



Employee Code of Business Conduct and Ethics

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Ascend Performance Materials Code of Business Conduct and Ethics

1. Introduction

The Ascend Performance Materials Code of Business Conduct and Ethics (the “Code”) provides guidance about business behavior expected of the Ascend community as we work and interface with fellow employees, customers, suppliers, business partners and other stakeholders.

The Code is supported by company policies, which are available on Ascend’s Governance & Compliance site. You may also be covered by additional site and/or departmental procedures. However, this Code and the policies cannot answer every question or address every possible business situation. Therefore, you are expected to use good judgment and seek guidance from the resources identified in the Code when you have questions about the appropriate course of action.

2. Scope and Compliance

The Code is applicable to all officers, directors, and employees of Ascend Performance Materials Holdings Inc. and its subsidiaries (“Ascend”). Failure to comply with the Code, including not reporting actual or suspected violations of which you are aware, may result in disciplinary action, up to and including termination of employment.

3. Policy Statement

Ascend’s business success depends on our ability to build trusted relationships—with each other, as well as with our customers, suppliers, governments and communities. This means that you have a responsibility to:

- Ask questions and raise concerns;
- Conduct business with honesty and integrity;
- Follow the letter and spirit of the law;
- Treat each other with dignity and respect; and
- Protect Ascend’s assets and reputation.

3.1. Ask Questions and Raise Concerns

Raise Your Concerns Promptly

Ascend is dedicated to giving you the support and advice you need to comply with this Code, corporate-level policies and applicable laws and regulations.

If you have any reason to believe this Code, corporate policies or applicable laws and regulations have been or may be violated, you are expected to immediately report such activity to any of the following resources:

- Local Management;
- Human Resources;
- Legal Department; or
- Ascend’s Integrity in Action Hotline.

Ascend’s Integrity in Action Hotline, a confidential reporting option provided by a third-party service, is available via phone and online:

- 1-877-314-3994 (toll-free in the U.S. and Canada);
- www.reportlineweb.com/APM; or
- <https://iwf.tnwgrc.com/apm> (for reports outside of the United States).

All reports are taken seriously and investigated appropriately. The conclusions and any recommended corrective actions of investigations will be treated as confidentially as possible.

Retaliation is Not Tolerated

Ascend does not tolerate retaliation against any employee who, acting in good faith, reports suspected misconduct, asks questions or raises concerns.

Cooperate with Investigations, Lawsuits and Legal Proceedings

Ascend's commitment to conducting business with integrity requires that we take all credible good-faith reports of suspected misconduct seriously, investigate them fairly and confidentially, and take action where needed. You must cooperate fully in Ascend-authorized investigations and audits, which may be conducted by representatives from Legal and Human Resources, as well as members of Ascend's external audit and legal firms.

Lawsuits, legal proceedings and investigations by government or regulatory agencies involving Ascend must be handled promptly and in an appropriate manner. You should bring all such matters immediately to the attention of the Legal Department.

You should retain documents relevant to any lawsuit, legal proceeding or investigation as explained in the Record Retention Policy. All external requests for information must be forwarded to the Legal Department. The Legal Department will oversee information gathering and coordinate Ascend's response to the external party. When you are asked to provide relevant records, you must promptly provide them to the Legal Department. You should not provide records directly to an external party without prior approval from the Legal Department.

3.2. Conduct Business with Honesty and Integrity

Avoid Conflicts of Interest

You should avoid any activity that conflicts with, or appears to conflict with, the interests of Ascend. A conflict of interest is a situation in which you, a member of your family or another individual with whom you have a significant personal relationship has professional or personal interests that could affect your objectivity in making decisions as an Ascend employee. Conflicts of interest may arise when you or a member of your family receives improper personal benefits as a result of your position with Ascend. Loans to, or guarantees of obligations of, an employee or an employee's family member may also create conflicts of interest.

It is usually a conflict of interest for an Ascend employee to work simultaneously for a competitor, customer or supplier. Employees are not allowed to work for a competitor as a consultant or board member. The best practice is to avoid any direct or indirect business connection with Ascend competitors, customers or suppliers, except on behalf of Ascend.

Conflicts of interest may not always be immediately evident. If you have questions or if you become aware of a conflict of interest or a potential conflict of interest, you should contact the Legal Department.

Adhere to Internal Controls

Internal Controls are designed to provide reasonable assurance and mitigating events to protect and safeguard Company assets; ensure the reliability of the financial and management reporting structure; and to ensure compliance with all applicable laws and regulations.

Internal Controls consist of two broad categories which are:

- Accounting Controls – designed to deal with the accounting activities of the business and aim to achieve certain basic objectives which are validation, accuracy, completeness, maintenance and physical security.
- Administrative Controls – designed to deal with the operating controls of the Company and focus primarily on compliance with policies and procedures, as well as applicable laws and regulations in all departments other than Accounting/Finance; economic and efficient use of resources; ability to meet established operating goals and objectives; and availability of accurate and reliable operating data.

Maintain Ascend Records Appropriately

Ascend is responsible for ensuring that its business records, including paper and electronic records, are created, managed and disposed of properly. An effective, efficient records management program allows Ascend to meet its business needs and to comply with all legal and regulatory obligations. You are responsible for periodically reviewing the records in your possession and assuring you are in compliance with the Record Retention Policy and any pending preservation orders.

3.3. Follow the Letter and Spirit of the Law

Obedying the law, both in letter and in spirit, is the foundation of Ascend's ethical standards. We must act in accordance with the applicable laws and regulations where Ascend does business. If you believe the requirements of the Code conflict with local law, please consult the Legal Department.

Protect Our Colleagues and the Environment

The safety, health and security of Ascend's employees, contractors, visitors and communities along with the protection of the environment are core values of the Company and are integrated as part of all operations and activities.

We are committed to the principles of Responsible Care® and compliance with all safety, health and environmental regulatory requirements. We are committed to continual improvement to achieve excellence in the safe, secure and environmentally responsible operation of our facilities.

Each employee is accountable for working safely and fostering a collaborative environment to identify and eliminate hazards, at-risk conditions and unsafe behaviors.

Uphold Applicable Anti-Corruption Laws

It is Ascend's policy to fully comply with the Foreign Corrupt Practices Act, as well as all applicable anti-corruption laws and regulations.

Improper Payments

Ascend takes a zero-tolerance approach to bribery and corruption and is committed to operate and enforce systems and policies to detect and deter bribery. You may never give or promise to give anything of value directly or indirectly to any third party in connection with any Ascend business to assist Ascend in obtaining an improper business advantage, whether or not any benefit is received.

Offering Gifts and Entertainment

Normal, occasional and appropriate gifts and entertainment offered to customers, potential customers, suppliers, or other persons connected to Ascend business to foster goodwill and enhance business relationships is generally permissible, as fully described in the Gifts and Entertainment Policy. However, the following gifts, entertainment and other hospitality are strictly prohibited, even if you do not submit the expenditures for reimbursement from Ascend:

- Gifts of cash or cash equivalents (such as gift cards or gift certificates);
- Gifts or entertainment that have been solicited by a third party, regardless of value;
- Gifts or entertainment during a request for proposal process or ongoing negotiation;
- Gifts or entertainment that are prohibited by local laws and regulations; and
- Gifts given as a bribe, payoff or kickback (i.e., in order to obtain or retain business or to secure an improper advantage, such as securing favorable tax treatment); and
- Entertainment that can be viewed as excessive in the context of the business occasion.

You may not require or encourage a third party acting on behalf of Ascend to make any of the above referenced prohibited gifts, entertainment or hospitality. For additional information regarding acceptable and unacceptable gifts, entertainment and other hospitality, as well as the related approval process, please refer to the Gifts and Entertainment Policy. You should contact Legal Department to discuss and resolve ambiguous situations.

Receiving Gifts and Entertainment

All business meals and entertainment must be customary, unsolicited, infrequent, in good taste, reasonable in value and provided for legitimate business purposes. Additionally, except as noted below, you may accept occasional, unsolicited gifts of nominal value, such as promotional or commemorative items. You must receive advance approval from your vice president and the Finance and Legal Departments for any gifts in excess of \$50USD (or equivalent) or entertainment in excess of \$500USD (or equivalent), including, for example, travel and conference fees. If you are a vice president or above, you must receive advance approval from your direct supervisor and the Finance and Legal Departments before accepting any gifts in excess of \$50USD (or equivalent) or entertainment in excess of \$500USD (or equivalent), including, for example, travel and conference fees.

You should never accept:

- Gifts of cash or cash equivalents (such as gift cards or gift certificates);
- Gifts or entertainment that have been solicited by a third party, regardless of value;
- Gifts or entertainment during a request for proposal process or ongoing negotiation;
- Gifts or entertainment that are prohibited by local laws and regulations;
- Gifts given as a bribe, payoff or kickback (i.e., in order to obtain or retain business or to secure an improper advantage, such as securing favorable tax treatment); and
- Entertainment that can be viewed as excessive in the context of the business occasion.

Restrictions on Political Contributions and Activities

You may not contribute funds, assets or services for or on behalf of Ascend to any political candidates, political party, charity or similar organizations, unless such contribution is expressly permitted by law and authorized by Ascend.

Promote Fair Competition

Ascend will succeed in a fair and competitive marketplace by providing customers with superior products and services at reasonable prices. We follow laws designed to preserve free and open competition, often referred to as “antitrust laws.” Generally, applicable antitrust laws prohibit the following conduct:

- Price fixing, which includes verbal, tacit or implied agreements among competitors about prices;
- Bid rigging, through which a party agrees to not bid, bid at a certain price or submit a bid that is intentionally less favorable than a competitor’s bid;
- Territorial or customer allocation, through which competitors divide or allocate customers or territories to be served; and
- Market division among competitors to allocate customers, territories or products.

Antitrust and trade regulation laws in various countries may differ, and any question about specific conduct or a specific situation should be directed to the Legal Department.

Comply with Export and Import Regulations

Ascend engages with a global audience. We therefore fully comply with the export and import laws, rules and regulations of the countries in which we do business. Every country in which we do business maintains a complex set of laws that regulate the Company’s ability to import and export goods and technology.

Anyone associated with Ascend who is involved with the export, re-export and import of goods and technology is responsible for knowing and following the export control regulations that apply to their job responsibilities. Please consult Ascend’s Office of International Trade Compliance for additional information.

Protect the Privacy of Personal Information

Ascend complies with applicable data protection and privacy laws in all countries where Ascend does business. You have a responsibility to safeguard the privacy, confidentiality and security of personally identifiable information and other private information of our employees, customers, partners and other third parties in Ascend’s possession. It is your responsibility to follow the Computer and Electronic Media Usage Policy to protect personal information of others and prevent its unauthorized use or disclosure. You may share it only for legitimate business needs within the scope of your duties with authorized persons and in accordance with applicable laws.

3.4. Treat Each Other with Dignity and Respect

Value Diversity and Equal Opportunity

Ascend values the diversity of its workforce. The Ascend approach to diversity is defined by inclusiveness, respect and fostering a culture that allows each individual to contribute to his or her fullest potential. Ascend leaders must set a strong, ethical example and create a civil, professional work environment. As set forth in the Harassment Free Workplace Policy, Ascend does not tolerate any form of discrimination, harassment or retaliation.

Ensure a Violence-Free Workplace

A workplace free of violence, weapons and other disruptive behavior keeps all employees safe and able to concentrate fully on business. Violence or other deliberate acts intended to harm another person or their property, including threatening, menacing or intimidating comments and behavior, is prohibited.

Violence or threats of violence should be reported immediately to site security or senior site leadership. You can find more details in our Violence Free Workplace Policy.

Where legally enforceable, Ascend prohibits the possession, concealment, use or transfer of the following items on Ascend premises, whether owned or leased: any firearm or other weapon, including knives, clubs, explosives or other devices that are primarily used to inflict injury.

Maintain a Workplace Free from Substance Abuse

Illegal drugs, unauthorized substances and alcohol can adversely affect safety, productivity, reliability and judgment. We are prohibited from consuming or being under the influence of alcohol or possessing, distributing or being under the influence of illegal drugs while engaging in Ascend business, with the exception of lawful, moderate and prudent alcohol consumption during legitimate business entertainment. You can find more details in our Substance Free Workplace Policy.

3.5. Protect Ascend's Assets and Reputation

Use Company Assets and Systems Appropriately

Ascend assets, including but not limited to equipment, supplies, facilities and systems, should be used for Ascend's benefit. Subject to applicable law, Ascend reserves the right to monitor Ascend systems and there should be no expectation of privacy. You must follow Ascend guidelines for protecting Ascend systems including following password guidelines and incorporating Ascend-approved virus protection.

Additionally, posting content about your job at Ascend, the jobs of others at Ascend, Ascend's business or Ascend's customers on social media and networking sites must always be done in accordance with the Computer and Electronic Media Usage Policy.

Prevent Theft and Fraud

Theft and fraud are crimes and will not be tolerated. Fraud is a type of theft by deception that results in your personal gain, profit or advantage or harm or loss to another person or entity. You are expected to report any suspicious activity immediately, as described in the Code under Ask Questions and Raise Concerns.

Safeguard Intellectual Property and Confidential Information

Employees are personally accountable for ensuring that their Ascend information assets are adequately secured and for complying with Ascend information security policies, standards and procedures.

Ascend owns all inventions, conceptions, discoveries, improvements, ideas, works of authorship and trade secrets created by you on the job or created using Ascend's assets. You are a steward of the trade secrets and confidential information owned by Ascend or third parties that are entrusted to you. Accordingly, you are expected to take appropriate administrative, physical and technical measures to properly safeguard them and prevent their unauthorized access, use or disclosure.

When it is necessary to share Ascend confidential information with customers, partners or other third parties, you are responsible for ensuring that the proper confidentiality agreements are signed and properly executed before the information is shared.

Moreover, you may not use without authorization or make unauthorized copies of another person's or company's content, documents or materials, whether written or electronic, or computer software. Additionally, most countries now have laws governing trade secrets and confidential information. There are serious legal repercussions for anyone who violates these laws by misusing Ascend's or another person's or company's trade secrets for the economic benefit of anyone other than the owner.

Travel Responsibly

You must ensure that business travel is intended to further Ascend business interests, and that travel and entertainment expenditures are reasonable, prudent and in accordance with the corporate Travel and Expense Policy.

Be a Responsible Corporate Citizen

For Ascend, corporate responsibility means achieving business success in ways that demonstrate respect for our communities. Ascend prohibits the use of child labor, physical punishment or forced or compulsory labor, as well as any other forms of human abuse.

Ascend is committed to creating strategic partnerships with community organizations. Charitable contributions on behalf of Ascend, including donations of computer equipment, cash donations or the purchase of tickets for fundraising events, may only be committed by and should be directed through the Human Resources.