

# Omya Code of Conduct



## Code of Conduct Manual

*January 12, 2021*

# Table of Contents

**1.0 About the Code of Conduct**

---

1.1 Letter from the CEO p. 4

---

1.2 Who must follow our Code of Conduct p. 5

---

1.3 Limitations and Additional Rules p. 6

---

1.4 Consequences of Violations p. 7

---

1.5 Guidance and Report Concerns p. 8

---

**2.0 Standards of Conduct**

---

2.1 Employees and Human Rights p. 9

---

2.2. Data Privacy p. 10

---

2.3. Customer and Community Relations p. 11

---

2.4. Corporate Social Responsibility, Health & Safety, Environment p. 12 - 13

---

2.5. Protection of Information and Intellectual Property p. 14 - 15

---

2.6. Protection of Assets (tangible Property, use of Employees) p. 16

---

2.7. Conflict of Interests p. 17 - 18

---

2.71 Outside Employment

---

2.72 Gifts and Entertainment

---

2.8. Prevention of Corruption, Bribery & Money Laundering p. 19 - 21

---

2.9. Competition and Antitrust Laws p. 22 - 24

---

2.10. Trade Controls p. 25

---

## **About the Code of Conduct**

The Code of Conduct contains general guidelines to Omya's employees and business partners. These guidelines represent minimum standards for the Group and should be complemented by the local rules. It is the responsibility of the regional and local management to implement, monitor and enforce compliance with the Code of Conduct.

## Letter from the CEO

Modesty, Courtesy, Integrity and Perseverance summarize how Omya people behave vis-à-vis customers, partners and colleagues. These four values are the most visible expression of our company's style and a key ingredient of its corporate identity. We are all ambassadors of our company, committed to living these values in our daily work.

Our integrity as individuals is the basis of the integrity of our company. Omya has always been committed to conducting business in a responsible and ethical manner and maintaining a safe, sustainable and productive work environment.

Our new Code of Conduct underlines this commitment. It provides general, globally applicable standards of conduct for all individuals who work for or with Omya.

Please read our Code of Conduct thoroughly and carefully. We expect you to take personal responsibility to ensure compliance with all the rules and to incorporate those into your working lives.

Eric Schachenmann  
CEO

## **Who must follow our Code of Conduct**

The Omya Code of Conduct applies to all people who work for or with Omya, including employees of joint ventures in which Omya bears management responsibility. It is addressed to all of the company's directors, managers, and employees. Omya also expects its business partners to comply with its standards.

Each employee is responsible to read and understand all rules, to attend all mandatory and necessary trainings and to ensure full compliance in his/her field of work.

The local management, the local heads of legal units and the local heads of sites/offices are responsible for supporting their employees and business partners in this endeavor. Each manager is expected to act as an ethical role model for those who report to him.

## Limitations and Additional Rules

This Code of Conduct provides general and minimum standards of conduct which are globally applicable within the Omya group and does not govern all conceivable situations. In addition to this Code of Conduct, also the respective local laws and regulations as well as Omya's other corporate policies and specific internal guidelines must always be respected.

If you think that there is a conflict between the local laws and Omya's Code of Conduct, corporate policies or internal guidelines, please seek guidance from the local management or the General Counsel.

## Consequences of Violations

Violations of laws and rules by just one employee or contractor can seriously harm our company's reputation and cause significant financial and other damage.

Omya does not tolerate violations. Infringements of this Code of Conduct, the local laws and regulations or other internal guidelines and corporate policies, tolerating and failure to report violations can be subject to disciplinary action (up to and including termination) and to civil, administrative and criminal fines and sanctions.

You are encouraged to report any illegal conduct to the General Counsel. All cases reported will be investigated further and are handled as confidentially as possible.

Omya strictly prohibits retaliation against any person who reports a concern in good faith. If you believe that you or one of your colleagues have been retaliated against for reporting a concern, you should bring this matter to the management or to the Head of Human Resources immediately.

## Guidance and Report Concerns

In most of the cases, violations can be avoided by timely advice. If you have doubts about the legal or ethical implications of your own conduct or questions about what is required, you are encouraged to seek advice or assistance. The following resources are available to you:

- your supervisor or manager
- the relevant group functions (e.g. Human Resources, Finance, Sustainability)
- the General Counsel



## Employees and Human Rights

One of Omya greatest strengths is the diversity of its workforce, with men and women of many nationalities and backgrounds working together and sharing common objectives. Omya does not have a “nationality” to describe its culture, but operates in a truly global fashion throughout the world.

Within Omya, we are committed to respecting human rights worldwide. In particular, we are committed to fair employment practices and wages, and we offer equal opportunities to all our employees regardless of race, color, age, gender, sexual orientation, marital status, religion or national origin, ethnicity.

**We strictly oppose the use of illegal child labor, involuntary servitude, discrimination, harassment, mobbing and all other forms of abusive or exploitative labor practices. We respect the employees’ lawful freedom of association and recognize their legal rights to organize and collectively bargain.**

## Data Privacy

Omya applies high standards when processing our employee's personal information and our business partner's data. All personal data collected and held by Omya will be processed fairly, carefully and in compliance with the local laws.

Access to personnel records is restricted to Omya employees and agents who have appropriate authorization and a business need for that information.

All such information must be treated with utmost care and confidentiality in order to respect each individual's privacy.

## Customer and Community Relations

The success of our company depends to a large degree on the quality of the relationship we develop and maintain with employees, customers, suppliers and the general public. Our customers' impression of Omya and their decision to purchase products or services from us are greatly influenced by the people who serve them. Every employee, regardless of his/her position, is an ambassador for the company.

The following building blocks will contribute to strengthen our image and relationships as well as to our continued success:

- Act with competence and strive for solutions providing full satisfaction to our customers.
- Communicate in a polite and respectful manner.
- Follow-up on orders and questions promptly, provide business like replies to inquiries and requests, and perform all duties in a professional manner.
- Take great pride in your work and enjoy doing your very best.

*Refer to **corporate policy No 13** for information on specific rules regarding the communication with the media.*

## **Corporate Social Responsibility, Health & Safety, Environment**

Omya strives to serve its customers' and society's requirements over the long-term, to continually improve its operations, products and services, to manage resources efficiently and to conduct business in a sustainable way. Our vision is no accidents, no waste, no complaints.

We therefore apply high standards to our products, on quality, health & safety, environmental protection and corporate social responsibility, and as a minimum, we comply with all applicable laws, rules and regulations.

In particular, we must always:

- observe all quality, health & safety and environmental legal requirements, policies and best practices;
- wear or use the required personal protective equipment;
- act with diligence and care and avoid negligent and careless actions which may endanger the life, health, safety or security of ourselves or of someone else.

Sustainability is one of Omya's group function which supports the management and workforce to develop, implement and maintain high standards in these fields (*please also refer to the **Corporate Sustainability Policy No 11***).

Omya encourages all employees to bring forward their suggestions and ideas about how our workplace, products or customer service could be improved. Please bring your idea to the attention of the respective person in the organization. We value and listen to all suggestions.

# Protection of Information and Intellectual Property

In a technical and competing environment, proprietary information and intellectual property (i.e. intangible property such as patents, design rights, trademarks, logos and copyrights) are crucial and valuable assets. These assets must be handled with care and protected at all times, not only if they belong to Omya, but also if they belong to our business partners.

Proprietary information includes non-public information and trade secrets, such as:

- customer lists
- terms and conditions, prices or fees offered to certain parties
- marketing and strategic plans
- new developments

It is crucial that we keep all new developments confidential before protecting them with patent or design rights and before an application is filed with the competent authorities.

If we have access to proprietary information and trade secrets, we must handle such with much care and

- only use them for the purpose we are considered to;
- not disclose them without a business need; disclosure to third parties outside Omya requires in any event a prior written confidentiality agreement;
- take special care by properly securing our computer, documents or other materials which contain such sensitive information and by avoiding its discussion in public places (refer to Corporate Policy No. 17 Information Security and Code of Practice).

## **Protection of tangible Property / no use of Company Assets and Employees for private Purposes**

Within Omya, we handle the property of our company, our fellow employees and our business partners in a responsible manner and protect it against loss, damage theft and abuse. This includes funds, facilities, equipment, raw materials, products, documents, software and networks.

In particular, we must not tamper with company property, not use it for private purposes or personal profit, and not remove it from the company's premises without authorization.

Also, we must not employ or use Omya employees for private purposes, even if the services are privately paid.



## **Conflict of Interests**

Our commitment to integrity requires each of us to be alert to situations that could create a conflict of interest. A conflict of interest arises when our personal interests are not – or do not appear to be – aligned with those of Omya.

In particular, such situations can arise in when using company assets for private purposes and in the context of outside employment and gifts and entertainment.

## **Outside Employment**

As employees of Omya, we are expected to devote our maximum ability to Omya's interests.

We may not take an outside job, neither for pay nor as a donation of our personal time, with a customer or competitor; nor may we act on our own if it competes in any way with the sales, production or manufacture of products or services Omya provides to its customers and generally to the public. Before accepting any outside employment, we must receive written approval from our supervisor and the Human Resources department.

If we participate in community affairs, including political and civic activities, we must represent ourselves as an individual citizen. Under no circumstances should we give the impression that we are representing Omya, unless we have a specific mandate to do so.

## Gifts and Entertainment

When conducting business for Omya, we may exchange business gifts and participate in entertainment under certain circumstances, for example in order to foster good relations between Omya and our customers, vendors or other business partners.

However, we must always use good judgment when offering or accepting such courtesies. Otherwise, we may find ourselves or our business partners in a situation of conflict of interest.

This means that

- we offer or accept business gifts and entertainment only if intended as simple business courtesies and if doing so, would not appear to influence our or our business partner's decisions;
- we **offer and accept gifts** only if the value thereof is **not excessive in nature** or not exceeds **USD 50.00**, otherwise, approval from the management is required;
- if somebody offers cash or payment, we politely decline and inform the management;
- only normal and appropriate business entertainment is accepted.

In addition, the local policy dealing with gifts and entertainment must be observed, as well as the standards on prevention of corruption, bribery and money laundering (2.8 Standards of Conduct).

## **Prevention of Corruption, Bribery & Money Laundering**

In most countries of the world, anti-corruption laws prohibit bribes to domestic and foreign governmental officials, and laws against unfair competition prohibit commercial bribes to representatives of domestic and foreign companies in the private sector. Money laundering laws prohibit financial transactions that conceal the identity, source and/or destination of money gained through illegal means, which often goes in line with corruption.

A bribe is a direct or indirect offer or promise to give anything of value in order to improperly influence a decision or to gain an improper advantage, obtain or retain business. The recipient of the bribe must not necessarily be the same person who should be influenced; the recipient can also be a relative, family member or close institution. Kickbacks can be a form of a bribe, where money is returned or paid as reward for improperly awarding or fostering business.

As a global company, Omya is committed to acting in full compliance with all such applicable laws and to detecting and preventing such illegal behavior, and expects the same from its business partners. We never offer directly or indirectly any form of bribe and take caution to avoid improper payments and kickbacks. We must also ensure that parties acting on behalf of Omya (including, but not limited to, government relations consultants, lawyers, land office consultants, customer brokers, equipment and service providers etc.) apply the same principles as Omya in preventing corruption, bribery and money laundering.

Consequently, we must:

- always apply due diligence in determining the ownership structure of our customers, vendors, agents, consultants and other business partners or third party representatives (including third party representatives acting on our behalf with other parties or public officials); never seek or accept any improper payment, kickbacks or advantages;
- never allow third parties to make or receive any improper payments, kickbacks or advantages on our behalf;
- engage in business and financial transactions only with persons conducting legitimate and lawful activities;
- evaluate carefully our participation in trade associations to ensure that such organizations are acting in the legitimate interests of their members;
- never promise or make a CSR contribution to secure a business advantage. Any CSR activity must comply with local CSR policies, procedures and be appropriately authorized;
- maintain accurate books and records.

In addition, we do not offer, either directly or through third parties, facilitation payments, payments for example made to accelerate public services, provide police protection or expedite permit approval or the like (even though these services as such are not improper and such payments may not be explicitly illegal in all countries).

Never promise, offer or make, accept or request for any preferential treatment, favors or any other unjustifiable advantages that could influence or appear to influence yours or recipient's professional objectivity. Examples of such activities may include hiring a government official's or customer's relative as an employee or a promise of a future employment; provision of a free or preferential loan or support with children education.

Any payment, gift or entertainment in relation to an interaction with a government official, whether made by Omya or/a third party interacting on our behalf must be properly recorded and documented.

In case of doubt on the compatibility of a planned business transaction with the applicable anti-corruption, unfair competition or money laundering laws, it is our duty to consult our supervisor and the Legal department at an early stage of such planned transaction, before any commitments are made vis-à-vis third parties.

## Competition and antitrust laws

Omya believes that competition serves the global community by ensuring technical development and access to quality products and services at fair prices. Therefore, we always follow the letter and spirit of such laws wherever we conduct our business, and we expect the same from our business partners.

Doing “**fair competition**” means that we must

- always engage in fair and ethical marketing, sales and communication practices, provide accurate and fair information to all of our customers, vendors, and other business partners, and
- not misrepresent our products or those of our competitors and not take unfair advantage of anyone through manipulation or abuse of privileged or proprietary information, misrepresentations or any other unethical or illegal practice.

Furthermore we must abstain from any cartelistic and other practices prohibited by **antitrust laws**.

Such prohibited practices include (non-regarding whether agreed in writing or made only by oral “gentleman’s agreement”, or established by mere exchange of sensitive information, directly between

companies or via the help of third parties or trade associations)

- horizontally between actual or potential competitors: the fixing of prices or terms and conditions, allocation of products, markets, territories or customers or the restriction of production and supply;
- vertically between for example principals and distributors or patent holders and licensees: the fixing of resale prices, absolute restriction of resale conditions (such as geographic, customer and application restrictions), the agreement on certain most-favored-customer clauses, long-term exclusivity and non-compete clauses;
- unilaterally by companies with a dominant market position: the abuse of such dominant position, for example by discriminatory treatment of customers, refusal to supply, inadequate purchase/sales prices, conditions or tie-in arrangements (such as rebates), without legitimate business reason.

It is our responsibility to strictly abstain from such prohibited practices and to know and follow our internal guidelines as well as all applicable competition and antitrust laws that apply in our field of work (this applies in particular to all management functions and sales forces).

Violations of antitrust laws are subject to severe sanctions against the company and against the responsible individuals, significant financial and reputational damage, and usually lead to the invalidity of the affected agreements.

In case of doubt on the compatibility of a planned business transaction with the applicable antitrust and competition laws, it is our duty to consult our supervisor and the Legal department at an early stage of such planned transaction, before any commitments are made vis-à-vis third parties.



## **International Trade, Import and Export Laws, Regulations and Restrictions**

As a global company, it is our responsibility to know and follow all applicable laws and regulations that govern international trade. When we buy, produce, market and ship goods and services or transfer funds and technology, we must strictly adhere to import and export control laws and comply with economic sanctions imposed by the United Nations and similar bodies, and country specific embargoes.

In case of doubt on the compatibility of a planned business transaction with the applicable trade controls and import and export laws and restrictions, we must consult our supervisor or the Legal department.