



## Group Policy: Code of Business Conduct

Your directors consider the reputation of Synthomer and the trust and confidence of those with whom it deals – shareholders, employees, suppliers, competitors and the wider community - as one of its most important resources. The protection of this resource is therefore of critical importance and the adoption and implementation of appropriate policies in connection with corrupt practices and anti-competitive activities is a fundamental tool in providing continuing protection.

The Board of Directors has therefore endorsed the following core principles which are to be followed by all employees in connection with the business activities of the group and which are in addition to the observance of all applicable laws and regulations relating to corruption and anti-competitive activities.

It is recognised that there will be a need for advice and guidance on the practical application of the law and these policies as well as an avenue for voicing concerns about behaviour or decisions that are considered to be unlawful or unethical. All employees are therefore urged to contact their Local Senior Management when advice is required and seek legal guidance from the Chief Counsel & Company Secretary as the need arises.

### Corruption

- ▶ No employee may give money or any unlawful gift or gift of significant value to a customer or public official, nor may any gift or service be given which could be construed as being intended as a bribe.
- ▶ Each group company will avoid practices which seek to increase sales by any means other than legitimate sales and marketing efforts.
- ▶ Information received by employees in the course of business dealings will not be used for personal gain or any purpose except that for which it is given.
- ▶ In dealings with third parties any personal interest of an employee or that of a member or his or her family must be disclosed.
- ▶ The receipt of gifts or favours by employees can give rise to embarrassing situations and may be seen as an improper inducement to offer some concession in return to the giver. The following principles should therefore be observed:
  - ▶ Gifts or favours must not be directly or indirectly requested.
  - ▶ Gifts of money must never be accepted.
  - ▶ Reasonable small tokens and hospitality may be accepted provided they do not place the recipient under any obligation, are not capable of being misconstrued and can be reciprocated at the same level.
  - ▶ Cumulative or individual entertainment with any one contractor above the value of £50/€65 per year to be recorded in the appropriate register of interests.
  - ▶ Any offer of gifts or favours of unusual size or questionable purpose should be reported immediately to your Local Senior Management.
  - ▶ For the avoidance of doubt gifts/entertaining up to the value of £50/€65 would normally be deemed as reasonable/acceptable. Values above this should be discussed with the relevant Local Senior Management.



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## Anti-Competitive Practices

- ▶ The confidentiality of customer information will be maintained.
- ▶ All information concerning relationships with suppliers will be respected as confidential.
- ▶ Purchasing power will never be used unscrupulously.
- ▶ Synthomer will compete vigorously but honestly.
- ▶ In any contacts with competitors, employees must avoid discussing proprietary or confidential information.
- ▶ No attempt will be made to acquire information regarding a competitor's business by disreputable means, e.g. hiring competitors' employees solely to obtain confidential information or urging personnel or customers of competitors to disclose confidential information.
- ▶ Synthomer will not enter into anti-competitive agreements or engage in conduct amounting to the abuse of a position of market dominance.
- ▶ Synthomer will comply with the competition laws of all countries in which it operates.

Any employee found to be involved in anti-competitive or corrupt activities will be subject to disciplinary action at a level dependent upon the severity of the offence.

A handwritten signature in black ink, appearing to read "Neil Johnson", written over a horizontal line.

**Neil Johnson**  
**Chairman**  
Synthomer plc  
January 2015

A handwritten signature in blue ink, appearing to read "Calum MacLean", written over a horizontal line.

**Calum MacLean**  
**Chief Executive Officer**  
Synthomer plc  
January 2015