



# **Code of Business Ethics**



## *Code of Ethics and Business Conduct*

A Message from the Chairman  
of the Board and Chief  
Executive Officer

Dear EGIDE SA Employee:

Attached please find The Code of Ethics and Business Conduct (“Code”) that is provided to help you make the right business conduct choices. It highlights what our shareholders, customers, suppliers, employees, and the communities in which operate expect of us. It also is the minimum that we should expect of ourselves. Ethical conduct has no boundaries. It applies to all EGIDE SA and subsidiary employees worldwide.

This Code may not apply to all situations. Applying common sense, good judgment and integrity to every business situation will help to ensure that your decisions are consistent with EGIDE SA’s values and this Code.

EGIDE SA’s success depends upon the actions of each of us. Ethical behavior and personal integrity are not only good policy, but good business. Every EGIDE SA Employee and its shareholders rely upon you to do the right thing. I trust that my confidence in you will be well rewarded and ensure a successful future for the company and all stakeholders.

Sincerely,

James F Collins

April 11, 2020

## **1.0 Responsibility towards our Employees**

### **1.1 DIVERSITY AND EQUAL OPPORTUNITY**

EGIDE SA's future depends on its ability to attract and retain the best people at all levels of the Company. To do that, we must create a working environment that values diversity and protects the right of each Employee to fair and equitable treatment. Our policies and practices strive to assure equal employment and advancement opportunities for all qualified people. We will maintain appropriate standards of conduct in the workplace and always be sensitive to the concerns of our diverse group of employees. Harassment of any Employee for any reason is inconsistent with EGIDE SA's Code of Ethics and Business Conduct and will not be tolerated.

### **1.2 MANAGEMENT RESPONSIBILITY**

Management is responsible for making sure that proper attention is given to assuring compliance with our Code of Ethics and Business Conduct and the specific Company policies addressing each facility, and that the appropriate controls are in place to monitor compliance. Employees who fail to abide by these Company policies will face corrective action, up to and including termination from EGIDE SA or its subsidiaries. Any waivers to this Code, other than for an officer of the company, must be approved by the Chief Executive Officer and the Chief Financial Officer. For the officers of the company, only the Board of Directors of EGIDE SA has the authority to waive a provision of the Code. Any waiver of a provision of the Code made by the Board of Directors on behalf of any such director or executive officer will be promptly and publicly disclosed. If employees are ever unsure regarding a situation or pending decision, they should contact their supervisor or the others listed at the end of this Code. In this way, they can obtain more information about the relevant policy of EGIDE SA or any EGIDE SA subsidiary.

### **1.3 BOOKS AND RECORDS/INTERNAL CONTROLS/IMPROPER PAYMENTS**

All books and records of the Company must accurately and clearly represent the facts of the underlying matter in all material respects. Improper or fraudulent documentation or reporting is contrary to EGIDE SA policy.

EGIDE SA has established accounting and other internal control standards and procedures to ensure that all Company assets are protected and properly used and that financial records are accurate and reliable. Employees share the responsibility for maintaining and complying with required internal controls and ensuring that Company assets are not misused.

An improper payment to gain advantage in any situation is never acceptable. EGIDE SA prohibits improper payments in all business dealings, in every country around the world, with both governments and the private sector. Never offer, promise, pay or authorize the payment of anything of value (such as money, goods or services) to a government official or a private sector customer to obtain or retain business, to gain improper advantage or to influence a business decision. "Facilitating payments" to expedite a routine administrative action to which a person is otherwise entitled are considered to be prohibited payments as are certain charitable donations, gifts and customer-related travel and entertainment expenses.

EGIDE SA also prohibits the acceptance of kickbacks or bribes. Employees should never solicit or accept anything of value in return for taking improper action in the performance of their duties.

#### **1.4 CONFIDENTIAL INFORMATION / ELECTRONIC INFORMATION**

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. As such, trade secrets and other proprietary information about EGIDE SA, its business activities, or its customers and suppliers should be treated as confidential. Except to the extent legally required, such information, as well as confidential Employee data, should not be disclosed to people inside or outside the Company who do not have a legitimate work-related need to know. If business needs dictate releasing or sharing sensitive information, appropriate protection should be obtained. Employees should consult with local management for assistance in protecting the confidentiality of the information.

In addition, it is important for employees to prevent misuse, disclosure, or destruction (other than in accordance with the appropriate record retention policy) of the information entrusted to them by the Company or its customers, or for which they are otherwise responsible. This information may be in printed form, computer-based, or stored within another format. In handling the Company's information or information owned by a third party and/or licensed by the Company, employees should comply with copyright laws, computer software licensing agreements and relevant Company policy.

## **1.5 CONFLICTS OF INTEREST**

Employees are expected to avoid any personal or professional relationships that conflict with the best interests of EGIDE SA. A conflict of interest occurs when an Employee's private interest interferes with the interests of the Company. A conflict situation can arise when an Employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. A conflict of interest can also arise when an Employee, or a member of his or her family, receives improper personal benefits as a result of the colleague's position in the Company.

## **1.6 CORPORATE OPPORTUNITIES**

Employees are prohibited from taking unethical personal advantage of opportunities that arise from the use of corporate property, information or position or for using any of these for unethical personal gain or to compete against the Company. Employees have a duty to the Company to advance the Company's legitimate business interest whenever possible, regardless of the employee's position within the company.

## **1.7 POLITICAL ACTIVITIES**

Generally, the Company prefers not to make contributions to any political party or candidate. Any such contributions with Company funds require prior approval from executive management. Unless authorized, employees who participate in partisan political activities should not suggest or state that they speak or act for the Company. Of course, outside of the Company, each Employee is individually free to pursue political activities he or she deems appropriate.

## **1.8 SUPPORT FOR OUR CODE OF BUSINESS ETHICS**

Consistent with our values and culture, the Company is committed to supporting its people in meeting the ethical standards of conduct outlined by this Code. In a similar fashion, all EGIDE SA employees must uphold these standards in their daily work conduct.

If employees observe or know of violations of these standards, or have questions about the meaning, intent and/or application of these standards, it is their responsibility to report such situations or pose any questions promptly. The Company will not allow retaliation for any reports that have been made in good faith.

## **1.9 REPORTING OF A VIOLATION OF THIS CODE OR A VIOLATION OF ANY LAW, RULE OR REGULATION**

An employee who becomes aware of a violation of this Code or a violation of any law, rule or regulation must report the matter to one of the following: the Employee's immediate Human Resources representative, and the local senior management. The Human Resources representative at each EGIDE SA location is available for consultation with respect to the determination of the existence of a violation of this Code or violation of any law, rule or regulation.

## **2.0 Responsibility towards our customers, suppliers and partners**

### **2.1 ANTITRUST/COMPETITION LAWS**

EGIDE SA is committed to fair and open competition in the markets it serves around the world. All EGIDE SA employees are expected to comply with the antitrust/competition laws of the countries in which EGIDE SA does business. In the United States, European Community and many other jurisdictions, it is unlawful to agree with competitors on the following: prices or supply levels, division of customers or sales territories, or bids. Violations can result in substantial monetary damages and criminal penalties for both the Company and the individuals involved.

Employees should exercise due care in any situation where competitors may be present to avoid violating these laws. In particular, EGIDE SA employees should not discuss with competitors current or future prices, bids, margins, costs, discounts, rebates, terms of sales, production capacities, supply levels, inventories, customers, business plans or distribution strategies for competing products or services ("Competitive Information").

The only exceptions to this rule are i) those instances in which the competitor is also a customer or supplier of the Company or ii) where the Competitive Information is made publicly available by a competitor. In the case where a competitor may also be a customer or supplier of the Company, pricing information may be communicated in connection with a bona fide sale to or purchase from a competitor. Employees may also obtain Competitive Information from a competitor's web site or to the extent that such information is otherwise made publicly available by a competitor. There are other practices such as refusals to deal, price differences to competing resellers, exclusive dealing, programs that affect the prices charged by our resellers, or tying the sale of one product to the

customer's purchase of a second product that may also violate these laws. Employees always should consult their General Manager before engaging in discussions with competitors and whenever there are questions about the application of these laws to business activities.

## **2.2 COUNTERFEIT PRODUCTS**

Employees have a duty not to directly or indirectly confuse, mislead or deceive the public in connection with EGIDE SA products. Employees may not directly or indirectly sell or distribute any knockoff or counterfeit EGIDE SA products. Employees shall immediately notify the Local Management with pertinent facts if they become aware or suspect that a customer has been furnished with knockoff or counterfeit EGIDE SA products.

## **2.3 PRODUCT SAFETY**

EGIDE SA's objective is to manufacture and market safe products.

## **2.4 GIFTS / FAIR DEALING**

Employees should deal honestly and fairly with suppliers and customers and should award EGIDE SA business based on quality, delivery, service and competitive pricing. To avoid the appearance of improper influence, no Employee or member of an Employee's immediate family should accept any gift of more than nominal value. It is inappropriate to accept loans or unusual hospitality (excesses in meals, refreshment, or entertainment) from suppliers or customers. Employees should not take unfair advantage of suppliers or customers through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **3.0 Responsibility towards our shareholders and the financial markets**

### **3.1 SECURITIES LAWS / INSIDER TRADING**

Under French and US securities law, and the laws of several other countries, if an Employee knows of material, non-public information about EGIDE SA or another company, the Employee should not buy or sell any securities (including stock) of EGIDE SA or the other company until the information is generally known by the public. In addition, that Employee should not disclose material, non-public information to others inside or outside of EGIDE SA who do not have an obligation to maintain confidentiality. Violating this law can lead to significant civil and criminal penalties in the United States and elsewhere, where similar laws have been adopted.

### **3.2 ADVERTISING**

All EGIDE SA advertising must be truthful, not deceptive, and comply with the applicable laws, regulations and Company advertising policies. Any claims about the performance or qualities of our products in advertising, sales-training material and displays or literature must be documented and verified before being made. Any statement regarding competing products used in EGIDE SA product advertising must be factual and clearly stated.

## **4.0 Responsibility to the environment and the communities in which we operate**

### **4.1 ENVIRONMENT, HEALTH AND SAFETY**

EGIDE SA's policy is to pursue the optimum in environmental quality, health, and safety in every aspect of our enterprise – from the way we manufacture and deliver our products to advising our customers on how to use them. Our operations are expected to meet or surpass the applicable requirements of environmental, health and safety laws and regulations and to strive continuously to improve the efficiency of our operations in the hopes of minimizing the use of materials and the generation of waste.

## **5.0 Proper use of Corporate assets**

All employees should protect EGIDE SA's assets. All Company assets should be used efficiently for legitimate business purposes.