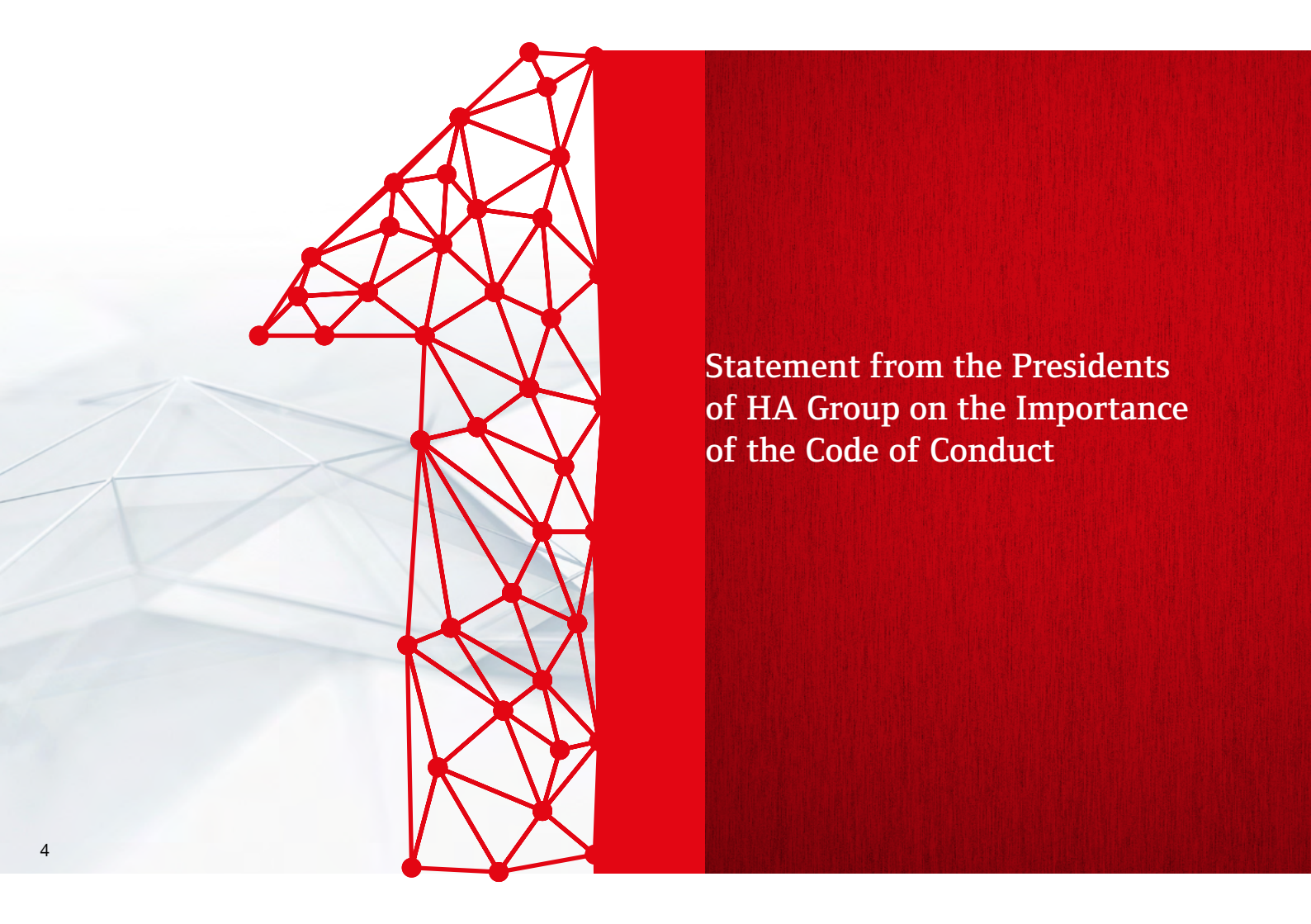


**Code of Conduct**

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Statement from the Presidents  
of HA Group on the Importance  
of the Code of Conduct

**Dear colleagues,**

Economic success and good corporate citizenship are inseparable objectives of our corporation. As such, responsible and ethical behavior toward employees, business partners, society and the environment is an integral part of our company's value system.

Needless to say that we conduct our business in compliance with laws and regulations. Violations are not only inconsistent with our values; they are also harmful to our reputation and the HA brand and can lead to significant legal consequences. Individuals who act in an unlawful manner are harming the company, its shareholders, its employees and its customers. Such behavior diminishes the company's financial success, hampers its capacity to invest and grow, and can ultimately jeopardize the jobs it provides.

The Code of Conduct serves as a common guideline for our decisions and our actions. It outlines binding minimum standards for responsible behavior towards business partners and the public, as well as for our behavior within the company. By heightening awareness of legal risks it will help prevent any violations of relevant laws. All of us are obligated to adhere to the principles laid out in this Code. This Code is binding for Hüttenes-Albertus Chemische Werke GmbH and all companies that Hüttenes-Albertus Chemische Werke GmbH directly or indirectly controls.

*With respect to the Code, we would like to underscore the following three points:*

→ Nothing can take the place of personal integrity and sound judgment. In order to uphold our corporate responsibility, it is essential that all of us are aware of the laws and regulations relevant to our respective fields of work, and take personal responsibility for abiding by them. This Code in its section 3 contains a simple, easy-to-use decision making guide that shall assist you in always making the right decisions.

→ Managers have a special obligation to lead by example. Embodying our values, exemplifying our corporate culture and taking swift and decisive action against any business activities that are inconsistent with the law or our company principles are part of every manager's responsibilities at Hüttenes-Albertus.

→ The company and its management also have the responsibility to create an environment in which critical topics can be discussed openly and without fear of retaliation. This applies, in particular, to violations of the Code of Conduct. Whoever becomes aware of any such violation should be able to turn to a person they can trust within their immediate work environment. If this is not possible or advisable in a certain situation, employees at Hüttenes-Albertus can always seek guidance from other contact persons, in particular their colleagues listed as Compliance Champions or subject matter experts in section 4 of this Code.

The continued development and success of our company depends largely on our shared commitment to social responsibility and our ability to maintain our reputation as a trustworthy business partner. Thank you for contributing to this goal through the integrity of your individual actions.



Franz Friedrich Butz  
President



Christoph Koch  
President



Principles

## 2.1 GENERAL REQUIREMENTS

### 2.1.1 Compliance with the law

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We comply with all applicable local, national and international laws and regulations wherever we do business.

- Compliance with all applicable laws and regulations is critically important to the success of our companies worldwide. The violation of laws and regulations can have severe consequences, such as criminal convictions, fines and reputational damage.
- All Hüttenes-Albertus managers are obligated to be familiar with the basic laws, regulations and corporate policies that are relevant to their areas of responsibility. Comprehensive knowledge of applicable laws and corporate policy is especially important for those managers who, because of their specific functions or appointed positions, have a special responsibility for ensuring compliance (e.g., managing directors, managers in EHS, Finance, Human Resources, Legal & Compliance).
- In specific Hüttenes-Albertus affiliates, countries, industries or markets as well as with specific business partners, stricter rules than those described in this Code of Conduct may exist. In such cases, employees should assume that the stricter standard applies.
- If there is any doubt whether a decision is legally sound, the Hüttenes-Albertus Legal & Compliance department or other appropriate person listed in section 4 (“Your contacts for the Code of Conduct”) should be contacted for assistance and clarification.

- Hüttenes-Albertus is committed to swiftly investigate potential violations of these rules and will decisively and expeditiously take appropriate action, which may in serious cases include dismissal of perpetrating employees.

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### 2.1.2 Freedom to speak without fear of retaliation

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We encourage our employees to speak up freely and without fear of retaliation. Retaliation against employees who raise good-faith concerns about misconduct occurring in the company is prohibited.

- Being able to speak freely helps to prevent misconduct, and to detect and correct it, should it occur. We therefore value an open work environment where employees can approach their supervisors or management to raise issues or voice criticism without any concerns. Managers are responsible for encouraging open dialogue and for supporting their employees and addressing their concerns in a fair and impartial manner.
- Intimidation or retaliation against employees who in good faith provide reports of suspected or actual misconduct must not be tolerated. Reporting misconduct “in good faith” means that an individual believes that what he or she is asserting is true, whether a subsequent investigation proves that report to be true or not.
- If employees feel uncomfortable raising concerns directly with their manager or another person locally, or if their attempts to do so are ineffectual, we encourage them to make use of the resources introduced in section 4 (“Your contacts for the Code of Conduct”).

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### 2.1.3 Mutual trust & respect, diversity

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We treat each other in a mutually respectful and trusting manner and seek to create a workplace environment that does not allow for discrimination.

- Every individual is entitled to fair, dignified and respectful treatment. We are committed to equal opportunities and encourage a respectful and diverse workplace in which each individual's unique value is recognized and each person is treated with courtesy, honesty and dignity. Harassment, bullying or intimidation is prohibited.
- All decisions with respect to recruiting, hiring, disciplinary measures and promotion as well as other conditions of employment must be administered free from any illegal discriminatory practices. We do not tolerate discrimination against employees or applicants for employment because of race, national or ethnic origin, gender, pregnancy, marital or parental status, age, disability, religion or belief, sexual orientation or any other characteristic specified under applicable anti-discrimination law or company policy.
- Hüttenes-Albertus values the diversity of its employees and strives to be representative of today's work force by maintaining policies that encourage diversity and enable Hüttenes-Albertus to attract, hire, retain, and leverage the best employees at all levels of the company. We encourage our employees to participate in the creation of a diversity friendly work environment and to take personal ownership for making day-to-day decisions that reflect our diversity principle. For further guidance, contact your supervisor or the Human Resources department.

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### 2.1.4 Conflicts of interest

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We disclose potential or actual conflicts of interest in the workplace in a timely manner for proper review and resolution.

- In our daily business we may be faced with situations in which a decision that is in the best interest of the company competes with our personal interests. A conflict of interest can make it difficult for an individual to make impartial decisions that are in the best interest of the company.
- Employees with a real or potential conflict of interest must disclose it to their manager or their company's senior management for prompt resolution.



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### 2.1.5 Protection of company assets & anti-fraud

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We deal with company property, products and resources responsibly.

- We value the responsible use and handling of any tangible or intangible company assets, such as products, work materials, IT equipment, or intellectual property.
- Company assets should – to the extent not explicitly otherwise permitted – be used only for their intended business purposes and not for improper personal, illegal or other unauthorized purposes.
- Every form of fraud is prohibited, regardless of whether company assets or third-party assets are affected. Adequate control measures should be in place to prevent any form of fraudulent activity (e.g., fraud, embezzlement, theft, misappropriation, tax evasion or money laundering).

## 2.2 INTERACTION WITH BUSINESS PARTNERS AND THIRD PARTIES

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### 2.2.1 Interaction with business partners

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We act with integrity in our dealing with others, and also expect our business partners to obey the law.

- Our business partners (e.g., customers, suppliers, agents and consultants) expect that they can rely on Hüttenes-Albertus as a partner that conforms to the law. This demands that we know our contractual obligations to our business partners.
- We in turn take care that our business partners' practices are based on respect for the law. We know our customers and conduct appropriate due diligence on our business partners in order to ensure these principles.

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### 2.2.2 Governmental & regulatory relations

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We maintain proper and legally flawless relations with all government regulators and agencies.

- Business relationships with governmental bodies are often subject to particularly strict requirements. In all our dealings with government and regulatory agencies and officials, we conduct ourselves in an honest and transparent manner and act in compliance with applicable laws. Dealings with governmental entities may occur in the ordinary course of business (obtaining licenses or approvals or entering into contracts), while engaging in political lobbying, or when responding to governmental or regulatory requests or inquiries of any nature (e.g., subpoenas, investigations, legal proceedings).



- Employees who receive any kind of governmental inquiry shall immediately contact their company's senior management and the Legal & Compliance department for assistance prior to taking further action in order to ensure compliance with all legal requirements.

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### 2.2.3 Anti-corruption & anti-bribery

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We condemn all forms of corruption and bribery.

- At Hüttenes-Albertus, offering or accepting a bribe, in any form, to or from any person in either the public or private sectors, is prohibited.
- Reasonable and bona fide hospitality and promotional or other business expenditures, that seek to maintain cordial relations or present products or services and are provided in a transparent manner, are recognized as a legitimate part of doing business
- Such advantages may, however, only be given or accepted if they serve a legitimate business purpose and do not serve to obtain or grant an improper advantage. The advantage may not have an unreasonably high value and may not exceed the limits of customary business practice or the recipient's normal standard of living. Generally, public officials should not be offered any advantages.
- Caution should be taken when requests or offers are made for sponsorship or a "charitable contribution" to ensure that it is not a request for or offer of bribery in disguise.
- Apply the Hüttenes Albertus standards of financial control, ethics and conduct internationally, even in foreign countries where culture or common practice might indicate that lower standards of conduct are widely accepted.

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### 2.2.4 Export Control

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Hüttenes-Albertus is fully committed to abide by the spirit and the letter of all applicable import and export control laws.

- National and international laws regulate the import, export or domestic trade of goods, technology, services, the handling of specific products, as well as capital movements and payments. Adequate procedures must be used to ensure that transactions with third parties do not violate current economic embargoes or regulations of trade, import or export controls, or regulations for the prevention of terrorism financing.
- Abide by import and export controls as they relate to your business and products.
- Seek legal counsel when doing business with countries subject to sanctions imposed by the Security Council of the United Nations, by the European Union, the U.S. Government or the country you are operating in.

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## 2.2.5 Fair competition

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We comply with applicable antitrust and competition laws and consult expert counsel on antitrust and competition issues.

→ In all countries relevant for HA, laws prohibit relationships or arrangements with competitors, suppliers, distributors or dealers that may interfere with competition in the marketplace. Such legal prohibitions apply to a wide range of activities, including price fixing, allocations of customers or sales territories between competitors, anti-competitive boycotts and other unfair methods of competition. We are committed to fair competition and compliance with these laws.

→ All Hüttenes-Albertus directors, officers and employees must at least comply with the following requirements:

***Do not coordinate market behavior with competitors.***

- Do not discuss or agree prices with competitors.
- Do not discuss or agree on market allocation / customer allocation / boycotting of certain customers.
- Do not discuss or agree on a restriction of the production volume, capacities or sales volume.
- Do not exchange competitively sensitive information with competitors.

***Do not impose an unreasonable constraint on the competitive freedom of customers, distributors or suppliers.***

***Do not take advantage of a dominant position in order to squeeze out competitors from the market or to manipulate the market.***

→ The above listed requirements are partial. Other types of activity may comprise antitrust violations. General questions regarding these requirements should be raised to the Hüttenes-Albertus Legal & Compliance department or local external anti-trust counsel in your country who has been approved by the Hüttenes-Albertus Legal & Compliance department.

→ Further guidance on compliance with anti-trust rules will be provided in the Hüttenes-Albertus Anti-Trust Compliance Manual.

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## 2.2.6 Product safety

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We create and develop safe products and services for our customers.

→ We see ourselves as partners with our customers. Our business success is supported by a long-lasting relationship with our customers. We are, therefore, committed to providing our customers with safe, high-quality products and services.

→ Our products and services must not contain defects or unsafe features that could lead to the unduly endangerment of health or environment or to damage of property.

## 2.3 HANDLING OF INFORMATION

### 2.3.1 Data privacy & protection

We collect, retain, use and transmit personal data and information in compliance with applicable law and policy.

- When we collect, retain, use or transmit personal data (e.g., names, addresses, phone numbers, dates of birth, health information) relating to employees, or customers or other third parties, we do so with great care and sensitivity.
- We are committed to the principle of data minimization, i.e. we collect, retain, use and transport only personal data that are appropriate, relevant and not excessive with regard to their intended use.

### 2.3.2 Financial integrity

We conduct our business and manage recordkeeping and financial reporting with integrity and transparency.

- All transactions and records relating to our business must be maintained and handled accurately and appropriately. All transactions, assets and liabilities must be properly documented and recorded in accordance with internal reporting guidelines and legal requirements.
- Maintaining recordkeeping integrity requires applying high standards of accuracy, completeness and accountability in all business dealings.
- Financial accounts, documents, contracts, and other company information may not knowingly include incorrect or misleading entries. Any balance sheet manipulation is prohibited.

### 2.3.3 Information technology use & security

We make proper business use of workplace information technology and help to protect systems and equipment against internal and external threats.

- In our daily business we use information technology and process data on a regular basis. This requires appropriate security practices (password protection, approved technology and licensed software) to protect intellectual property and personal data. Ignoring appropriate security practices can lead to serious consequences, such as data loss, identity theft or copyright infringement.
- Because of the dissemination speed, easy replication and practical indestructibility of digital information, great care needs to be exercised in what is e-mailed, recorded as voicemail, attached or downloaded.
- We commit ourselves to using workplace-related IT systems for legitimate business purposes and not for personal uses that are unreasonable or improper, or for unethical or illegal activities.
- All employees need to be aware that workplace-related IT systems in all forms constitute company property.
- We have an obligation to take proper measures to protect IT systems against internal and external misuse or threats (such as misusing assigned passwords or downloading inappropriate materials from the internet). We should seek the advice of IT personnel whenever we have a question or concern.

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### 2.3.4 Confidentiality & intellectual property

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We protect confidential information from unauthorized disclosure and use. We protect the reputation of our company in our public statements.

- Confidential information is information that is intended for the named recipient(s) only, not for internal dissemination or external release. It may involve records, reports, contracts, financial and personnel data, investigations, lawsuits, creative work, intellectual property, or new business plans or products, and may appear in many different forms (digital, physical, etc.).
- Confidential business information should be restricted to those employees who “need to know.”
- Discussing confidential information in public places or engaging in unauthorized sharing of company or customer information with third parties — for example, with the media or with competitors — constitutes a breach of confidentiality and may constitute a violation of applicable laws.
- Employees with access to especially sensitive information (financial, human resources, legal, new product development, insider information on other companies, IT, etc.) must observe strict confidentiality even with colleagues, and should seek appropriate advice before disclosing any such information to third parties. In such instances, it is important to evaluate whether to enter into confidentiality agreements.
- By keeping confidentiality we help protecting one of our most important assets, our product know-how and intellectual property.

## 2.4 PEOPLE & ENVIRONMENT

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### 2.4.1 Environment, health & safety

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Hüttenes-Albertus is committed to environmental, health, and safety excellence throughout our operations, both to fulfill our social responsibilities and as a means to build the value of our business. Excellence means integrating health, safety and environmental planning and execution into all business activities, complying with the law, conserving natural resources, responsibly managing environmental, health and safety risks and working collaboratively with others in addressing issues and opportunities.

- We strive for environmentally responsible procurement and use of natural resources (energy, water, materials and land) in the production and distribution of our products and the performance of our services.
- We will provide a healthy and safe workplace for our employees by complying with all applicable health and safety laws and standards. Managers in particular must ensure that appropriate health, safety and security practices and safeguards are in place to comply with applicable laws and management standards.
- Our employees shall understand the environmental and occupational health and safety implications of our products and businesses and understand and comply with the legal requirements relating to them.
- We include in all business plans due consideration for the environmental, health and safety impact of the actions or non-actions contemplated in such plans.

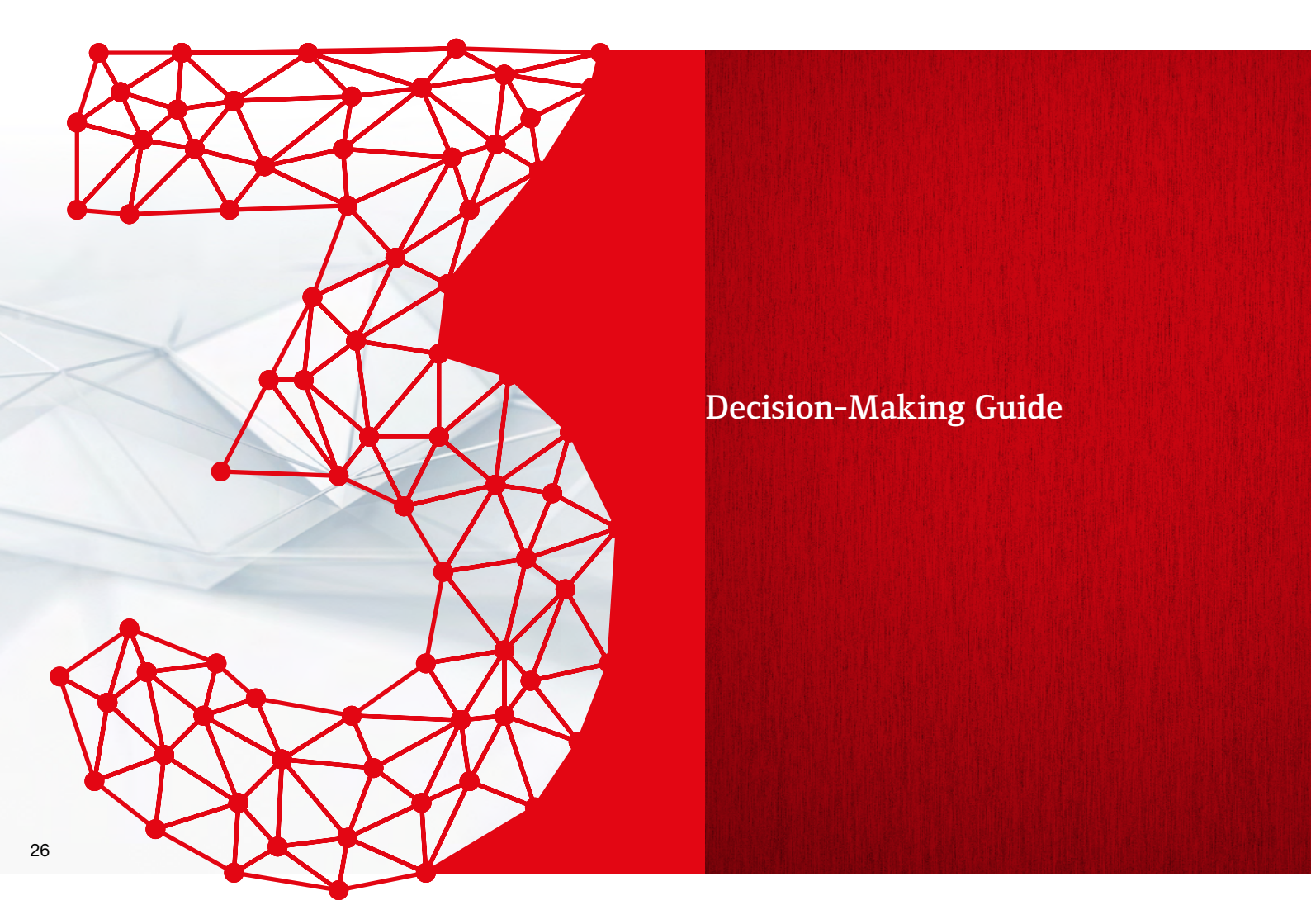
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## 2.4.2 Human rights, global labor standards and fair working conditions

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Ensuring fair working conditions and achievement of internationally recognized standards for labor and human rights are integral parts of our corporate culture.

- We are an equal opportunity organization which respects the dignity, diversity and individual rights of employees and third parties with whom we have business relations. We are committed to fostering a workplace which is free from discrimination, bullying or harassment of any kind.
- We uphold both the right to freedom of association and the right to engage in collective bargaining in accordance with applicable laws and regulations. We condemn forced or child labor and any form of exploitation or discrimination and strictly comply with applicable laws.
- We comply with legal requirements for the protection of fair working conditions, including those regulating compensation, working hours, and privacy.
- We are committed to global human rights and labor policies, including the absolute prohibition on human trafficking, child, forced or involuntary labor in any of our global affiliates, operations and facilities. We do not tolerate the exploitation of children or workers and are committed to providing a workplace that is free of intimidation and any type of workplace violence. We expect the suppliers and contractors with whom we do business to comply with these standards.



## Decision-Making Guide

If you are ever uncertain whether a particular action or decision is in accordance with the requirements of the Code of Conduct, then consider the following questions:

- Is my action or decision legal and consistent with company policies?
- Can I make an independent decision that is in the best interest of the company and free from any competing personal interests?
- Can I make the decision in good conscience?
- Would I feel comfortable if my action or decision were made public? Would my decision hold up to scrutiny by a third party?
- Am I confident that my action or decision will not hurt our company's reputation?

If you can confidently answer yes to each of these questions, it is likely that your action or decision is appropriate. Should you have any doubts regarding one of these questions, then do not act or make a decision without first seeking qualified advice. The next section describes the available resources you can turn to.





Your Contacts for the  
Code of Conduct

At Hüttenes-Albertus, you will always find an open door if you need advice, want to discuss a concern about potential misconduct or want to provide suggestions for improving procedures.

Many concerns about workplace conduct can be resolved by raising them constructively with the persons directly involved or by seeking assistance from local contact persons. Other issues, such as illegal business practices, might be better addressed with somebody outside your local environment.

Retaliation against employees who raise concerns in good faith about suspected misconduct is prohibited (see section 2.1.2 “Freedom to speak without fear of retaliation”).

Employees who experience retaliation should contact the Hüttenes-Albertus Presidents.

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### Presidents:

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**Franz Friedrich Butz**

Email: Franz.Butz@ha-group.com  
Phone: +49 511 9797 107

**Christoph Koch**

Email: Christoph.Koch@ha-group.com  
Phone: +49 211 5087 207

For specific advice in the area of EHS, Finance, Human Resources, IT and Legal & Compliance you can contact the following experts.

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### EHS:

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**Dr. Jörn Küper**

Vice President Global Production and Technology

Email: Joern.Kueper@ha-group.com  
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### Finance:

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### Human Resources:

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### IT:

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**Dr. Stephan Luenskens**

Head of Global IT

Email: Stephan.Luenskens@ha-group.com  
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### Legal & Compliance:

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**Stephan Rudolph**

General Counsel / Vice President Legal & Compliance

Email: Stephan.Rudolph@ha-group.com  
Phone: +49 211 5087 202

We have appointed “Compliance Champions” for each majority-owned operating subsidiary, who have been trained accordingly and serve as the first point of contact for questions and concerns in the respective local language. You can find the Compliance Champion’s names and contact details on [SHAre](#).

Employees who believe they are aware of a violation of this Code of Conduct or any individual Hüttenes-Albertus policy are encouraged to report their concern, complaint, report or inquiry. Employees have many ways in which they can report a concern or incident related to this Code of Conduct. They may discuss it with their manager or any of the contact persons named above.

As an additional communication tool for specific types of situations Hüttenes-Albertus has established an anonymous reporting tool (also known as “whistleblower hotline”) through which employees can confidentially and anonymously report perceived violations of this Code of Conduct. This hotline is not a substitute for routine communications within our organization between employees and their supervisors and managers, particularly as to workplace duties. Hence, regular business matters that do not require anonymity should be directed to the employee’s supervisor and should not be submitted using this service. Rather, this whistleblower hotline is an additional communication tool for specific types of situations and it is provided because we believe that it is a good business practice to do so.

Reports can be made via the following communication tools:

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### Website:

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[www.lighthouse-services.com/ha-group](http://www.lighthouse-services.com/ha-group)

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### Anonymous Reporting App:

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Keyword: ha-group  
(detailed instructions [here](#))

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### Toll-Free Telephone:

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- Germany: 0800-183-0724
- USA: 855-400-6002
- All other countries: 800-603-2869 (must dial country access code first click [here](#) for access codes and dialing instructions)

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### Email:

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[reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

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### Fax:

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+1 (215) 689-3885 (must include company name with report)

After making a report an in-person meeting may be scheduled upon request.

# **HÜTTENES-ALBERTUS**

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