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SOLENIS POLICY

Conflicts of Interest

1.0 Policy

Solenis is committed to achieving the highest standards of professionalism and ethical conduct in its operations and activities, and expects its employees to conduct their business according to the highest ethical standards, in compliance with Solenis' [Global Standards of Business Conduct](#) and all applicable laws. The purpose of this policy is to increase awareness of conflicts of interest and require all Solenis employees to report or disclose any conflicts of interests encountered in the workplace.

2.0 Conflicts of interest

Each Solenis employee has a duty to act in the best interests of Solenis. Conflicts of interest interfere with that duty. A conflict of interest is any situation where an employee's private interest or any outside interest – business, financial, family-related or any other – interferes or appears to interfere with Solenis' legitimate interests, the employee's work-related duties or the employee's objectivity and judgment in doing what is best for Solenis.

Solenis prohibits all employees from using their position at Solenis or Solenis' relationship with its customers, vendors, suppliers or contractors for private gain or to obtain a benefit for themselves or members of their family.

3.0 Duty to report

Solenis employees must report any conflict of interest known to them or affecting them. Reporting or disclosure must take place as soon as an employee becomes aware of a possible conflict of interest and, whenever possible, before the employee engages in the conduct that may result in a conflict of interest.

Employees can report suspected, potential or actual conflicts of interest directly to their managers, the Legal Department, the Office of Ethics and Compliance, or through the Share Your Concern page on InSite, our intranet. In addition, every year all employees are required to disclose all potential conflicts of interest known to them during the annual Global Standards of Business Conduct Certification process.

4.0 Examples of reportable conflicts of interest

Although it is impossible to list all possible conflict of interest situations, the following are common examples that Solenis employees are required to report.

- *Personal relationships*: when an employee takes part in or attempts to influence a hiring or promotional decision that benefits or appears to benefit a relative or a close personal friend. A conflict of interest may also arise when a manager directly or indirectly supervises a relative.

The term “*relative(s)*” means an employee’s spouse or domestic partner, children, parents, siblings and all other relatives. The term “*close personal friend(s)*” means any person with whom an employee has a meaningful social or business relationship at work or outside of Solenis. For additional guidance, please see the Solenis’ policy on Supervision of Immediate Family Members (SL-POL-003.017).

- *Financial interests*: when an employee takes part in or attempts to influence the company’s decision or business dealing with a current or potential competitor, customer, partner, vendor, supplier or other business entity in which the employee has direct or indirect financial interest.

The term “*financial interest*” means ownership of the outstanding stock or other securities of an outside company or entity, or the right to receive compensation or payment or other benefits from such entity.

- *Corporate business opportunities*: when an employee takes personal advantage of or interferes with an existing or potential business opportunity for Solenis, that typically involves the company’s existing lines of business. A conflict of interest would exist if an employee directs such business opportunity to her/his relatives, close personal friends or to a business entity in which relatives or close personal friends are involved or have a direct or indirect financial interest.
- *Outside mandates or activities*: when an employee serves as a board member or technical advisor of a competitor or a company that may reasonably be expected to become a competitor of Solenis. There will be a conflict of interest if an employee engages in an outside activity that involves unauthorized disclosure of Solenis’ proprietary information.

The term “*proprietary information*” means information which has commercial value to Solenis and is treated as confidential, including any form of intellectual property, supplier or customer data or other sensitive market information.

- *Fees, commissions, services, gifts or entertainment*: when an employee receives anything of value from an outside party, including gifts or entertainment, if this could be perceived as influencing the employees’ business judgment. There will be a conflict of interest if an employee personally accepts finder’s fees, referral fees or other incentives from companies to which the employee may have referred business on behalf of Solenis.



5.0 No retaliation

Pursuant to the [Reporting policy](#) (SL-POL-004.013) and the [Investigations policy](#) (SL-POL-004.003), Solenis prohibits any form of discipline, reprisal, intimidation or retaliation for reporting an actual, potential or perceived conflict of interest or cooperating in a compliance-related inquiry.

6.0 Scope

This applies to all Solenis employees.

7.0 Owner

Senior Vice President and General Counsel.

8.0 Exceptions

There are no exceptions to this policy.