

# Code of Conduct



- Antiboycott
- Privacy of Information
- Drugs & Alcohol
- EHS&S
- Anticorruption
- Fair Competition
- Global Trade
- Employment Practices
- Conflicts of Interest
- Information Technology
- Intellectual Property
- Insider Trading
- Internal Controls and Fraud
- Information Governance
- Political Activities



Performance by design.  
Caring by choice.™

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REVISION DATE*	DESCRIPTION OF REVISION
Revision No.: 10 10/03/17	Replaced Letter from the CEO, Leadership Team references, and graphics
Revision No.: 11 05/16/2018	Replaced quote from Vice President, Human Resources
Revision No.: 12 08/01/2019	Replaced quotes from SVP, CFO and Controller, and General Auditor; modified Letter from CEO; refreshed optics; updated guidance under each topic; expanded methods of reporting; and highlighted the non-retaliation policy and its applicability to all methods of reporting
Revision No.: 13 08/20/2020	Updated quotes from new Leadership Team members; updated guidance under Political Activities.
Revision No.: 14 08/12/2021	Updated quotes from new Leadership Team members; updated EHS&S section with additional sustainability language
Revision No.: 15 06/21/2022	Updated quotes from new Leadership Team members; replaced Records & Information Management with Information Governance; referenced anti-money laundering laws within Anticorruption.
Revision No.: 16 05/16/2023	Updated quotes from new and existing Leadership Team members
Revision No.: 17 06/21/2023	Updated coversheet

\*Prior revision history on file with the E&C Office

# A WORD FROM THE CHIEF EXECUTIVE OFFICER

Dear Colleagues,

We are all company stakeholders, and we should take pride in our determination to demonstrate our long-standing commitment to quality and integrity across our global operations.

CPChem's reputation today is as strong as ever; however, we must remain diligent in making the right decisions every day. This means maintaining our dedication to doing things right or we risk losing the trust of our fellow employees, customers, suppliers, owners, joint venture partners and communities. We should remember the ideals that helped earn our strong reputation: "who we are" and "what we achieve."

We demonstrate "who we are" through our values and our culture. Our reputation in the industry and among our many stakeholders is built by the ethical decisions we make and the actions we take every day. Enhancing this reputation means that we are compliant, we obey the law, and we act with integrity and ethics in every aspect of our business. We respect those with whom we interact, we keep people safe and we operate in an environmentally responsible manner. We care by choice.

We will encounter situations that put our judgment, values and ethics to the test. It is our responsibility as individuals and as a company to pursue, understand and insist upon compliance with the laws and policies that must be followed regardless of our role or location. Our Code of Conduct is designed to remind all employees of the standards to which we are held and must maintain. Our conduct is "who we are."

"What we achieve" describes our results as seen by our stakeholders. Our achievements help us deliver value to our employees and owners and make us an attractive business partner to other industry players, customers and suppliers. Stakeholders want to do business with us because we deliver results. We perform by design. For you, this means providing a great employee experience -- where everyone is treated with dignity and respect and valued for their unique talents and contributions. These actions are all part of "what we achieve;" however, results have no value if they disregard "who we are."

If you have questions or concerns about whether certain conduct or actions are appropriate, don't hesitate to promptly contact your supervisor, HR Business Partner, the Ethics & Compliance Office or the hotline.

Our Leadership Team is committed to fostering a culture where we all feel secure and confident in asking for guidance and raising concerns about violations of our Code of Conduct without fear of ridicule or retaliation. In fact, speaking up about questionable circumstances or conduct is a core responsibility for all of us. Retaliation against those raising good faith concerns will not be tolerated.

At CPChem, doing business safely, lawfully and ethically comes before profits, sales or any other standard of business success. Remember, if we act with integrity, which is the basis of "who we are," we will always succeed.

Best regards,



**Bruce Chinn**  
President and Chief Executive Officer

# HOW TO REPORT A CONCERN

## LOCAL MANAGEMENT

In most cases, your supervisor will be in the best position to resolve your ethics and compliance concerns quickly.

However, your direct supervisor is not your only option. Alternatives include:

- The next level of management;
- Your Human Resources Business Partner; and
- The person on your local E&C Committee responsible for the subject matter in question (known as a Topic Owner).

## POLICY OWNERS

The department, staff or business unit responsible for developing, maintaining, and publishing policies related to their area of expertise.

## THE ETHICS & COMPLIANCE OFFICE

You may contact the E&C Office by calling one of the E&C representatives or by emailing [ethics@cpchem.com](mailto:ethics@cpchem.com) if you are not sure where to turn or are uncomfortable discussing your concern with local management. Your matter will be handled with discretion.

## THE HOTLINE

The Hotline provides a means for you to submit your questions and concerns, anonymously if you choose, online or by phone. It is available through an independent third party, 24 hours a day, 7 days a week, in over 100 languages:

- **In the U.S. dial:**  
1-800-356-2590
- **Outside the U.S. dial:**  
+ 1 503-619-1804 (toll free)
- **Online:**  
[www.cpchem.ethicspoint.com](http://www.cpchem.ethicspoint.com)

## NON-RETALIATION

Retaliation will not be tolerated against those who report suspected misconduct in good faith.

## WHAT HAPPENS WHEN YOU SUBMIT VIA THE HOTLINE?

- The Hotline is managed by an outside, independent third party.
- You may submit your question or concern online or by phone.
- You may choose to remain anonymous.
- If by phone, an operator will take your report (translators are available). Regardless of your reporting method, you will receive a reference number you can use to check on the status of the matter.
- You may, but need not, disclose your name; however, certain facts such as the location where you work, names of co-workers involved, may be necessary to make a complete report.
- A report summarizing the information provided is sent to the E&C Office.
- Only the information you provide is included in the report.



“CPChem’s Tenets direct you to move to a safe place and seek assistance when a situation is not understood. The same goes for the topics covered in The Code. There is no greater sign of good judgment than to seek guidance when you are unsure of your obligations or if you encounter questionable conduct.”

– **TIM HILL**  
EXECUTIVE VICE PRESIDENT,  
LEGAL & PUBLIC AFFAIRS, GENERAL COUNSEL



# THE CODE OF CONDUCT AND OUR RESPONSIBILITIES

## THE CODE OF CONDUCT

("The Code") reflects our core values and highlights the principles that must guide our conduct. It applies to all employees of CPChem ("Representatives"), including employees of its wholly-owned subsidiaries and certain affiliates, as well as employees who have been seconded to, or serve on the board of, any of CPChem's joint ventures (each, a "JV"). The Code provides guidance for situations that you might encounter on the job and is a resource for further information. You can take comfort knowing that each Representative is required to review and certify compliance with The Code annually.

The Code cannot address every possible workplace situation or list all CPChem policies and procedures. However, it does highlight our ethical standards and tell you where you'll find more information. More detailed policies and procedures can always be found on the Policy Portal.

When each of us follows The Code, we show our commitment to the ethical standards that make CPChem an admired business partner and a valued citizen of the global business community. Violations of The Code and other company policies can result in discipline, including termination of employment, as well as criminal prosecution. Each of us bears the responsibility to seek out and understand the laws and policies that apply to our job and location. Similarly, we must report suspected violations as we become aware or if we are involved. For more guidance on CPChem's Ethics & Compliance Program and everyone's responsibilities, consult the Ethics & Compliance Program Guide.

## ETHICAL DECISION-MAKING

All of us must know The Code and commit to following it, but in some situations, it is difficult to know right from wrong. Here are some basic questions to ask yourself:

- What specifically am I being asked to do? Does it seem right? If something seems unethical or improper at first glance, it probably is.
- Would my actions be consistent with CPChem policies?
- How would this appear to others? Would I be embarrassed to see my actions in the news or on social media?

Always ask first, act later. If you are unsure of what to do in any situation, seek guidance before you act.

The screenshot shows a SharePoint page titled "Legal Policies" with a "Home" link. The page lists four policies with their IDs and revision dates:

Policy Name	ID	Revised
Code of Conduct (English)	LD-0003	May 16, 2018
Conflict of Interest	LD-0004	January 22, 2019
Non-Retaliation Policy	LD-0013	March 4, 2019
Third-Party Management Policy	LD-0018	June 6, 2018

**Q: Do people really get dismissed for violating CPChem’s ethical standards?**

**A:** It can and does happen. We take our ethical standards seriously and will enforce them. Dismissal is the typical standard for any Representative – no matter what his or her level in the company – who has committed an illegal act, or theft or fraud against the company. Representatives can also be dismissed at other times for violations such as conflict of interest, sexual harassment, falsifying company records or soliciting donations from vendors, and other improper conduct.

**Q: My manager is asking me to do things that I believe violate company policies. What should I do?**

**A:** Contact the next level of management. If the situation is not resolved or if you are not comfortable discussing the issue with this individual, contact any supervisor in your chain or another company resource (see “How to Report a Concern”, page 2). CPChem policy strictly prohibits retaliation against those who report suspected misconduct in good faith.

**Q: I observed a situation that I suspect is a violation of The Code. Should I report this situation even if I am not certain that there is a problem?**

**A:** Representatives must immediately report suspected violations. While reporting to your supervisor is usually best, you may also contact another company resource (see “How to Report a Concern”, page 2). It is better to report a suspicion that turns out not to be an issue than to ignore a possible violation of the law or company policy.

## COMPLIANCE IS:

- Reading, understanding, and abiding by The Code and the underlying policies.
- Maintaining the highest standards of ethical conduct at all times. If you have to think twice, it’s probably not okay.
- Inquiring about laws and policies that apply to a new position or new location and seeking advice as needed.
- Seeking guidance when unsure of what to do in any situation.
- When having a good faith basis, reporting suspected or actual violations of The Code.
- Encouraging a workplace environment that emphasizes compliance with The Code and with laws and other policies.
- Fostering a workplace environment that protects Representatives from retaliation when they report in good faith an actual or suspected violation of The Code.

## COMPLIANCE IS NOT:

- Certifying compliance without reading this and other applicable policies.
- Assuming the Code or any of its individual topics does not apply to you.
- Operating by the “it’s easier to ask for forgiveness than permission” philosophy.
- Ignoring your supervisory responsibility by not insisting that your team members comply with The Code.
- Failing to report a known or suspected violation of impropriety.
- Making frivolous reports that you know to be untrue.
- Acting in any way that violates The Code.
- Failing to complete the annual Code of Conduct course and questionnaire by the stated due date.

# OUR FORMULA FOR INTEGRITY

## EMPLOYMENT PRACTICES.

Fair employment practices don't just keep CPChem in compliance with the law, they also contribute to our culture of mutual respect, inclusion, cooperation, and accountability. Developing and marketing innovative products requires a company culture that encourages and considers new ideas and perspectives. We must all be committed to building a positive employee engagement climate and providing a workplace free of discrimination or harassment. This means we will act professionally without regard to race, color, religion, gender (including pregnancy), sexual

orientation, gender identity, age, national origin, disability, veteran status, genetic information, and family medical history, or any other basis prohibited by law. Managers and supervisors have an especially important responsibility to be aware of any discriminatory behavior or harassment and to respond immediately, with the support of your HR business partner when possible, in the event of a potential violation. CPChem is also committed to complying with all applicable laws including those pertaining to freedom of association, privacy, collective bargaining, immigration, wages and hours, as well as those prohibiting forced, compulsory, and/or child labor.



“Diversity and Inclusion are key to our Company’s continued success and growth. Our commitment is simple: Everyone is valued. Everyone is welcomed. Everyone is included. We each have a personal responsibility to this commitment.”

- **MARICELA CABALLERO**  
SENIOR VICE PRESIDENT, HUMAN RESOURCES

## COMPLIANCE IS:

- Making all employment-related decisions and actions without regard to a person’s heritage, religious beliefs, sexual orientation, gender identity, age, disability, genetic information, and family medical history, or other basis protected by law.
- Basing employment decisions on job qualifications and merit such as the person’s capabilities, performance history, leadership skills, experience, and other job-related criteria.
- Providing positive employee engagement and an environment free of harassment, bullying, and intimidation.
- Treating all coworkers with respect and dignity as valued members of the team.
- Reporting observed instances of inappropriate workplace conduct.

## COMPLIANCE IS NOT:

- Creating or tolerating an intimidating, hostile, or offensive environment.
- Telling offensive or sexually explicit jokes verbally, via social media, or through company email or systems.
- Ridiculing or bullying coworkers.
- Making threats or physically attacking others such as hitting, pushing, and other inappropriate or unwanted physical conduct.
- Retaliating against an employee who has reported a concern in good faith.
- Making unwelcomed advances of a sexual nature toward a coworker.
- Discouraging compliance through lack of enforcement or consequences.
- Ignoring policies or laws meant to protect employees’ privacy.

*Only an overview of CPChem’s policies relating to Employment Practices is provided here. For further information, consult the Policy Portal, the Human Resources intranet site or appropriate local policies or contact HR or the E&C Office.*

# ENVIRONMENTAL, HEALTH, SAFETY AND SECURITY

At CPChem, safety is a top priority! All of us must be committed to making safety a reality by protecting ourselves and our fellow workers. Everyone has ownership in maintaining a safe workplace so that each person at our facilities and on our projects goes home safely every day.

Our Operational Excellence System (“OE”) is a cornerstone of our business. Applying OE includes maintaining an awareness of and complying with federal, state, and local environmental, health, safety,

and security laws designed to protect each other and our environment. CPChem’s policies may go beyond what is required by law. These policies set goals for improvement, provide alignment of activities and resources, assess and manage risks, gain stakeholder input, and rigorously audit our performance to ensure success.

To ensure that our workplaces are safe, we must commit to (i) following all applicable procedures, safe work practices, safety warning signs and instructions, (ii) wearing the appropriate Personal Protective Equipment, and (iii) acting – as opposed to reacting – to prevent accidents.

“CPChem is committed to conducting its business in a safe and environmentally responsible manner. Through our Operational Excellence System, we become a better and stronger company every day.”

- ELLIOTT W. H. JOHNSON  
SENIOR VICE PRESIDENT, EHS&S

EHS&S



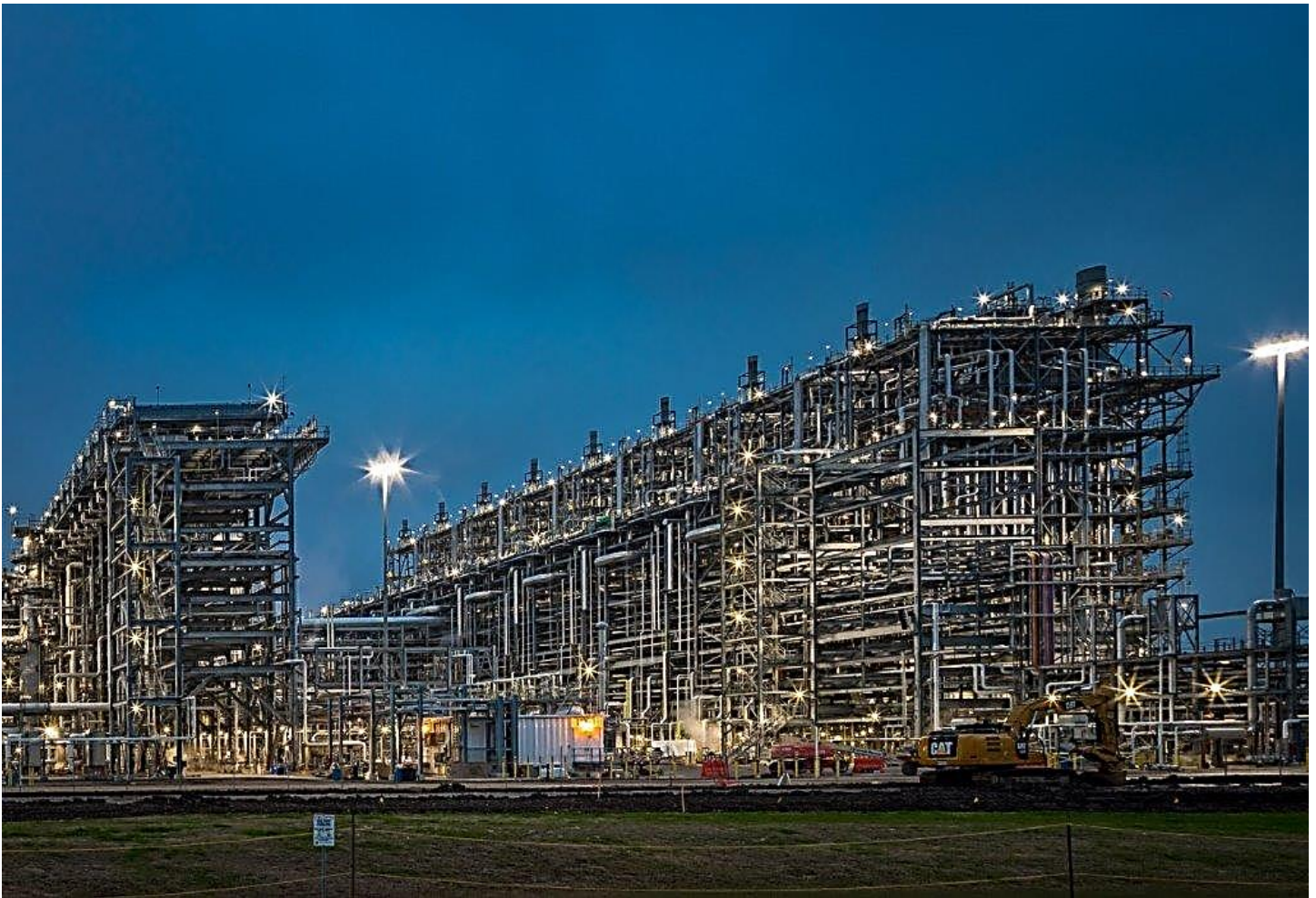
## COMPLIANCE IS:

- Striving each day to do our jobs in a safe, secure, injury-free, and environmentally responsible manner.
- Understanding and complying with permits and local laws that apply to our facilities.
- Making efficient use of the resources we consume and minimizing emissions and waste.
- Reducing risks of our products through their lifecycle and encouraging their responsible use and disposal.
- Communicating our results openly and welcoming the input of employees and contractors, regulatory agencies, our communities, our owner companies, and our customers.
- Speaking up to our fellow workers when unsafe acts or hazardous conditions are observed.
- Informing management if unsafe behaviors or conditions persist.

## COMPLIANCE IS NOT:

- Looking the other way when unsafe acts or conditions are observed. If you see it, you own it.
- Forgetting to wear appropriate Personal Protective Equipment.
- Guessing about a safety or environmental procedure or requirement.
- Hiding a near miss, injury, or a dangerous situation.
- Sacrificing safety for any reason, including for purposes of meeting a deadline or a sales or production target.
- Ignoring a reporting obligation or failing to comply with an internal or external reporting requirement.
- Failing to understand a procedure before proceeding.

*Only an overview of CPChem’s policies relating to EHS&S is provided here. For further information, consult the Policy Portal or the EHS&S intranet site or contact EHS&S or the E&C Office.*



**Q:** I know we are supposed to report injuries, but with so much riding on our reputation for safety, what does the company really want me to do?

**A:** You should always report work-related injuries, illnesses, and accidents. Safety is a core value of our company, and it will not be compromised by business objectives or personal goals. Our target of zero incidents is achievable only if we all work together to identify, report, and eliminate real or potential hazards.

**Q:** I have a work order that specifically outlines a task to be performed. As I began the job, I realized that conditions are different from those expected when the job was planned. I have a feeling that continuing the job as planned in the work order will be unsafe. What should I do?

**A:** Representatives have the responsibility and authority to stop or not begin work that they believe may be unsafe. You should share your concerns with your supervisor. He or she has the responsibility to investigate, understand, and resolve the issue. Remember Tenet Number 8: Always address abnormal conditions and clarify/understand procedures before proceeding.

**Q:** Sometimes I'm hurrying to meet a deadline and could potentially shortcut what seem like minor safety procedures to get the work done on time. Is that alright?

**A:** No. Do not, under any circumstances, skip or ignore safety procedures, even if others do. One of CPCChem's fundamental principles underlying the Tenets of Operation is that "there is always time to do it right." If you feel pressure to get the work done at the expense of safety, you should discuss the matter with your supervisor or the next level of management. If that doesn't resolve the issue, consult "How to Report a Concern" on page 2.

# DRUGS AND ALCOHOL

At CPChem, we all share in the responsibility for keeping our workplace free of alcohol and improper drug use. This means that we will not use, possess, or be under the influence of any substance that may impair our ability to safely perform our jobs. The safety of our people and our environment, quality of our products and services, and the financial performance of our company can be directly and adversely affected by the use or abuse of alcohol, drugs, or controlled substances, both legal and illegal.

For that reason, the use, possession, distribution, purchase, or sale of alcohol, drugs, or controlled substances by any person while on company premises, or while operating company equipment, is strictly prohibited. Requirements regarding the use of drugs and alcohol while engaged in

company business are detailed in the Drugs and Alcohol Policy. Representatives must provide appropriate notification if they are taking medication that could interfere with the safe performance of their job duties. Medication properly taken pursuant to a valid prescription issued to the Representative and approved, if necessary, is not a violation of policy.

Regardless of whether we work in an office, in a lab, from home, or at a manufacturing or distribution facility – all of us are subject to periodic random testing unless prohibited by law. These tests may be administered without cause, suspicion, performance issues, or the occurrence of an accident, incident, or safety violation. We all are personally responsible for following these mandates for our own safety, the safety of our fellow colleagues, and the protection of company property.

Violation of this policy may be sufficient cause for dismissal on the first occurrence. If you are concerned that someone is using or abusing drugs or alcohol on the job, you have an obligation to report it. See “How to Report a Concern” on page 2 for details.

**Q: One of my coworkers just came back from lunch and appears to be under the influence of drugs or alcohol. What should I do?**

**A:** It is against our policy to appear at work under the influence of drugs or alcohol. The coworker may be suffering from an illness as opposed to intoxication, but it is your responsibility to immediately report the situation.

**Q: Does CPChem perform random testing?**

**A:** Given the industry we work in, the issuance of federally mandated periodic random testing regulations and the company’s commitment to maintain a drug free workforce and workplace, all employees are subject to periodic random testing unless prohibited by statutory regulation. These tests are given without cause, suspicion, detectable performance issues or the occurrence of an accident, incident or safety violation.

“Our goal at CPChem is to realize safe, reliable operations each and every day. In our industry, it is essential that we maintain a constant vigilance, and avoid behaviors that could impair our ability to achieve this goal.”

- **BRYAN CANFIELD**  
SENIOR VICE PRESIDENT, MANUFACTURING

DRUGS &  
ALCOHOL

*Only an overview of CPChem’s policies relating to Drugs and Alcohol is provided here. For further information, consult HR Policy 5150 Drugs and Alcohol or contact HR or the E&C Office.*

# POLITICAL ACTIVITIES

CPChem supports your personal involvement in the political process; however, we must not participate in the political process during work hours or on the company's behalf without proper permission. Pursuing and holding office directly has conditions. Several laws regulate the relationships between individuals or companies and elected officials, agencies, and political parties. These cover activities like directly or indirectly communicating with officials, providing gifts, entertainment or in-kind contributions, and supporting individuals, parties, or positions on issues in the electoral process.

## COMPLIANCE IS:

- Volunteering for a political campaign during non-work hours only.
- Consulting Government Affairs before inviting politicians to a company golf tournament or a site tour you are planning.
- Donating to a candidate you support using your own personal funds.
- Using only company approved advocacy portals to send messages that associate CPChem's name or email address to any politician.
- Exercising your right to vote in primaries, referendums, and general elections.
- Notifying the Manager, Government Affairs, of developments within the government that may be of interest or significance to the company.

Likewise, the company may not fund directly or indirectly any contribution (financial, service or resources) to a political candidate or party without proper approval. Quite simply, whether you are in the U.S. or located in another country, the laws and policies concerning political processes and contributions vary widely and are not always easy to understand. Therefore, if you are considering any contribution for political activity, or communicating with a government official on behalf of the company, or if you are pursuing or holding office directly, you are expected to contact Government Affairs before taking further action.

## COMPLIANCE IS NOT:

- Sending politically motivated emails from your CPChem email account.
- Arranging for a politician to make an appearance at your facility without consulting Government Affairs.
- Posting on political social media websites or blogs and representing your views to be those of CPChem or without making it clear that the views expressed are your own.
- Utilizing CPChem resources, such as copy machines, office supplies, or telephones, to campaign for a political candidate or to seek an elected office for yourself.
- Making any contribution of CPChem time, money, goods, or services to a political party, committee, candidate, or holder of government office without approval of Government Affairs.

“As citizens of our relative home countries and members of the manufacturing industry, it's important to be aware of the political issues that impact us personally and professionally.”

- **TIM HILL**

EXECUTIVE VICE PRESIDENT, LEGAL & PUBLIC AFFAIRS, GENERAL COUNSEL



*Only an overview of CPChem's policies relating to Political Activities is provided here. For further information, consult Policy 320 - General Government Affairs Policy or contact Government Affairs or the E&C Office.*

# PRIVACY OF INFORMATION

We respect the privacy rights of all Representatives and provide safeguards for the protection of personal information. This commitment applies across the globe and to all our facilities. Countries around the world are increasing efforts to regulate the collection, use, and disclosure of personally identifiable information such as names, personal and business contact details, medical information, compensation, and performance information. We must each ensure that both personally identifiable

## COMPLIANCE IS:

- Knowing the applicable privacy laws and regulations for the jurisdictions in which we operate.
- Collecting, processing, and disclosing data for legitimate business purposes only.
- Limiting access to personally identifiable information to those who have a legitimate business need and making efforts to only disclose the minimum necessary information.
- Reporting immediately, to the Legal Department or as directed on page 2, if you learn that personally identifiable information has been inappropriately accessed or disclosed.

*Only an overview of CPChem's policies relating to Privacy is provided here. For further information, consult the Global Privacy Policy, HIPAA Policies and Procedures, Information Security Policies, Social Media Guidelines, and other related policies found on the Policy Portal or contact HR, the Legal Department, IT, or the E&C Office.*

information and protected health information are securely stored and that access to such information is limited to those who have a legitimate business need. Certain countries even regulate what type, when, and how personal information may be shared across borders or between affiliated companies, such as subsidiaries and JVs. Everyone must respect the privacy rights of their coworkers and handle all personal information carefully and in compliance with CPChem policy and the law. In the event of any actual or suspected disclosure, strict laws may demand specific

## COMPLIANCE IS NOT:

- Handling personal data improperly. For example, sending an email containing personal information to individuals who do not have a legitimate business need or leaving a sensitive document at a shared copy machine.
- Transferring personal data between countries (especially data originating from Europe) without first considering the local legal requirements.
- Sharing personally identifiable information with third parties, e.g., vendors or consultants, unless you have confirmed that the data will be handled properly and is for a legitimate business purpose or the employee has authorized the disclosure. This also includes sharing information via comments on social media websites.
- Supplying your group's employee contact list to a third party for soliciting business.

action, so let your Legal Department representative know immediately if there is cause for concern or report the concern as directed on page 2. Suspected data breaches involving personal data of individuals in the EU should be directed to the EA Legal Department or reported to the CPChem IT Help Desk (US 832-813-4300 or [cpchd@cpchem.com](mailto:cpchd@cpchem.com)).

“As technology becomes increasingly integrated into our everyday lives – both inside and outside of work – it is critical that we familiarize ourselves with the laws, regulations, and policies that protect our company data and private information. Understanding and complying with these is critical to ensuring the safety and security of the Company's information as well as our own.”

- **MARICELA CABALLERO**  
SENIOR VICE PRESIDENT, HUMAN RESOURCES



# INFORMATION TECHNOLOGY

In order to conduct business, CPChem provides Representatives and contractors access to its company information, devices, and other technology assets. To ensure the security and protection of all CPChem assets, adherence to IT policies is imperative.

CPChem is committed to protecting its data and the systems that collect, process, and maintain its information from damaging acts, whether intentional or unintentional. The controls and safeguards put into place help to offset possible threats and ensure confidentiality, availability, integrity, and safety.

Understanding the day-to-day security responsibilities and the threats that could impact the company are vital, and keeping the IT computing environment safe is a shared responsibility.

In accordance with organizational procedures, immediately report to the IT Help Desk, your HR Business Partner or your supervisor all (i) lost or stolen equipment, (ii) known or suspected security incidents, (iii) suspected security policy violations or compromises, or (iv) suspicious activity. Never cover up a security incident, even if it happened due to an innocent mistake.

## COMPLIANCE IS:

- Locking your computer when you step away from your desk.
- Protecting company confidential and sensitive information by encrypting electronic files and only accessing when necessary to perform job functions.
- Following proper procedures for backing up and storing electronic data to avoid loss or corruption.
- Recognizing and reporting any suspicious email you receive.
- Safeguarding your computer and portable devices, taking care to protect passwords, and not leaving your devices unattended.
- Ensuring that personal use of company assets does not interfere with our IT infrastructure or CPChem business.
- Confirming that all software is properly licensed.

## COMPLIANCE IS NOT:

- Opening links or documents in emails from unfamiliar senders.
- Disclosing any company data to anyone who doesn't have a legitimate business need and proper authority.
- Installing unapproved software on company computers.
- Leaving portable devices unattended or unlocked.
- Posting information on external blogs, forums, or social networking sites that is derogatory, embarrassing, or contrary to CPChem's mission.
- Using any company device or resource to transmit or store inappropriate or offensive communications, material or information.



“With the cybersecurity threat landscape evolving, we are growing increasingly reliant on our human firewalls – You. As CPChem advances our digital journey, we must all work to make the right decisions and remain vigilant about protecting the confidentiality, availability, and integrity of company data and computing systems.”

- ALLISON MARTINEZ

SENIOR VICE PRESIDENT, BUSINESS TRANSFORMATION AND CHIEF INFORMATION OFFICER





**Q:** Recently, I used a backup storage device for my computer data so that I could work on a project at home. The documents I saved contained confidential customer information, but now I can't find the storage device. What should I do?

**A:** Report the loss of confidential data to IT and your supervisor immediately. In accordance with IT policy, you should not store sensitive data on portable computing devices or media.

**Q:** If I receive an email from what looks like a trusted source (i.e. my bank or an old friend) that encourages me to open an attachment, should I open it?

**A:** Never open an attachment from a suspicious email, as it could contain malicious software. Instead, report the email to IT in the designated manner and use another established way of contacting the purported sender to verify that the email is legitimate.

**Q:** I received an email containing an inappropriate joke from a coworker through company email. I can tell she sent it to other employees as well, but I know she didn't mean any harm. Should I report it?

**A:** Yes. Use of company email for any activity that is offensive, illegal, harassing, or otherwise detrimental to the company's business interests is strictly prohibited. You are expected to report potential Code violations. See "How to Report a Concern" on page 2.

**Q:** A coworker frequently plays video games on his work computer. What should I do?

**A:** The company's information technology assets are for business use. Limited, occasional or incidental use of company information technology assets for personal use may be acceptable. However, Representatives are expected to demonstrate a sense of responsibility and not abuse this privilege. See "How to Report a Concern" on page 2.

*Only an overview of CPChem's policies relating to Information Technology is provided here. For further information, consult the Global Privacy Policy, HIPAA policies and procedures, Information Security Policies, Social Media Policy, and other related policies found on the Policy Portal or contact HR, the Legal Department, IT, or the E&C Office.*

# INTELLECTUAL PROPERTY

CPChem's intellectual property and other proprietary information have been acquired through the hard work of our Representatives and represent a significant investment in our future.

Intellectual property can take several forms including software, engineering drawings, customer lists, business and marketing plans, ideas, techniques, know-how, procedures, and inventions, and may be protected by copyright, trademark, trade secret, and/or patent law.

Sensitive or proprietary information discovered or developed by a Representative, whether in the course of

“Chevron Phillips enjoys a proud legacy, and an exciting future, of innovation. Our continued success in this area is ensured by the commitment of our employees to respect the Company's intellectual property, as well as the intellectual property of others.”

- **VENKI CHANDRASHEKAR**  
VICE PRESIDENT, RESEARCH & TECHNOLOGY, CORPORATE PLANNING & TECHNOLOGY

employment or as a result of information gained while employed by CPChem, belongs to the company.

We must each ensure that CPChem's intellectual property is safeguarded and that proprietary information is not shared improperly with anyone outside of the company, including CPChem's JVs in certain cases. Thus, CPChem intellectual property and other proprietary information cannot be shared outside of the company, including to our owners and our JVs, without authorization.

This duty to protect company proprietary information continues even after we leave the

company, and it is critical that proprietary information and information about projects you have worked on while at CPChem do not leave the company when you decide to leave to pursue other opportunities or retire.

Similarly, we respect the intellectual property rights of others. Unauthorized use of others' intellectual property could expose you and CPChem to significant penalties. We may not use or share information obtained from a third party, even a former employer, which may be confidential to that third party unless we have their express written consent.

## COMPLIANCE IS:

- Abiding by the terms of confidentiality agreements governing proprietary information received from others.
- Complying with company branding standards and trademark usage guidelines.
- Obtaining permission from Research & Technology and the respective business unit before disclosing CPChem proprietary information outside of the company.
- Respecting your obligations to the company regarding inventions or ideas that you develop as an employee.
- Considering the situation carefully and getting proper approval, if necessary, before sharing confidential information with a CPChem JV.

## COMPLIANCE IS NOT:

- Delivering a presentation about CPChem technology to an outside group before obtaining proper review and approval.
- Discussing company proprietary information with others without an appropriate agreement, including making comments via social media.
- Hiring someone to obtain key proprietary information of his or her former employer.
- Using information you obtained at CPChem after you have left the company.
- Making copies or downloading copyrighted material without the copyright owner's permission.
- Applying or utilizing proprietary information of a former employer while in your job at CPChem.



INTELLECTUAL  
PROPERTY

*Only an overview of CPChem's policies relating to Intellectual Property is provided here. For further information, consult the Intellectual Property Policy, Technical Paper Release Procedures, Trademark Usage Guidelines, and our Branding Standards or contact the Legal Department or the E&C Office.*

# ANTIBOYCOTT

Because CPChem operates internationally we must be mindful of laws pertaining to illegal boycotts. CPChem is a U.S. company and it and certain of its JVs must comply with U.S. laws concerning boycotts involving other countries. In short, these laws prohibit cooperating with international boycotts that are not sanctioned by the U.S. and require that CPChem make disclosures to certain agencies if asked to comply with such boycotts.

Boycott-related requests can be found in any number of places,

including contract provisions, terms and conditions, purchase orders, questionnaires, shipping documents, letters of credit, powers of attorney, and trademark application forms.

Representatives who are likely to encounter these documents, or those working in areas such as the Middle East where such boycotts are common, need to be especially mindful of CPChem's policies on boycott requests. Should we receive such a request, you must report as directed on page 2.



“It is important that we remain aware and alert when engaging in international business because boycott-related requests are often very subtle and difficult to identify.”

– **TIM HILL**

EXECUTIVE VICE PRESIDENT,  
LEGAL & PUBLIC AFFAIRS, GENERAL COUNSEL



## ANTIBOYCOTT

### COMPLIANCE IS:

- Reviewing documentation carefully to identify and report a boycott request.
- Refusing to cooperate with any restrictive trade practice or boycott that is prohibited by the U.S.
- Reporting “red flag words” like “embargo” and “blacklisted”, or requirements to confirm “place of birth”, “nationality”, “race”, “origin of goods”, and “compliance with laws of [a boycotting country].”
- Consulting the Legal Department when a suspected boycott request is received.

### COMPLIANCE IS NOT:

- Issuing, opening, accepting, negotiating, paying, honoring, or confirming letters of credit containing prohibited boycott terms or conditions.
- Furnishing information about race, religion, gender, or national origin to a third party in the context of a commercial negotiation.
- Entering into international agreements without reading the fine print.

*Only an overview of CPChem's policies relating to Antiboycott is provided here. For further information, consult the Antiboycott Policy and Procedures or contact the Legal Department or the E&C Office.*

## ANTICORRUPTION

CPChem is committed to complying with global anticorruption laws, including the Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act, as well as anti-money laundering laws. We do not offer, pay, solicit, or accept bribes or kickbacks in any form, either directly or indirectly through a third party.

Representatives should be especially careful to avoid even the appearance of improper gifts or gratuities when dealing with foreign government officials. Remember, a “government official” is broadly defined and can include a wide range of

parties, from customs officials to employees of state-owned entities. Note that these prohibitions also apply to anyone acting on CPChem’s behalf, such as an agent, distributor, freight forwarder, customs broker, or consultant. Additionally, CPChem does not allow for facilitating or “grease” payments. Separately, reasonable and bona fide business expenditures associated with government officials may be acceptable. Expenditures of this type must (i) be strictly controlled, (ii) include the necessary approvals,

(iii) be appropriate and customary, and (iv) be in compliance with applicable laws. Violating anticorruption laws can lead to significant fines, individual imprisonment, and extensive damage to CPChem’s reputation. As with all Code concerns, potential or actual violations are a serious issue that could lead to disciplinary action up to and including termination of employment, and they should be immediately reported as directed on page 2.



## COMPLIANCE IS:

- Providing a reasonable dinner for a state-owned company representative who is visiting your facility for business purposes. Consult the Anticorruption Compliance Policy for further guidance around the expectations for reasonable and bona fide expenditures and required approvals.
- Working with the E&C Office to perform the necessary due diligence before engaging third-party intermediaries such as sales agents or foreign consultants. This process requires that the third party agree to comply with our compliance expectations and related laws.
- Understanding CPChem policies, applicable legal requirements, and the recipient's internal gift rules and guidelines before providing a gift, entertainment, or travel.
- Obtaining the necessary approvals when taking a governmental official to dinner.
- Making sure records of expenditures made for entertaining government officials are accurate and complete.
- Monitoring the activities of our JVs and JV partners that relate to the JV.
- Checking with the Legal Department if you feel like you are being asked to make a facilitation payment.

"We are steadfast in our commitment to comply with all anti-corruption laws that are applicable to our operations throughout the world. We will conduct business on our own merits, and we will not accept anything less. As is our policy in all business matters, we must stay vigilant for any sign of illegal or unethical behavior. Remember, we should be especially diligent when engaging with foreign officials and with intermediaries who interface with foreign officials. Our integrity is our calling card for doing business, and we must protect it for continued success."

- **BRUCE CHINN**  
PRESIDENT AND CHIEF EXECUTIVE OFFICER

ANTICORRUPTION

## COMPLIANCE IS NOT:

- Offering, giving, or promising something of value to a government official in order to get or retain an improper business advantage. Examples include money, contracts, or goods.
- Neglecting to obtain the required approval or to accurately record any gift, entertainment, or travel provided to a government official.
- Ignoring "red flags" such as a close family relationship with a government official, unusual payment arrangements, unorthodox corporate structure, or unusually high fees.
- Hiring or contracting with a person or company that has a history of or reputation for paying bribes without proper approval.
- Honoring a request that payment for a particular service be directed to a different country or account than agreed without proper approval.
- Offering a gratuity or making a payment to government officials to expedite a routine administrative action (i.e., facilitation payment or "grease payment").

**Q: If other companies are paying bribes to obtain business in certain countries, why can't CPChem? How can CPChem compete with these other companies if we don't?**

**A:** Under no circumstances will CPChem tolerate the payment of bribes in order to obtain or retain business. CPChem has set a high standard for ethical behavior and we are confident in our ability to compete on our merits. It is the law, and it makes good business sense.

**Q: A consultant has requested reimbursement for a sizeable payment he made to a lab technician at a foreign government agency to expedite approval of one of our products. When I told him we could not reimburse him, he said to record it as a retirement gift. What should I do?**

**A:** You should politely refuse the request, explain that CPChem does not allow for the improper accounting of expenses and report the incident.

**Q: A consultant offered to obtain all necessary regulatory approvals in a country for a \$50,000 retainer fee. He said the money would "help the process move faster." I don't know where the money is really going. Is this a problem?**

**A:** Yes. This activity sounds suspicious. The company will not make any payments that could be construed as a bribe. You should find out what services are actually being provided. If you cannot obtain this information, you should be concerned about the payment. You should also contact the Legal Department before responding to the consultant's suggestion.

*Only an overview of CPChem's policies relating to Anticorruption is provided here. For further information, consult the Anticorruption Compliance Policy, the Third-Party Management Policy or contact the Legal Department or the E&C Office.*

# GLOBAL TRADE

It is important that we carefully observe and fully comply with global trade laws that regulate the import and export of goods, services, software and technology. These laws apply broadly to CPChem's operations and its subsidiaries throughout the world, even if not wholly owned, and extend beyond just the shipping of products. For example, the exchange of information across borders, including by email and the internet, is subject to these laws.

An "export" occurs when commodities, technology, or software is moved outside a country of origin, or when released to a visiting foreign national. This includes items that are hand carried such as your laptop and software it

holds, items shipped or taken to CPChem's facilities anywhere in the world, as well as items that are exported temporarily and returned to the country of shipping origin.

Regardless of where we work, there are also restrictions on the import of goods into countries. Before attempting to import goods, you must first be aware of the laws that apply to imports and obtain guidance from Global Trade Compliance if necessary.

In addition to complying with import and export laws, we also must be aware of and abide by all applicable sanctions and embargoes. Sanctions and embargoes restrict people and corporations from transacting business with certain countries, groups and individuals,

including those associated with terrorist activity, drug trafficking, and other illegal activity. Governments around the world maintain lists of these restricted persons, groups, and entities. While the company has certain systems in place to prevent transactions with these sanctioned parties, you are the first line of defense. Sanctions pertain to both domestic and international business, and it is important to understand these rules and processes and be vigilant to avoid direct or indirect dealings with any sanctioned party. Failure to comply with these laws can lead to devastating penalties, denial of export or import privileges, and even jail time for individuals involved in violations.

## COMPLIANCE IS:

- Knowing your customers, suppliers, and partners involved in all transactions.
- Screening transactions for involvement with prohibited countries, persons, and end uses.
- Gathering all relevant information when importing or exporting a product to ensure complete customs declarations.
- Verifying the proper tariff classification and dual use classification of your product or technology before importing or exporting and obtaining special authorization if necessary.
- Understanding the meaning of a utilized Incoterm.
- Consulting with Global Trade Compliance or the Legal Department if you need assistance with any portion of a global trade transaction.

"It is imperative that we understand and comply with all applicable trade laws if we are to continue our success in the international business community."

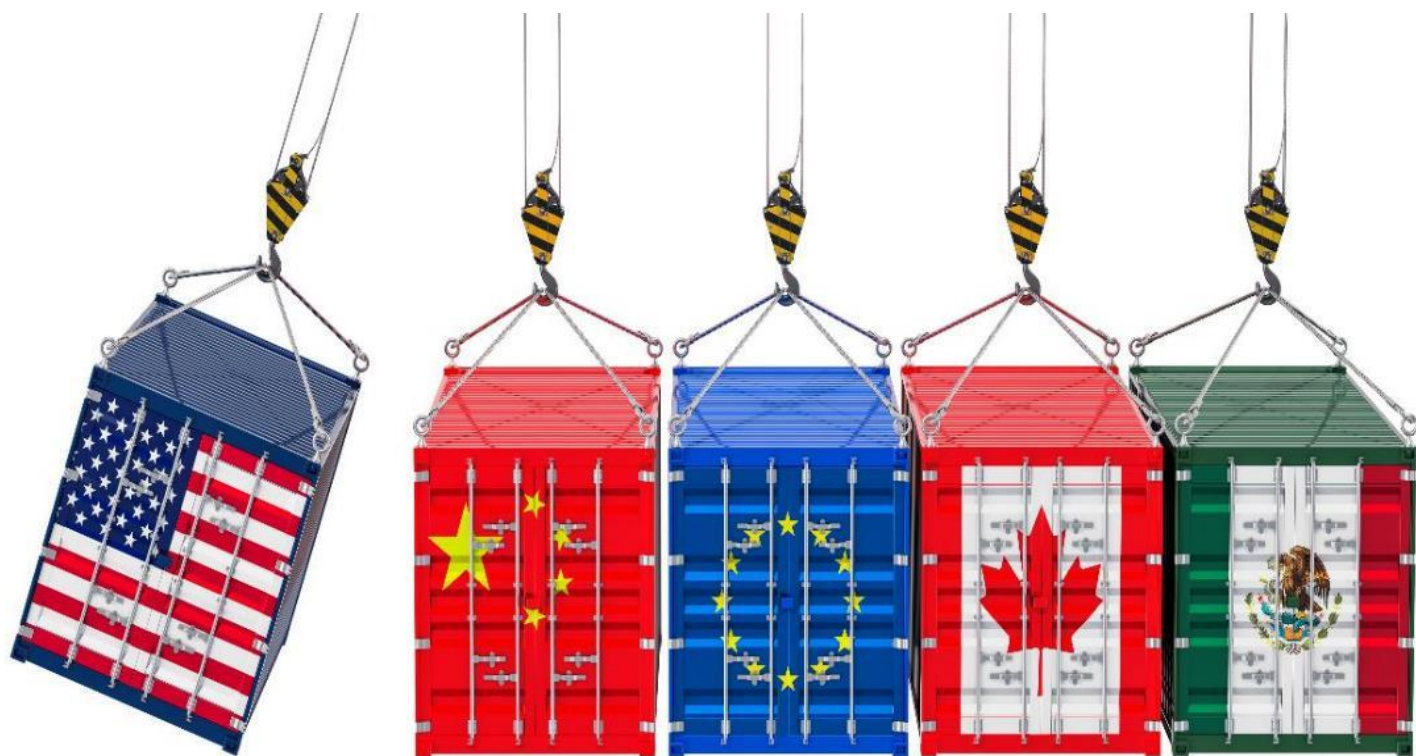
- MITCH EICHELBERGER  
EXECUTIVE VICE PRESIDENT,  
POLYMERS & SPECIALTIES

## COMPLIANCE IS NOT:

- Ignoring "red flags" that your customer might be attempting to avoid applicable trade laws.
- Entering into transactions involving a sanctioned person, entity, country or representative of that country.
- Accepting incomplete or inaccurate records on imported or exported goods.
- Ignoring unsatisfactory answers by a customer to questions regarding end use, end user, and final destination of the product.
- Entering goods under a preferential duty program (such as USMCA, GSP) without ensuring compliance with the program requirements.

*Only an overview of CPChem's policies relating to Global Trade is provided here. For further information, consult the Global Trade Compliance Policy, Import Guidance Manual and the Export Guidance Manual or contact Global Trade Compliance.*





**Q: I work in China where business with Iran is not prohibited. Is it ok for me to make a sale to Iran?**

**A:** No. Applicable trade laws are not limited to the jurisdiction in which you reside. As CPChem is an international company, we are subject to the trade laws of several jurisdictions, including the U.S., which prohibits, amongst other countries, any transaction, directly or indirectly, with persons of Iran, entities established under the laws of Iran, or state-owned entities of Iran wherever located. Similarly, CPChem employees may not facilitate third-party transactions involving Iran. As an international company, we must be careful not to assist the activities of persons in sanctioned countries in any way.

**Q: I want to invite our licensee, who lives and works in Asia, to visit my U.S. plant for the purposes of an information exchange. Is this a big deal?**

**A:** Yes, even though it happens in the U.S., the licensee is a citizen of another country, which means an export of technology will occur and U.S. export laws will apply. Even if the information is shared over the phone, an export still occurs. So, before any “export” occurs, talk with your supervisor, Global Trade Compliance and the Legal Department to ensure the necessary agreements are in place and that the information may be shared before you communicate with the licensee.

**Q: I need to send a piece of equipment from my plant in Tesserlo to be repaired in the U.S. Is there anything special that I need to consider?**

**A:** Before exporting from the EU, and/or importing a piece of equipment into the U.S., you should consult with Global Trade Compliance or review the Export Compliance Manual and the Import Compliance Manual. Even what seems like a simple shipment from the EU to the U.S. will typically require specific procedures, potential licensing, customs declarations and/or duties. Failure to follow proper procedures can result in costly and inconvenient delays as well as fines, penalties, and assessments. Always ask questions if you are not sure.

# FAIR COMPETITION

CPChem takes pride in winning business based on price, superior service, and quality. We do not participate in anticompetitive practices or engage in attempts to restrain or limit competition by fixing prices, allocating markets, or rigging bids. We must avoid situations that would give rise to even the appearance of improper conduct with competitors.

If you witness any potentially improper behavior, you must promptly exit the situation and immediately report as directed on page 2 for CPChem's and your protection. While fair competition laws clearly prohibit anticompetitive agreements between competitors, you don't have to involve a competitor to commit antitrust violations. Fraudulent advertising, making disparaging remarks about

competitors' products, abusing market power, and corporate espionage, such as stealing a competitor's trade secrets, are all examples of anti-competitive behavior. The laws regarding fair competition are complex, have a global reach, and vary by situation. Violating fair competition laws in any jurisdiction can lead to fines, imprisonment, loss of business, and damage to CPChem's reputation.

“CPChem is committed making the right decisions every day to compete fairly in our industry. Compliance with antitrust and fair competition laws is critical to maintain our reputation of integrity and ethical business practices.”

- JUSTINE SMITH  
SENIOR VICE PRESIDENT,  
PETROCHEMICALS

FAIR  
COMPETITION

## COMPLIANCE IS:

- Complying with all applicable laws concerning fair competition.
- Avoiding situations or conversations with competitors that could give rise to even the appearance of collusion.
- Reviewing the Meetings with Competitors Pocket Guide (which is available from the E&C Office) before attending trade shows and other events where competitors may be present.
- Excusing yourself immediately from an improper situation and then reporting as directed on page 2 so that the situation and your appropriate response can be documented.
- Limiting contacts with competitors.
- Pursuing independent interests when setting business strategies.

## COMPLIANCE IS NOT:

- Discussing with a competitor pricing, production, or other competitively sensitive information.
- Discounting prices for only certain customers without a permissible basis under pricing laws.
- Agreeing with a competitor to withhold bids or submit phony bids.
- Using competitively sensitive pricing information that is improperly obtained from a competitor to make CPChem pricing decisions.
- Posting false or misleading information about competitors on social media websites.
- Giving the impression that special treatment is being given to a customer or class of customers.
- Disclosing confidential information about one JV to another JV without checking with Legal.



Only an overview of CPChem's policies relating to Fair Competition is provided here. For further information, consult the Antitrust and Competition Compliance Policy, Antitrust Guidance Note on 1-Hexene Marketing Realignment, Antitrust Guidance Note on Q-Chem Ventures (and related supplements), the Styrene and Polystyrene Joint Venture Data Protection Policy or contact the Legal Department or the E&C Office.



**Q: What if my former employer is one of CPChem's competitors? Is it ok to talk with my CPChem work group about some of their sales and pricing strategies?**

**A:** No, this is not appropriate. Such behavior could be considered anticompetitive and a violation of antitrust laws. It could also constitute trade secret theft if you were to share such information with your CPChem coworkers.

**Q: While attending the GPCA Conference the sales manager from CPChem's biggest competitor pulled me aside and suggested we discuss pricing strategies. What should I do?**

**A:** You should refuse to attend the meeting and immediately contact your supervisor and the Legal Department so that the situation may be properly addressed.

**Q: I just sent out notices to customers that product prices will be increased next year. I immediately received a phone call from one of my customers demanding to know why prices are going up. He works for a company that not only purchases product from CPChem but also produces the product and competes with CPChem. Is it permissible for me to discuss this with him?**

**A:** You must consider the context of the discussion. If the discussion is limited to that particular sale to the competitor/customer, you may discuss the terms of the transaction at issue and, if necessary to that discussion, publicly available information about the market, upstream inputs, and downstream market conditions. In all other circumstances, you should deal with a competitor/customer as you would any other competitor and limit your communications accordingly.

You must be certain that the discussion is limited to the transaction. You should not under any circumstances discuss CPChem's plans for the future or views of future market conditions.

**Q: While attending a sporting event, I ran into a friend who previously worked for CPChem but now works for a competitor. She asked me if CPChem is considering expanding plant capacity as was planned when she was working at CPChem. What should I say?**

**A:** Politely inform your friend that it is against policy and may lead to a violation of the law to discuss strategic plans. If she attempts to continue the conversation over your objection, you should leave the area and contact your supervisor and the Legal Department. It is important to remember that compliance rules apply broadly, including your private conversations.

# CONFLICTS OF INTEREST

As Representatives of CPChem, we are committed to act in the best interests of the company at all times. This means that we must keep our personal interests separate from those of the company and avoid actual, potential or perceived conflicts of interest. A conflict of interest may exist when an employee or a member of his or her family is involved in an activity or has a personal interest that interferes, or appears to interfere, with the

ability to act in CPChem's best interest. Where a conflict of interest exists, or circumstances are present that could suggest that a conflict of interest exists or may develop, we are required to promptly disclose the situation to our supervisor and seek further direction.

One area where conflict of interest questions often appear involves gifts, entertainment, and travel ("GET"). CPChem has developed a Conflict of Interest Policy to assist us in identifying whether GET may be

inappropriate to accept. This Conflict of Interest Policy is applicable to every job in the company. Representatives must never solicit GET from a vendor, but modest and customary GET (other than cash and cash equivalents) may be permitted in certain circumstances. Your business group, facility, or country may have more restrictive requirements, so make sure you are familiar with any additional policies that may apply to you. Different considerations apply to GET involving governmental officials.

## COMPLIANCE IS:

- Consulting the Conflict of Interest Policy to determine the appropriateness of GET given to or received from customers, competitors, or vendors.
- Excluding yourself from CPChem business decisions directly or indirectly involving family.
- Disclosing personal relationships that may present a conflict of interest or the appearance of one.
- Talking to your supervisor before accepting a part-time job outside of CPChem.
- Reporting promptly a situation where you feel compelled to accept an unusual gift in order to avoid offending the gift-giver.
- Discussing with your supervisor or the E&C Office situations where custom may require special consideration.
- Avoiding actions or relationships that cause potential conflicts or create the appearance of a conflict with CPChem's interests.

## COMPLIANCE IS NOT:

- Accepting personal gratuities to speak on behalf of CPChem at an industry conference.
- Misusing company resources for personal gain, including the use of CPChem intellectual property, time, facilities, supplies, systems, or equipment.
- Participating in or influencing company decisions involving business with a relative or close friend.
- Performing your part-time job using CPChem hours or CPChem equipment or materials.
- Accepting a trip from a vendor without obtaining permission.
- Taking personal advantage of a CPChem business opportunity that you discover through your position with the company.
- Exploiting your affiliation with CPChem in your personal affairs.
- Requesting a donation from a supplier to sponsor an employee event such as a golf tournament.

"The way we conduct ourselves in our business dealings impacts CPChem's reputation and the trust we maintain with all our stakeholders. By being alert to and understanding situations that may create or appear to create a conflict of interest, sends a clear message about our commitment to do what's right."

- SCOTT HUSSEY  
GENERAL AUDITOR

*Only an overview of CPChem's policies relating to Conflicts of Interest is provided here. For further information, consult the Conflict of Interest Policy and HR 5070 – Employment of Relatives or contact HR or the E&C Office. Please note that some departments have specific Conflict of Interest policies above and beyond the company policy.*

CONFLICTS OF INTEREST



**Q: My husband is employed by a contractor that CPCChem frequently uses. Is this a problem?**

**A:** You should ensure that your husband's employment does not have the potential to give rise to a conflict – or even the appearance of one – between your interests and the interests of CPCChem. For example, it would not be appropriate for you to be in a position that would require you to oversee your husband's work or sign off on his timesheet. When in doubt, disclose the situation to your supervisor who can help you determine whether the potential for a conflict exists.

**Q: I received a restaurant gift card from a vendor. May I accept it?**

**A:** Unsolicited gift cards valued at \$100 or less per calendar year, collectively, from any individual or corporate giver, may be accepted without further approvals. Cash-equivalent gift cards with no restrictions on where they may be used are never permitted. Your business unit, staff, international region, or facility may have more restrictive policies on accepting gift cards; when in doubt, check with your supervisor.

**Q: I would like to do part-time work during my off hours with a company not in the chemicals industry. Is this a problem?**

**A:** You should talk to your supervisor about it beforehand to ensure there is no actual or perceived conflict of interest. It is important that the part-time job does not interfere with your responsibilities to CPCChem. Additionally, if your outside employment is with an organization or other enterprise having, or seeking to have, business dealings with CPCChem, or which is a competitor of CPCChem, then you must obtain written approval from you supervisor prior to engaging in the outside activities.

**Q: I was unexpectedly presented a "more than modest" gift from a business partner in a public setting, and I accepted the gift out of social courtesy. What do I do now?**

**A:** In certain situations, refusal of gifts that might not otherwise be permitted could result in awkward business situations. The propriety of keeping such gifts versus turning them over to the company, donating them to charity, or other disposition should be disclosed and discussed with the E&C Office.

# INSIDER TRADING

Federal and state laws prohibit buying, selling or making other transfers of securities by persons who have material information that is not generally known or available to the public. If you possess material nonpublic information concerning a publicly-traded company - including our owner companies, customers, suppliers, competitors, JV partners or any other publicly-traded company that you encounter during your association with CPChem - you may not trade securities of that company or pass on information to others who might use the information to trade that company's securities.

As a Representative of CPChem, you must avoid communicating material nonpublic information, or

any nonpublic information relating to CPChem, to any person – including your family members and friends – unless the person has a need to know the information in the course of company business. You must be discreet with nonpublic information and refrain from discussing it in public places like restaurants, taxis, and airplanes.

Take care to protect sensitive information from access by unauthorized persons and, to avoid the appearance of impropriety, refrain from providing advice or making recommendations regarding the purchase or sale of securities of companies of which you have knowledge because of your association with CPChem.

## COMPLIANCE IS:

- Keeping the company's plans for any confidential new project secret.
- Refusing to discuss the company's financial forecasts at a social event.
- Declining to answer questions about potential management changes at CPChem or one of its owner companies.
- Refraining from trading in a customer's stock when you are aware of a confidential proposal to increase the customer's purchase commitment from CPChem.

## COMPLIANCE IS NOT:

- Calling your stockbroker upon confidentially learning that a customer is merging with a major industry player.
- Telling your family member about the company's plans for a potential acquisition.
- Placing an online trade in response to nonpublic information that a customer is selling a major asset.
- Engaging in confidential business discussions in the airport lounge.

"CPChem is a partner, customer or supplier to many of our major industry peers, and as part of our business activities, we may become aware of confidential, nonpublic business decisions of these companies and our publicly-traded owners. It is unethical and against Company policy to trade securities based on this material nonpublic information."

### - STEVE PRUSAK

SENIOR VICE PRESIDENT,  
CORPORATE PLANNING AND TECHNOLOGY



# INSIDER TRADING

*Only an overview of CPChem's policies relating to Insider Trading is provided here. For further information, consult the Insider Trading Policy, review appropriate local policies or contact the Legal Department or the E&C Office.*



**Q:** I know the company is about to award a large project to a contractor. I'd like to buy some stock in the contractor before the award announcement is made. Is that ok?

**A:** No, you should never use company confidential information – in this case, knowledge that CPChem is going to award a contract – to buy or sell stock. It is also illegal and unethical to share this information with others or otherwise “tip someone off” that this important business transaction is going to occur.

**Q:** I overheard one of my coworkers on the phone with a stockbroker putting in an order to buy shares of our new partner in a project that has yet to be announced. What should I do?

**A:** Federal and state laws prohibit buying, selling or making other transfers of securities by those who have material information that is not generally known or available to the public. Substantial legal penalties can be imposed for violation of these laws; therefore, immediately report the matter to your supervisor or call the E&C Office.

**Q:** My friend is getting ready to sell some shares in a customer that I know for a fact was just awarded a big contract because they substantially increased their commitment to buy feedstock from CPChem. The stock is sure to go up. Can I stop her from selling?

**A:** No. Law and CPChem policy provide that if you possess material nonpublic information concerning a publicly-traded company, you may not trade securities of that company or pass on such information to others who might use the information to trade that company's securities.

# INTERNAL CONTROLS AND FRAUD

CPChem has policies, controls, systems, and accounting rules that work together to ensure the integrity of our financial reporting. This helps prevent inefficient and improper use of our assets. It also helps to ensure compliance with laws.

Most of us are involved with financial reports of some kind – preparing expense statements, approving invoices, signing for receipt of purchased materials, or preparing inventory reports. A failure of internal controls can be as blatant as deliberate misrepresentations or omissions or as subtle as a series of careless or even well-intentioned acts.



## INTERNAL CONTROLS AND FRAUD

*Only an overview of CPChem's policies relating to Internal Controls and Fraud are provided here. For further information, consult the Internal Control Policy, the Fraud Policy, the eDOA, the Delegation of Authorities Document, the Finance Policies website and the Corporate Travel, Entertainment and Expense Policy or contact Finance or Ethics & Compliance.*

Situations involving deliberate misrepresentation or omission are typically clear-cut and the consequences obvious.

Engaging in any scheme to defraud anyone – of money, property or honest services – violates CPChem policy. Fraud can arise in the context of misusing or stealing company assets, cheating on travel and entertainment expense reports, and many other possible situations. CPChem takes this seriously, and the consequences can be severe, including termination of employment, criminal prosecution, and other implications.

Situations involving careless or casual violations of internal controls and the resulting consequences, however, are no

less severe. These can arise when someone attempts to circumvent delegations by splitting a transaction into multiple transactions, allows uncontrolled access to materials and supplies or petty cash funds, or leaves for a meeting without enabling the password-protected screen saver.

CPChem relies on its internal controls and the integrity of each of us to protect company assets against damage, theft, and other unauthorized use. Maintaining the confidence of our owners, auditors, and regulators requires complete accountability for compliance with internal controls at every level of the organization.

### COMPLIANCE IS:

- Identifying and reporting inconsistencies in financial reports.
- Reporting financial information and operating metrics accurately and on time.
- Safeguarding company assets against theft or misuse.
- Maintaining accurate and complete records and accounts of business transactions.
- Complying with applicable financial reporting laws and policies.
- Disclosing full, accurate, and timely reports to regulatory agencies.
- Respecting and observing limitations on authority.

### COMPLIANCE IS NOT:

- Falsifying financial records such as travel and expense reports, time sheets, or invoices.
- Dividing approvals in order to stay within delegated levels of authority.
- Forging or altering company documents.
- Ignoring accounting and other policies intended to prevent loss of assets.
- Filing a false claim or injury report.
- Taking for your personal use supplies or materials that belong to CPChem.



“On CPChem’s journey to be the premier chemical company, each of us must remain dedicated to conducting ourselves with the highest ethical standards and maintain our company’s commitment to operating with integrity. Every employee is an integral part of our internal controls design and every one of us plays an important role in fraud prevention.”

- **DARREN ERCOLANI**  
SENIOR VICE PRESIDENT AND CHIEF FINANCIAL OFFICER

**Q: I’m not a manager. Can I be held legally responsible for failing to report company information accurately?**

**A:** Yes. Although top management must sign off on CPChem’s consolidated financial reports, every employee records some transactions and these all affect the financial reports. Be sure every transaction you record is accurate.

**Q: I’m concerned my manager may be committing fraud against the company, but I’m not sure. What should I do?**

**A:** Report through an alternative supervisor or call the Hotline to report your concern immediately. You are required to report suspected wrongdoing and it is in your interest to avoid any suggestion that you were or should have been aware of the situation but concealed it.

# INFORMATION GOVERNANCE (IG)

is a strategic cross-disciplinary framework composed of standards, processes, roles, and metrics that hold organizations and individuals accountable for proper handling of information assets. Records and Information Management (RIM) is a component of IG and is the field of management responsible for establishing and implementing policies, systems and procedures to capture, create, access, distribute, use, store secure, retrieve, and ensure disposition of records and information.

## COMPLIANCE IS:

- Discarding convenience copies when no longer needed or after no more than three years.
- Retaining all Official Records pursuant to the requirements of the approved Records Retention Schedule.
- Ensuring that we create only accurate, complete, and non-misleading documents.
- Checking for Legal Holds and Tax Holds before destroying any records.
- Consulting with IG/RIM before sending confidential or other records with special handling requirements to offsite storage.
- Disposing of records securely if they contain personally identifiable, proprietary, or other confidential information.
- Ensuring that all company records have an assigned owner responsible for storage and retention decisions.

The creation and control of records and information is a necessary aspect of corporate life. Official Records often document our rights, responsibilities, and operational results; therefore, we must not create records that contain incorrect, incomplete, or misleading information. Responsible management means knowing what are Official Records and other non-record information.

Adherence to the retention requirements in the Records

## COMPLIANCE IS NOT:

- Creating hasty communications that contain incorrect, overstated, or exaggerated information, or inappropriate comments.
- Disposing of Official Records before considering what is being discarded or without applying approved retention requirements.
- Storing personal files, records, or photos on CPChem systems except to the limited extent permitted.

Retention Schedule ensures compliance with legal and regulatory retention requirements and is an element of everyone's job. Official Records must be reviewed at least annually by an assigned Record Owner for continued retention or disposition pursuant to the prescribed retention periods. When a Record Owner has a change in employment status it will often require assignment of the records to someone else.

CPChem's IG Policy applies to paper records, electronic files and databases, email messages, scanned images, and other media. Information relevant to litigation, audits, or investigations may be subject to mandatory Legal or Tax Holds, which may require keeping records beyond our published retention periods. We must all understand and comply with Legal Holds and Tax Holds.

“As CPChem accelerates its journey into digitization, a well-crafted information governance framework is important to properly manage valuable data and minimize risk. This requires diligence with respect to each record we create to ensure it is thoughtfully prepared, appropriately owned, and efficiently managed throughout its lifecycle.”

- ALLISON MARTINEZ  
SENIOR VICE PRESIDENT,  
BUSINESS TRANSFORMATION AND  
CHIEF INFORMATION OFFICER

INFORMATION  
GOVERNANCE

*Only an overview of CPChem's policies relating to IG and RIM is provided here. For further information, consult the IG/RIM website and the Litigation Hold Policy or contact the IG/RIM team or the E&C Office.*



**Q:** I came across a bunch of old floppy disks. My computer doesn't even have a floppy drive so I can't tell what is stored on them. Can I throw them away?

**A:** No, not necessarily. A change in technology alone does not create a basis to dispose of records. Rather, decisions regarding records disposal must be based on the content of the records and the applicable retention requirements. IT may be able to help you access the information on the disks so that you may determine whether the records are official, convenience copies, or personal records and make the appropriate retention decision. If you are still unsure, talk to your supervisor.

**Q:** I like to use my company computer to store and upload personal pictures to the internet because it's faster than my home computer. What's the big deal?

**A:** CPChem becomes responsible for managing files the minute they are loaded onto the system. The information not only becomes CPChem's property, but it may be subject to discovery and other requirements imposed on the company. These types of files are typically large and are backed up in our system which can threaten the stability of our system, not to mention that internet usage for these purposes could slow other functions.

**Q:** I'm afraid of losing important emails, so I like to save them in a hard file, in Outlook folders, and in document management software. I can do that, right?

**A:** Probably not. An important email that functions as the "Official Record" may be retained, but duplicates are considered "convenience copies," and must be deleted or disposed of once they are no longer needed or before three years. Official Records should not be maintained in email. Best practice is to move the Official Record to an appropriate records repository.

When you face an ethical dilemma,  
consult The Code of Conduct. If you're concerned about a  
business situation, report it in accordance with the guidance  
provided on page 2.

## To report via the Hotline:

**U.S.: 1-800-356-2590**

**International: + 1 503-619-1804**

**Website: [www.cpchem.ethicspoint.com](http://www.cpchem.ethicspoint.com)**

You can also contact the E&C Office directly by emailing  
[ethics@cpchem.com](mailto:ethics@cpchem.com).

Retaliation against those raising good faith concerns will not be  
tolerated.



Performance by design.  
Caring by choice.™