

SUPPLIER CODE OF CONDUCT

Issue No: 4**Issue Date:** March 8, 2021**Effective Date:** March 8, 2021**Author:**
Neil MacLennan, Group General Counsel**Approval:**
Jane Scadding, Group Procurement
Director**Authorised:**
Ruth Prior, Group CFO

SUPPLIER CODE OF CONDUCT

1. INTRODUCTION

Element Materials Technology Group Limited and all its subsidiaries and associates (**Element**) are committed to conducting business to the highest possible ethical and business standards. This Supplier Code of Conduct sets out the behaviour and principles that we expect our suppliers to follow. Our objective is to only work with suppliers that adhere to the principles set out in this Supplier Code of Conduct.

2. SCOPE

Suppliers of goods and services, contractors, joint venture partners, consultants, advisers and all other third parties engaged by Element (referred to as **Suppliers**) are expected to adhere to the principles set out in this Supplier Code of Conduct and are encouraged to develop their own codes, policies and procedures to adhere to the principles of this Supplier Code of Conduct.

3. ETHICS AND INTEGRITY

- 3.1 This Supplier Code of Conduct provides guidance which will help you to do the right thing. You are encouraged to ask questions about this Supplier Code of Conduct and its application. This Supplier Code of Conduct does not replace the requirement to comply with applicable laws. Where there are differences between the applicable local law and this Supplier Code of Conduct, Suppliers should apply whichever sets the highest standard of behaviour.
- 3.2 We wish all Suppliers to act ethically and with integrity at all times. That means complying with the law, treating people and your suppliers fairly, and engaging only in proper business conduct.
- 3.3 This Supplier Code of Conduct cannot address every conceivable situation. In circumstances where the law or this Supplier Code of Conduct does not clearly dictate what to do, you need to exercise caution and good judgement.
- 3.4 When faced with a situation or action which makes you concerned, stop, think and ask yourself:
 - 3.4.1 What feels wrong about the situation or action?
 - 3.4.2 Is the situation or action covered by this Supplier Code of Conduct?
 - 3.4.3 Should I speak to someone else to ensure that I do the right thing?
 - 3.4.4 Would I be happy telling colleagues, friends, family, the media, Element, the police or a regulator about what is proposed?
- 3.5 If you have a question or concern regarding compliance with this Supplier Code of Conduct, speak with your Element contact. Element will support you as far as possible in your efforts to comply with this Supplier Code of Conduct.

4. COMPLIANCE WITH ALL LAWS

We are committed to carrying out all activities connected to our business in accordance with all applicable laws. It is essential that Suppliers do not knowingly break the law in connection with any business for Element. Any breach of laws will be considered a serious matter that may lead Element to terminate our relationship with a Supplier.

5. ANTI-BRIBERY AND CORRUPTION

- 5.1 We have a zero tolerance approach to bribery and corruption.
- 5.2 We do not tolerate, permit, or engage in bribery, corruption, or improper payments of any kind in our business dealings both with public officials and with people in the private sector.
- 5.3 Bribery is the offer, promise, giving, asking or acceptance of an advantage as an inducement for doing something improper in a person's work or in carrying out a public function. For public officials (including government ministers, local authority members and employees, civil servants, judges, other officials and employees of public bodies and employees of state-owned companies), a bribe can be anything of value that is offered or given with the intention of influencing the public official to obtain or retain a business advantage. This is a low threshold because it does not require an intention that the official exercises his or her role improperly. Accordingly, Element treats any form of "facilitation payment" to be a bribe. Suppliers must not give any form of facilitation payment to public officials in connection with Element's business.
- 5.4 Corruption is the misuse of public office or a business position for private gain. This would, for example, cover a situation where a public servant requests a personal payment from a Supplier.

6. HOSPITALITY AND GIFTS

- 6.1 Any hospitality or gift offered or given by Suppliers to Element employees or to third parties with connection to Element's business must be reasonable in value and not be intended to improperly influence a business relationship or transaction.
- 6.2 Suppliers should not give gifts, hospitality or any form of advantage to a public official in connection with Element's business.
- 6.3 Cash or monetary gifts should not be given.

7. FRAUD PREVENTION

- 7.1 Steps should be taken to detect and prevent any form of fraud. Fraud is committed when a person acts dishonestly, intending to make a gain or to cause loss to another (or expose another to a risk of loss) through some form of deception or misrepresentation.
- 7.2 Suppliers must ensure that all invoices and financial records are accurate. Invoiced amounts should accord with agreed contractual terms. Any inflation of amounts or duplicate invoicing will be treated as a suspected fraud.

8. CONFIDENTIALITY

Element's business data or other confidential information must not be disclosed to third parties or used improperly.

9. FAIR COMPETITION

Competition laws around the world are very strict and penal. Suppliers must not collude with other Suppliers to fix prices or market share. Confidential information provided by Element should not be shared with other Suppliers.

10. DATA PROTECTION

The personal details of Element's employees and any other personal data that Element provides to Suppliers must be kept confidential and secure. Personal data should not be provided to third parties without Element's express agreement.

11. HEALTH AND SAFETY AND ENVIRONMENTAL MATTERS

- 11.1 Our goal is to create a safe, healthy and clean working environment such that we cause no harm to people, and we minimise our impact on the environment.

11.2 Measures should be taken by Suppliers to ensure the health, safety and welfare of their employees and those affected by a Supplier's business. We encourage our Suppliers to take measures to reduce their environmental impact and to contribute to the communities in which they operate. We encourage Suppliers to discuss initiatives with us.

12. CO-WORKERS

Please promote an environment in which all colleagues (including applicants) enjoy equal opportunities and treatment, free of any form of discrimination, bias or harassment. We will not tolerate harassment or any other form of discrimination based on gender, physical or mental ability, age, marital status, family status, sexual orientation, religious belief, race, colour, ancestry or place of origin.

13. YOUR SUPPLIERS AND PARTNERS

Likewise, we only wish to engage with Suppliers which treat their suppliers and partners respectfully. We will not stand for abusive or aggressive practices.

14. HUMAN RIGHTS AND MODERN SLAVERY

14.1 We wish to conduct our business with respect for human rights.

14.2 Slavery and human trafficking (**Modern Slavery**) are crimes and a violation of human rights - Element has a zero tolerance approach to Modern Slavery.

14.3 The following key principles apply to our business and our supply chain:

14.3.1 child labour must not be used;

14.3.2 any form of forced or compulsory labour must not be used - workers must be free to leave employment or work after reasonable notice;

14.3.3 passports, visas and other personal documentation should not be taken from employees unless requested to be held by the employee for safekeeping purposes (and, if held for safekeeping purposes, they should be returned to the employee on request);

14.3.4 all forms of debt bondage are prohibited - workers should not be subject to contracts that tie them into repaying a loan (other than small loans to cover items such as transport costs), excessive accommodation expenses or other costs that they have no or little opportunity to repay;

14.3.5 compensation and benefits must comply with local laws relating to minimum wages, overtime hours and other benefits; and

14.3.6 the formation of trade unions and powers of collective bargaining should be respected.

15. TRADE CONTROLS

Suppliers must at all times comply with all applicable import and export controls and sanctions relating to overseas countries. Suppliers should put in place procedures to ensure compliance with this important area.

16. REPORTING AND ADVICE

16.1 We encourage Suppliers to speak with us about ethical and business conduct issues.

16.2 We also encourage any suspected contraventions of this Supplier Code of Conduct to be reported to us. We will treat a Supplier that brings an issue to our attention more favourably than if the issue comes to our attention through other means.

16.3 To report a concern or discuss an ethical and business conduct issue, please either speak with your Element contact or send an email to supplierethics@element.com.