



Code of Conduct and Business Ethics

Dear Colleagues:

Welcome to Novolex!

Novolex Holdings, LLC (“Novolex” or “Company”) has demonstrated an unwavering commitment to performance and integrity, through each of us taking the right actions and making the right decisions every day. This Code of Conduct and Business Ethics (the “Code”) provides a foundation for how we conduct ourselves as a corporation and as individuals representing the company. Every action we undertake reflects on us, our values and our character.

At our core, we are in business to earn a fair return for our shareholders, but we will not compromise on integrity. We must use our company’s assets wisely and we must deliver on our promises to our customers, our partners and our people. These are the ethics that guide our conduct and decisions.

This Code is your guide for ensuring that Novolex conducts business with integrity consistent with sound business practices and fostering relationships of trust with its employees, commercial partners, shareholders and government authorities. Our conduct impacts our reputation, public confidence in our business and our financial strength.

Please read the Code carefully and spend some time thinking about your personal commitment to do the right thing every day. Novolex has earned an excellent reputation for how we do business. As Novolex employees, it is our responsibility to preserve that reputation through our integrity, honesty and respect for others.

Let’s always remember – Integrity in all we do!

Sincerely,

A handwritten signature in black ink, appearing to read "Stanley Bikulege". The signature is written in a cursive, flowing style.

Stanley Bikulege
Chairman & CEO



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ENTERED INTO FORCE

September 1, 2017

PURPOSE AND SCOPE

We all are responsible for promoting, monitoring and implementing the Code of Conduct (“Code”). You should avoid acting or encouraging others to act contrary to this Code, even if such deviations under the circumstances may appear to be in Novolex’s financial interest. Each day you will face and make decisions that are critical to our success. The Code is a practical reference that can help guide you in making good decisions. You should read it carefully, make sure you understand its contents and exercise good judgment consistent with this Code in your daily work. You should also reference Novolex’s policies, procedures, work rules and, as needed, your manager before making decisions.

Adherence to this Code is a condition of your employment and therefore you must sign and return the Acknowledgment Form to the Human Resources Department. The Acknowledgment Form is a separate form in the back of this Code. Novolex has the right to change this Code at any time and will inform you of such changes. Any amendments or waivers will be publicly disclosed if required by law or stock exchange regulations. We would like to remind employees that neither the Acknowledgment Form nor the Code constitute contracts for employment with the Company. Each Company employee is employed with the Company at-will, meaning the employee or the Company may terminate the employment relationship without notice at any time. Within the United States, Company employees must understand that there is no fixed duration and there are no fixed terms or conditions to the employment relationship. U.S. employees can terminate their employment whenever they wish and for whatever reason they might have with or without notice, just as the Company or its subsidiaries can terminate their employment or change the terms and conditions of their employment at any time and for any reason or no reason, with or without cause, and with or without notice. This is known as employment-at-will. This at-will employment relationship may not be modified except in a written agreement signed by the employee and an authorized representative of the Company and with concurrence from the Company’s Legal and Human Resources Departments or as determined by a collective bargaining agreement representing the employee. Outside of the United States, the employment relationship is governed by the employment contract, if applicable, with an employee, and the relevant statutory principles of each individual country.

This Code applies to Novolex Holdings, LLC, and its direct or indirect, subsidiaries and controlled affiliates, (collectively “Company” or “Novolex”) and their directors, officers, full and part time non bargaining unit employees, or wherein the Code of Conduct has been agreed upon through the collective bargaining process. As to non-controlled entities, Novolex will use reasonable efforts to encourage such entities to implement a code of conduct substantially similar to this Code or at least adhere to the spirit of the Code, and failing that, the situation should be reported to assess the continuation or termination of such relationship. Third parties representing Company, including but not limited to distributors, consultants, agents and representatives, partners and vendors, (“Stakeholders”) should also be made to comply with relevant aspects of our compliance policies, and employees working with them must include contractual obligations to comply, provide education and information about policy requirements and take action including terminating a relationship after learning that a third party failed to abide by applicable Company policies. While these are minimum standards, each affiliate may within its local jurisdiction and consistent with local laws, adopt more specific guidelines that shall be binding on those in that jurisdiction. Such special revisions should be referred to Novolex’s Deputy



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General Counsel (“DGC”), for review prior to implementation.

Any waiver of the Code for executive officers or directors requires the prior written approval of Novolex’s Board of Directors.

RESPONSIBILITIES

Leaders, Managers and Supervisors must create a culture of compliance in which employees understand their responsibilities and feel comfortable raising concerns without fear of retaliation; encourage ethical conduct and compliance with the law by personally leading compliance efforts; consider compliance efforts when evaluating and rewarding employees; and ensure that employees understand that business results are never more important than ethical conduct and compliance with Novolex policies. You are expected to **prevent, detect and respond to compliance issues**:

PREVENT	DETECT	RESPOND
Identify business compliance risks	Implement control measures, such as “dashboards” and “scorecards,” to detect heightened compliance risks and/or violations	Take prompt corrective action to fix identified compliance weaknesses
Ensure that processes, tailored to address your particular risk areas, are communicated and implemented	Promote an effective ombudsperson system/ Ethics and Compliance Helpline	Take appropriate disciplinary action
Provide education on policies and applicable law to employees and (where appropriate) board members and third parties	Ensure that periodic compliance reviews are conducted, with the assistance of business compliance leaders and/or the Company’s Legal Department	Consult with the DGC and make appropriate disclosures to regulators and law enforcement authorities
Commit adequate resources to the compliance program	Review and budget for added resource requirements including personnel and service providers	Evaluate periodically as appropriate

Employees are expected to contribute to Novolex’s culture of compliance by understanding Novolex’s policies, embracing Novolex’s commitment to integrity and acting to enforce compliance and avoid violations. You should **understand policies and raise concerns**.



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UNDERSTAND	RAISE CONCERNS
Gain a basic understanding of the policy requirements summarized in this booklet	Promptly raise any concerns about potential violations of any Novolex policy
Learn the details of policies relevant to your job and take the training required for your job	Understand the different channels for raising integrity concerns: Ethics and Compliance Helpline, manager, HR, DGC or other compliance resource
Check Novolex’s SharePoint intranet site under “Human Resources” or the Novolex benefits portal for the complete and up-to-date policies	If a concern you raise is not resolved, pursue the issue! Raise it through another of Novolex’s channels
Go to your manager, HR, DGC or other Novolex resources with any questions about the policies	Cooperate in Novolex investigations related to integrity concerns

RAISE YOUR VOICE

This Code cannot give you an answer for every situation, but it does provide a number of resources to help you deal with ethical and compliance related questions, and guide you through the most difficult business issues and dilemmas. But the answers to some problems may not be obvious. Take the extra time to think things through before you act.

- No one has the authority or right to order, request or even influence you to violate this Code or the law
- You will not be excused for violating this Code for any reason, even if the violation was requested by another person

Ask Questions

Asking yourself these questions can help you make good, ethical decisions consistent with the principles set forth in this Code:

- Do I have all the relevant facts and have I reviewed them carefully?
- Is it legal?
- Is it consistent with the Code?
- Have I used the resources available to me?
- Have I considered all the issues and thought carefully about my options?
- Have I considered the consequences of my choices?
- If it appeared in the news, would it reflect well on the Company or on myself?
- Will my decision stand the test of time?

If you are still not sure what to do, **seek guidance and approval** when required from



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- Your supervisor or manager
- The Human Resources Department
- The Environmental, Safety, and Health representatives or managers
- The Finance Department
- The Deputy General Counsel (hereinafter “Deputy General Counsel” or “DGC”)
- The Novolex Intranet, where you’ll find our policies and procedures
- The Novolex Ethics and Compliance Helpline website

The contact information for the Deputy General Counsel is:

Lori Goldin
 Office Tel: +1-980-498-4077
 Email: lori.goldin@novolex.com
 Mailing Address: 3436 Toringdon Way, Suite 100
 Charlotte, NC 28277 USA

We encourage you to seek out and raise issues directly with your Regional Compliance Leads: USA, Canada, Mexico:

Jamie Wells, Director, HR Compliance
 P: 513-335-1734
 F: 843-878-0832
Jamie.wells@novolex.com

For other areas, including Europe and Asia, please see respective addendum and detail.

Duty to Raise Integrity Concerns

Raising an integrity concern protects the Company, our colleagues and our stakeholders. You are responsible to report in good faith any and all actual or potential violations of laws, regulations, policies, procedures or this Code (“Reportable Items”), including and especially complaints as to accounting or auditing irregularities or fraud and corruption. Raise concerns early before they get worse. You may report issues as noted above to your supervisor or manager, Human Resources, or Deputy General Counsel and others. If you are not comfortable reporting an issue to your immediate supervisor or manager, or you believe your supervisor or manager has improperly dealt with the issue, you may ask a question or raise a concern through the Novolex Ethics and Compliance Helpline (“Ethics Helpline”) 24 hours a day, 7 days a week via the website

<https://secure.ethicspoint.com/domain/media/en/gui/50820/index.html> or calling one of the toll-free numbers listed below.

Ethics Helpline Toll-Free Numbers

Country	Phone Number
USA, CANADA, MEXICO	1-888-852-6208

You may remain anonymous, but if you identify yourself, we are able to provide feedback. Your identity and information you provide will be shared only on a “need-to-know” basis with those responsible for



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resolving concerns.

All questions received by the Ethics Helpline will be promptly forwarded to the most suitable functional area within the Company for resolution. All emails and calls to the Integrity Helpline are confidential, will not be traced, and will be resolved promptly. We will protect the identity of anyone who makes a good faith inquiry consistent with our legal obligations, and local laws and regulations.

Investigations

Every report to the Ethics Helpline is handled promptly, discreetly, and professionally. We treat seriously all reports made in good faith and will investigate them — promptly and in confidence — and resolve them appropriately. When reporting a concern, you may be asked to provide the time, location, names of the people involved, and other details so that we can investigate your concerns. This process is set forth in more detail in Novolex’s Ethics and Compliance Helpline Policy.

No Retaliation

Novolex will not retaliate against any person who in good faith raises an ethics or compliance issue through proper channels. Individuals who raise concerns or who help us resolve reported matters are protected against retaliation. Anyone who uses the Ethics Helpline or other means to maliciously or intentionally spread falsehoods, threaten others, or damage another’s reputation will be subject to disciplinary action.

Discouraging other employees from making a report or getting the help they need is prohibited and could result in disciplinary action. This protection is set forth in more detail in Novolex’s Ethics and Compliance Helpline Policy.

Disciplinary Action

Violations of laws, regulations, principles, this Code, or our policies and procedures can have severe consequences for you and for Novolex. Some violations may be criminal in nature and punishable by fine or imprisonment. Violations can jeopardize our relationships with our customers and suppliers, and could result in loss of the privilege to do business in the countries where we operate. If you authorize, direct, cover-up or in any way participate in any such violations, you will be subject to appropriate disciplinary action, which may include dismissal or termination, reimbursement to Novolex for any losses or damages resulting from the violation, and civil and/or criminal liability. Also, Novolex may as appropriate implement system-wide changes and/or notify the relevant governmental office or agency.

Guiding Integrity Principles

Review and apply the seven guideposts below when analyzing business issues that may arise in the course of your work:

- 1. Obey the law**
- 2. Avoid Conflicts of Interest**
- 3. Keep accurate and honest records**
- 4. Honor business obligations**
- 5. Treat people with dignity and respect**
- 6. Protect Company information, assets and interests**
- 7. Commit to be a responsible global citizen**



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These seemingly simple principles that encourage responsible conduct, integrity and sound business practices are often challenging to apply in the business context. The Code provides practical guidance for many situations, but it is not a substitute for common sense and good judgment. When faced with an issue and unable to find an immediate answer in the Code, stop and think about your proposed action, discuss it with a manager or other colleagues.

1. OBEY THE LAW

A. Generally

- 1) Novolex is a global business, headquartered in the United States. It is Novolex's policy to observe and adhere to all applicable laws and regulations wherever we do business, without waivers or exceptions in the name of competitive demands, social traditions, or other exigencies, except as permitted or required by law.
- 2) Where local laws are less restrictive than this Code, you must comply with the Code, even if your conduct would otherwise be legal. On the other hand, if local laws are more restrictive than the Code, you must always, at a minimum, comply with those laws.
- 3) In your travels, you may encounter unfamiliar rules, regulations, business customs, manners, and cultures. Become familiar with other countries' laws, regulations, and commercial practices as they pertain to your activities. If you are unsure, or if a conflict arises as to the laws of two or more countries, contact Novolex's Deputy General Counsel for assistance.
- 4) If unclear about the application of the law to specific responsibilities or circumstances, or unsure about the legality or integrity of a particular course of action or decision, seek the advice of a supervisor or the Deputy General Counsel. Employees, officers and directors will be held personally responsible for improper or illegal acts committed by them during their employment with Novolex. It is your duty to understand the laws applicable to your job responsibilities and to comply with both the spirit and the letter of those laws, avoiding not only actual misconduct but also the appearance of impropriety.
- 5) Whenever the Company is precluded from doing something directly, we cannot allow a third party to engage in that same conduct on Novolex's behalf. For that reason, all agents, consultants, joint venture partners, brokers, attorneys, suppliers, and other third parties authorized to act on Novolex's behalf are expected to comply with applicable laws and regulations, and standards outlined in this Code. If you have any doubt or concerns about whether a third party may violate the law, you must resolve the concerns before proceeding.
- 6) There are potentially severe consequences for Novolex and its officers, directors, employees and third parties for failure to comply with applicable laws, either directly or indirectly. Violations of law can result in civil or criminal penalties for Novolex and/or its officers, directors, employees or third parties, including fines, imprisonment and/or the denial of the privilege to participate in certain areas of business.



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B. Improper Payments (Anti-bribery and Anti-Corruption)

- 1) You should never offer, promise, authorize, make, solicit or accept bribes, kickbacks or other improper payments, regardless of local practice or perceived customs. This applies to any persons, whether in the private or public sector.
Bribery is illegal in the places where we do business. Even the appearance of impropriety can damage Novolex's reputation.
- 2) A bribe is simply giving or offering to give something of value, including hospitality and gifts, commissions, credits, favors, employment offers, gift cards, etc., directly or indirectly, to someone in exchange for improperly getting or keeping business or for any other improper business advantage. Such business advantages may include, for example, the timely or expedited performance of any official duty or action, or to ward off or postpone decisions of matters negatively affecting the Company.
- 3) **Hospitality**. Never give or receive extravagant meals, gifts or entertainment; values should always be reasonable and modest and consistent with our internal limits. Such gifts should be given and received in a transparent manner appropriate to the business relationship. All hospitality expenses must be recorded in all instances identifying the recipient name, title, organization, business purpose and date, all attendees and any other pertinent data. For more guidance see Novolex's Anti Bribery & Anti-Corruption Compliance Policy and Novolex's Travel and Entertainment Expense Policy.
- 4) **Government officials**. Interactions with government officials present heightened corruption risk and require special attention. Government officials include any elected or appointed official (executive, legislative or judicial) of a local, state, provincial, regional or national government; any government employee, part-time government worker, unpaid government worker, consultant to a government, or anyone empowered to act on behalf of a government; any political party, party official, or candidate for political office; any official or employee of a public international organization such as the World Bank or United Nations; and any official, representative, or employee of a company that is under even partial ownership or control by a government, e.g. State Owned Enterprises ("SOEs"). This means that all employees of government-owned companies and instrumentalities are officials for purposes of the Code, even if the companies are operated like privately owned corporations. Rules for government officials are more stringent, usually with significantly lower limits or even a prohibition on the receipt of any hospitality and gifts.
- 5) Never enter into any transaction with any government official (or one of their family members) to perform legal, consulting, or other services related to a matter within the scope of his/her official duties or the duties and/or the responsibilities of the government body by which s/he is employed. Any other contracts or other arrangements with a government official, (or one of their family members), even if not related to the scope of his/her official duties, must have the Deputy General Counsel's prior written approval.



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- 6) **No Facilitation Payments.** You may encounter government officials in various areas of Novolex's business, such as permitting and licensing, customs and exports, sales, taxes, and interactions with SOEs. Novolex does not authorize facilitation payments, i.e. small payments to government officials to expedite or secure a non-discretionary routine governmental action, even if only ministerial or clerical duties. For example, you may not agree to a customs clerk's request for a small payment or gift to avoid holding up our goods from clearing customs timely.
- 7) **Lobbying and Political Activities.** As a concerned member of our communities, Novolex actively participates in public policy and legislative advocacy, or "lobbying." As appropriate, Novolex also participates in political activities to elect and work with elected representatives and government officials. Novolex's Government Affairs organization coordinates and oversees Novolex's lobbying and political activities. Novolex's Political Activities Board, which is made up of senior Novolex executives, oversees Novolex's political contributions and the activities of Novolex's Political Action Committee (Novolex PAC). Novolex's PAC is a nonpartisan fund comprised of voluntary U.S. employee and stockholder contributions that is used to make contributions to U.S. federal, state, and local candidates as permitted by law.

In the U.S. and all locations around the world, before hiring a lobbyist, engaging in direct lobbying, or communicating with public officials on Novolex's behalf, Novolex employees must consult Novolex Government Affairs. Novolex respects our employees' rights to participate in the political process and to communicate with their elected representatives using their own time and resources. Novolex resources and facilities must not be used for private, political or lobbying activity without the approval of a member of the Executive Leadership Team.

Lobbying is an appropriate way for companies like Novolex to educate policymakers about the legitimate interests of Novolex and our employees, but these communications must be conducted and reported in compliance with applicable laws. The use of Company resources to influence the political process is strictly regulated to protect and promote the integrity of the political processes of countries around the world. Specifically, United States law, the laws of many U.S. states, and the laws of many other countries and territories generally prohibit the use of corporate resources to support or oppose candidates or political committees. This principle applies globally to all employees and may apply to those acting on behalf of Novolex. Therefore, wherever located, you must never use any company facility or other resource (including work time spent on political campaigns) in connection with campaign activity without prior approval of the Deputy General Counsel and a member of the Executive Leadership Team.

- "Lobbying" means communicating with lawmakers and other public officials to help shape public policy on laws, regulations, and issues that affect our business and our employees. In the United States, Novolex employees and others acting on Novolex's behalf must comply with federal, state, and local lobbying laws. Lobbying laws vary depending on the level of government and government body. For example, in the



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United States, state lobbying laws vary from state to state and change frequently. In some states, traditional sales activities may constitute lobbying, triggering registration and reporting requirements. Contact Novolex Government Affairs for additional guidance. To ensure that Novolex has followed registration and reporting laws that may apply, all employees must consult with Novolex Government Affairs and the General Counsel in advance of contacting elected representatives or government employees to determine whether the proposed contact constitutes lobbying and requires registration, reporting, or other action.

- Any engagement of an external (i.e., non-employee) lobbyist or government affairs consultant must first be reviewed and approved by Novolex Government Affairs and be made under a written contract that requires the lobbyist to comply with all applicable registration and reporting laws, as well as Novolex's Code of Conduct. Be sure to work with Novolex's Procurement Department and Government Affairs to obtain the appropriate written contract requirements. Reporting of lobbying activities and expenses is handled by Novolex Government Affairs.
 - Novolex does not permit employees to distribute campaign literature, solicit campaign contributions, or participate in other political activities during working time and in working areas. Working time is defined as the time assigned for the performance of job duties and does not apply to break periods and meal times. .
 - Novolex Government Affairs may – as permitted by law – invite officeholders and candidates for public office to visit Novolex facilities and address Novolex employees. No Novolex employee is required to attend such events. Novolex may refuse or limit candidate appearances on Novolex property as permitted by law. Unless expressly permitted in advance by Novolex Government Affairs, no candidate may distribute literature, solicit contributions, or address employees at any Novolex facility.
 - Novolex's PAC is a non-partisan fund used to make contributions to U.S. federal and, where permitted, state or local candidates, parties, and political committees. Novolex has established a PAC Board to oversee Novolex and Novolex PAC contributions to political campaigns, parties, or other political committees in the United States. Chaired by a senior Novolex executive, the PAC Board reports to the Chief Executive Officer. Upon request, the PAC Board also reports to the Corporate Operations Committee and the Nominating and Governance Committee of the Board of Directors on Novolex's political activities and contributions. Eligible Novolex employees and shareholders may contribute voluntarily to Novolex PAC. Those eligible employees and shareholders may be asked to contribute to the Novolex PAC as permitted by U.S. law. Any employee may refuse to contribute to Novolex PAC without fear of reprisal. Novolex will not reimburse any person for making contributions to Novolex PAC or for any political contribution. Coercion of any employee to contribute to Novolex PAC or to make any political contribution is unlawful.
- 8) **Charitable contributions.** Charitable contributions can also present risk of corruption or conflict of interest, particularly when solicited by or made to organizations with affiliations to our public and private customers or suppliers. We encourage good citizenship through your individual charitable efforts, but seek advice from the Deputy General Counsel before contributing anything to a charity that is affiliated with a government official.



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- 9) **Third party due diligence.** Novolex employees, officers and directors are responsible for the actions of agents, consultants, joint venture partners, brokers, attorneys, suppliers, and other third parties authorized to act on Novolex's behalf. Third parties who act on Novolex's behalf should be selected cautiously. Only persons who have been specifically authorized by a member of our Senior Leadership Team or Board of Directors may negotiate legally binding arrangements on behalf of our Company, and only approved persons may execute legally binding arrangements. Efforts should be made to ensure that they uphold Novolex's standards, adhere fully to the law, and safeguard Novolex's reputation. Selection must be conducted pursuant to the third party due diligence procedures outlined in Novolex's Anti-Bribery and Anti-Corruption Compliance Policy.
- 10) For more specific and detailed guidance, please refer to Novolex's Anti-Bribery and Anti-Corruption Compliance Policy and Novolex's Travel and Entertainment Expense Policy.

C. **Money Laundering Prevention**

Novolex is committed to preventing its operations from being used for money laundering and terrorist financing (hereafter commonly referred to as money laundering). In order to ensure that Novolex does not enter into a transaction that may trigger the application of anti-money laundering laws, you may not accept nor render any cash payment for any services rendered or products sold. For further guidance on the Company's requirements to prevent money laundering, please refer to the section on Restricted Parties for guidance in relation to customers and suppliers and the Company's procedures for conducting third party due diligence. You should report suspicious or unusual payment activity to your manager or Novolex's Deputy General Counsel.

D. **Antitrust, Sales Practices and Competitive Information**

- 1) Antitrust and competition laws prohibit agreements that eliminate, diminish or discourage competition. Novolex is committed to fair and competitive sales practices, and to upholding all applicable antitrust laws. Novolex engages in transactions based on quality, service, price, suitability and similar and lawful factors.
- 2) We operate in a highly competitive environment and in an industry that has been and continues to be closely scrutinized by antitrust enforcement authorities. Routine business decisions involving prices, terms and conditions of sale, dealing with suppliers and customers and many other matters present issues and challenges under the antitrust laws. The cost of noncompliance is great, in terms of imprisonment, fines, private damage actions, legal fees and long-term damage to our corporate reputation.
- 3) Cartel conduct is considered the most serious form of illegal antitrust conduct. A cartel is an association of manufacturers or suppliers who decide to regulate supply to manipulate pricing or restrict competition. Cartel conduct can be a criminal offence and can result in substantial fines for Novolex and potential imprisonment and fines for staff involved in any cartel conduct. Most relevant for Novolex, cartel conduct can include the following and you should never engage in:



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- **Price Fixing:** Agreements with or among competitors, whether written or oral, which relate to prices, pricing practices. If you obtain publicly available information about a competitor's prices or other sensitive information, make a notation regarding where you obtained the information.
 - **Bid Rigging:** Discussing or agreeing or coordinating on terms of bids or bidding, sales or marketing practices with competing bidders (for example with competing bidders for a public contract. Decisions on whether to bid and the terms of that bid must be made independently. (Note that when Novolex issues a request for bids, it should also be alert to whether the bidders are engaging in any anticompetitive conduct).
 - **Information Sharing:** The mere sharing of commercially sensitive business information with competitors (such as information relating to prices and costs). Since we operate in a highly competitive market in which prices and terms of sale may be very similar among competitors, it is very important to avoid even the appearance of an illegal agreement. Therefore, it is our policy that no employee may even discuss, without first obtaining approval from the Leadership Team, with any competitor sensitive subjects such as prices, bids, costs, profits or profit margins, anticipated supply and demand balances, production levels, marketing strategies, terms or conditions of sale, market shares, territories, or customer/supplier list. You should avoid conversations or meetings with competitors unless the circumstances make it absolutely clear that the meeting is for an entirely appropriate business purpose. Notification of any such meeting with competitors must be provided to the General Counsel and approved in writing prior to the meeting.
 - **Other Conduct:** Agreeing with competitors to (i) allocate markets (either geographically or by class of customer), (ii) restrict output or sales, and (iii) not supply particular customers or to buy from particular suppliers; Discriminating unfairly between customers regarding price or other terms; Forcing a customer to buy one product in order to get another product, or; Other unfair methods of competition or deceptive acts or practices.
- 4) You may violate antitrust laws even in the absence of a formal agreement. Under certain circumstances, an agreement may be inferred from conduct, such as the exchange of price information, and from communications among competitors even without an express understanding. A "nod and wink," a tacit "understanding" or even a silent approval may be sufficient.
 - 5) Communications between competitors concerning problems with any customer or supplier may violate antitrust laws and should be avoided.
 - 6) **Industry Trade Associations.** Prior approval of your manager must be obtained before joining a trade association. Particular care must be taken when you are representing Novolex at meetings of trade associations and industry groups. If discussions stray into potentially anticompetitive matters, you must state that you cannot discuss those issues, and if not rectified immediately leave the meeting and request that your departure be noted in the minutes. Promptly report the incident to your manager and the Deputy General Counsel.



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- 7) It is not permissible for Novolex to set the terms of resale (for example resale prices and territories where products can be resold) of its products to end customers.

E. Third Party Competitive Information and Intellectual Property

- 1) Properly gathered business information is valuable. However, you should only gather information about our competitors from public sources that are freely available to others. Never spy, steal or engage in illegal or unethical activity in order to obtain competitive information. Seek advice if you think someone is giving you confidential information that you should not have. Unless disclosure is authorized, protect all commercially sensitive information that you obtain through your work.
- 2) Never obtain or use any outside individuals' or companies' intellectual property or confidential information illegally or unethically. Intellectual property includes patents, copyrights, trademarks and trade secrets and other confidential information and know-how.
- 3) When you obtain information legally and pursuant to a confidentiality agreement, you must make sure that everyone complies with all restrictions as to its use.

F. Exports of Goods and Technology

- 1) The United States and many other countries, including EU member countries, maintain laws that regulate the export or reexport of goods and technology (collectively, "items"). Prior to exporting or re-exporting items, you must determine whether your activity is subject to these export control laws, and in particular whether it requires a license from a government agency. If you do not know whether your activity is subject to export control laws and/or requires a license, contact your manager, the Deputy General Counsel or Novolex's Director of Import Export Compliance.
- 2) **Exports of non-defense items.** The Export Administration Regulations ("EAR") regulates exports and re-exports of the following items: (i) all items exported from the United States, (ii) U.S.-origin items wherever located, (iii) foreign-made items incorporating more than a certain amount of controlled U.S.-origin content, and (iv) in a narrow set of cases, foreign-made items that are direct products of certain U.S.-origin technology. A license may be required to export or re-export these depending on the destination(s) and ultimate end-user(s) and end-use(s).
- 3) For further information and guidance, refer to Novolex's (i) US Import Customs Policy and Procedures Manual, and (ii) Import Customs & Procedures Manual Canada.

G. Embargoes Against Countries and Parties

- 1) **Restricted Countries.** The United States and many other countries, including the EU member countries as well as Canada, maintain laws that prohibit or restrict Novolex's dealings with certain countries, entities, and individuals. Prior to engaging in a transaction,



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you must ensure that your planned activity does not involve “Restricted Countries” or “Restricted Persons.” For questions on this section, consult the General Counsel.

The United States maintains economic sanctions laws that prohibit Novolex from engaging in nearly all activities involving the **Crimea region of Ukraine, Cuba, Iran, Sudan, North Korea and Syria**. The foregoing countries are referred to collectively as “Restricted Countries.” Never engage directly or indirectly in business with, or with citizens of, Restricted Countries without first contacting the General Counsel.

Please also note that targeted activities with other countries and other parties may also be restricted under US and other applicable sanctions laws.

- 2) **Restricted Parties.** The United States also maintains economic sanctions laws that restrict dealings with various individuals and entities located around the world, such as certain government officials, government agencies, and state-owned entities, and terrorists and drug traffickers. These individuals and entities are designated on lists maintained by the U.S. Department of Commerce, U.S. Department of State, and U.S. Department of Treasury. The EU maintains similar lists. Individuals and entities designated on these lists are referred to collectively as “Restricted Parties.”

Prior to entering into relationships with new customers, suppliers, and third parties, Novolex requires that all such parties, and their controlling shareholders, and any other parties to the transactions, e.g. banks, distributors, are screened through a third-party database, to confirm that none are Restricted Parties. If you have questions about whether your customer, supplier, or third party to has been screened, contact the Deputy General Counsel.

- 3) **Anti-Boycott Laws.** U.S. companies and individual employees of that company, regardless of their location, are prohibited from cooperating with certain boycotts imposed by the laws of other countries, such as the Arab League boycott of Israel. Novolex and its Stakeholders may not engage in the following activities: (i) refuse, or agree to refuse, to do business with or in Israel or with a national of Israel; (ii) refuse to employ, or otherwise discriminate against, a person based on race, religion, sex, or national origin, in response to a boycott request; (iii) furnish information about the race, religion, sex or national origin, or the past, ongoing, or proposed future transactions or relationships of a party where the information is sought for boycott-related purposes; and (iv) pay, honor, confirm or otherwise implement a letter of credit or other commitment that contains any prohibited boycott requirement or request.

If you receive a request to participate in any of the activities prohibited by the anti-boycott laws, you are required to contact the General Counsel. Novolex may be required to report requests to participate in boycotts to the U.S. government, even if Novolex does not comply with such requests.

- 4) **For further information and guidance on Tariff and Anti-dumping Compliance**, refer to Novolex’s (i) US Import Customs Policy and Procedures Manual, and (ii) Import Customs & Procedures Manual Canada.



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2. AVOID CONFLICTS OF INTEREST

- A. You must not engage in any activity that creates an actual or perceived conflict of interest. For example, while 'on the clock' for Novolex, an employee may not have a financial interest in a supplier or competitor. A conflict of interest exists when an individual engages in activities, investments, or associations that compete with the Company's financial interest, interferes with one's judgment concerning the Company's needs, or exploits one's position with the Company for personal gains. You should base Company business decisions on the Company's needs, rather than your own financial interests, the interests of family or friends, or your desire for personal gain.
- B. **Personal Business Relationships.** You and your family should avoid volunteering or accepting outside employment with, borrowing from or lending funds to, or acquiring or maintaining a direct or indirect ownership interest in any business enterprise of a competitor, customer, or supplier of goods, services or credit to the Company. Ownership of stock in a publicly traded company that is a competitor could create real or potential conflicts of interest for you and our Company. Try to avoid even the appearance of a conflict between your personal interests and those of the Company.
- C. **Company Opportunities.** Business opportunities are company assets, and any business opportunities that you discover or work on while using company resources belong to Novolex. It is your duty and responsibility to advance Novolex's legitimate business interests whenever you have the chance to do so. Avoid taking personal advantage of an opportunity that you learned of through your job.
- D. **Former Novolex and Government Personnel.** Other areas for potential conflicts of interest can include recruiting, interviewing, hiring, assigning work or engaging in any business with former Novolex employees, former or current board members, former government employees, or those seeking public office.
- E. **Inventions.** Developing or helping to develop outside inventions that (i) relate to Novolex's existing or reasonably anticipated products and services, (ii) relate to your position at Novolex, or (iii) are developed using Novolex's resources may create conflicts of interest and be subject to Novolex's Confidentiality, Inventions and Non-Solicitation Agreement, or other employment agreements.
- F. **Public Service.** Prior to seeking public office or serving as a public official in any capacity, the unanimous written consent of Novolex's board of directors may be required and a legal opinion from qualified counsel that such service complies with conflict of interest laws and applicable anti-corruption laws.
- G. **Disclosure required.** Employees and Stakeholders must promptly disclose and discuss any potential conflict of interest with, in the first instance, their supervisor and Human Resources, to determine steps to avoid creating any actual conflict of interest or the appearance of one. If disclosing to a supervisor is not practical or effective in the circumstances, then disclosure shall be made to and approval sought from the Deputy General Counsel. You also have an immediate



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duty to disclose to the General Counsel any positions that your immediate family members hold in a public authority or state-owned enterprise which in any way could be connected with Novolex's business enterprise. Failure to disclose or obtain required approval may subject you to termination of your association with Novolex.

3. KEEP ACCURATE, COMPLETE, AND HONEST RECORDS

A. Creating and Managing Business Records

- 1) All communications that you generate or receive that are related to your job or Novolex's business should be considered business records, including emails, phone calls and notes, expense reports, time sheets, memoranda, service records, laboratory reports, financial statements, reports to auditors or government agencies, invoices and inventory summaries, contracts, etc. You are responsible for maintaining necessary records related to Novolex's business. These should always be complete and truthful since Novolex relies upon their accuracy to make required reporting to shareholders and appropriate regulatory entities.
- 2) All business records must always reflect the true nature of transactions and events. Never intentionally falsify a record or try to disguise what actually happened and avoid unnecessary exaggeration, colorful language and legal conclusions. It is always possible for business records to become public through litigation, media, investigations, etc.
- 3) Maintain all records in accordance with Novolex's Document Retention Policy. You will be notified if for legal reasons you are required to keep records for a longer period. Even absent any notification, it is never permitted to destroy records related to pending, threatened or anticipated litigation. This could expose you and the Company to severe penalties.

B. Financial Statements and Controls

- 1) Shareholders, creditors and other stakeholders rely upon the accuracy of our financial information. We use it to prepare government tax filings, price our products and services and measure other performance metrics. Novolex complies with U.S. GAAP and all applicable tax and other financial reporting laws. Novolex maintains books and records in accordance with the laws of the relevant jurisdiction where our offices are located. No person has the authority to negotiate legally binding arrangements on behalf of our Company, sign checks or documents on behalf of our Company, purport to represent our Company in connection with a matter, or hold themselves out as being authorized to commit or bind our Company to any action or agreement, or authorize or direct anyone else to do so, **unless** such person has been specifically authorized to do so by a member of the Executive Leadership Team or Board of Directors of our Company who is empowered to give such authorization.
- 2) Novolex is committed to transparency and accuracy in all dealings and ensuring that our consolidated financial statements fairly, accurately, and completely reflect our financial condition, while respecting privacy and confidentiality obligations. For financial and tax purposes, you should ensure that information recorded and provided is timely, complete and



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- fair, and accurately reflects in reasonable detail Novolex's assets, liabilities, revenue and expenses and all other pertinent transactions. Do not for any reason make maliciously or intentionally false, artificial, misleading or misstated entries in any of Novolex's books, records or financial statements or engage in any arrangement that results in such prohibited acts. Ensure that all financial entries reflect the real nature and purpose of the transaction reported, and never use corporate funds, assets, services or facilities except as described by the documents supporting the use in question. If, after providing any such information to management or other appropriate persons, an employee later discovers that (a) such information was not accurate when made or (b) changed circumstances have rendered such information inaccurate, such employee is expected to advise the Company's controller or other relevant personnel as soon as possible so that we may determine if any past or prospective disclosure should be amended, restated or clarified.
- 3) Do not make or receive payments without adequate supporting documentation or establish or maintain undisclosed or unrecorded funds or assets ("off the books") for any purpose. Never agree to falsify invoices or pay expenses that are unusual, excessive, inadequately described, insufficiently documented, or that otherwise raise questions.
 - 4) **Time charges.** The Company has established policies to comply fully with all U.S. state, federal and local laws relating to wages, hours of work, overtime, and related matters. If you are a non-exempt (e.g., hourly) employee, you must charge your time and expenses consistently with company accounting procedures. The Company does not permit employees to "work off the clock" nor will it tolerate any other failure to comply with applicable wage/hour laws. It is your responsibility to record your time carefully, promptly, and accurately. Any employee, consultant, or contract labor personnel should properly record any expenses that are business related. Anyone found to be mischarging time or expenses may be subject to disciplinary action up to and including termination of employment, and potentially subject to criminal liability.
 - 5) **Dealing with Auditors.** When dealing with Novolex's internal or external auditors or government regulators about Novolex's financial statements, accounting practices or internal controls and processes, never (i) unduly or fraudulently influence, coerce, manipulate or mislead them, or (ii) make maliciously or intentionally false or misleading statements or conceal information that would clarify a misleading statement.
 - 6) Transactions involving government entities typically have special disclosure and record-keeping requirements. Submitting false invoices or other false information to a government official can be a criminal violation subjecting you and the Company to serious risk.
 - 7) For additional guidance, contact Novolex's Finance Department.

4. HONOR BUSINESS OBLIGATIONS

- A. Relationships between Novolex and its customers and suppliers are founded on the principles of fairness, loyalty and mutual respect. Our business relationships are a key to our enduring success. We communicate honestly, respect information entrusted to us and stand behind our



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commitments. Novolex shall not misrepresent material facts in order to gain a personal or business advantage.

- B. Customers.** You should make only commitments that Novolex can keep. Think before you promise and do not over commit to something that Novolex cannot deliver. If Novolex is at risk of not being able to meet a commitment, work with the affected counterparty to find a solution and next steps. Coordinate with the internal business, contracts, and legal personnel to modify or terminate existing contracts as necessary. Do not certify that something has been tested when it has not been. Accurately record all performance criteria required by the customer.
- C. Suppliers, Sales Representatives Consultants and Other 3rd Parties.** You should select our suppliers, agents, 3rd party sales representatives such as brokers, and other consultants, agents or attorneys based on objective criteria such as price, quality, reputation, and prior performance. Novolex requires competitive bids where appropriate and reasonable, and you should fairly evaluate all proposals for work, and conduct due diligence, including a review by a third party database, on new suppliers and contractors.
- D. Data Privacy.** You must protect information you learn about customers, suppliers, employees, and business associates and partners as Novolex protects its own and at least in accordance with local laws and regulations regarding data privacy. See Employee Handbook and Novolex's IT Acceptable Use Policy.

5. TREAT PEOPLE WITH DIGNITY AND RESPECT

Diversity and Equal Employment Opportunity. Our success depends in great part on our work environment. Novolex supports a positive environment in which all individuals may grow, contribute, and participate free from discrimination and differential treatment. We value our diversity, reaping unique contributions from everyone, allowing each to strive for their own individual potential. We encourage teamwork and our variety and various perspectives enhance our problem-solving abilities and make us stronger. Novolex does not discriminate on the bases of gender, local custom, race, creed, color, nationality, health conditions, immigration conditions, ethnic origin, social group, age, temporary/permanent employment contract, working hours marital status disability, religion, belief, political affiliation, opinions, connection with a national minority, sexual orientation, political opinion, civil status, socioeconomic status, or a conviction for which a pardon has been granted or a record suspended.

- A.** Novolex is committed to legally compliant human resource policies and practices in all aspects of employment, including: direct and indirect unequal treatment, recruiting, hiring, evaluation, training, discipline, work and service assignments, working conditions, career development, compensation, promotion, and termination. We do not tolerate unlawful discrimination and differential treatment of any kind.
- B. Anti-Abuse/No Harassment.** Abusive Conduct is behavior in the workplace, whether verbal, physical, or otherwise, that is intentionally uncivil, hostile, contemptuous, vicious, intimidating, humiliating, or malicious Harassment is behavior that disrupts another employee in his or her work because of the person's race, color, religion, belief, political opinion, sex, pregnancy,



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national origin, disability, age, veteran status, sexual orientation, marital status, or other protected status. Each of us has the right to be free from improper or offensive conduct at work. Unwelcome, insulting, or offensive remarks or actions have no place at our company, either while on premises or attending work functions off premises.

- C. **Freedom of Association.** Novolex recognizes employee rights to organize, to form unions, to collectively bargain, and to engage in protected concerted activities. The Company promotes a responsible working environment and ensures compliance with national employment laws wherein employees are permitted to express concerns with respect to terms and conditions of employment.
- D. **Drug Free Work Place.** You should report to work and remain at work free from the influence of controlled substances, including alcohol and drugs. Their misuse can endanger your or someone else's safety, health and productivity, and possibly compromise the safety of our products. Absent prior medical approval, you may not possess, consume or distribute controlled substances during work hours or while on the Company's facilities or when carrying out Company business. [See Novolex's Employee Handbook]. You should report all known or suspected violations of this policy to your supervisor or manager, or Human Resources.
- E. **No workplace violence.** We do not tolerate violent behavior or threats of same at any workplace, whether committed by or against our employees. The following conduct is prohibited on Company premises or while at Company activities: making threatening remarks, causing physical injury to someone else, intentionally damaging someone else's property, or acting aggressively in a way that causes someone else to fear injury, and possession of dangerous or unauthorized materials, such as explosives or firearms. Exceptions include firearms carried by law enforcement officers on official business or by Company approved security personnel.

6. PROTECT COMPANY'S RESOURCES

- A. Protect Company and other Stakeholder resources, including equipment, supplies, software and other assets within your control or supervision from loss, theft, or misuse, and use available means to protect these assets at all times and guard against waste and abuse. Do not make copies of any Company software or remove Company assets from premises unless properly authorized for a clear business purpose.
- B. Use Company resources for company use only, unless otherwise authorized in writing. Never use Novolex resources for personal gain or illegal or unethical activities. Limit personal use of email, texts, Internet, phone and other communication systems. Where permitted by local laws and regulations, Novolex may exercise its rights to inspect its property, electronic communications, and all other resources and assets that are in your possession. See Novolex's IT Acceptable Use Policy.
- C. **Electronic Communications.** The Company is committed to providing its employees the tools necessary to communicate, collaborate, and to conduct business efficiently, effectively, and securely. As a result, many of our employees are required to utilize computers to conduct their



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jobs. The Novolex Information Technology Acceptable Use Policy contains guidance regarding the use, access, monitoring, retention and disclosure of e-mail and other electronic communication mediums such as Lync instant messaging systems, images, or any other information contained in: any network or computer systems; the internet; internal or external messaging systems (voicemail, email, and instant messaging/chat); fax machines, or digital senders; stored on computer hard drives or servers; and communication devices or personal digital assistants, including telephones, cellular phones, pagers, and smart phones. Such information is collectively referenced in these procedures as “Electronic Communications. Electronic Communications should be retained in accordance with appropriate file size and time limits referenced in Novolex’s Electronic Communications Retention Policy. Employees should make every effort to save important Company related electronic communications in designated folders to avoid unwanted automatic deletion consistent with such policy.

- D. Mobile phones.** Novolex issues mobile phones to some employees as an important business productivity tool, but expect that they may also be used for personal calls. Managers are responsible for ensuring that their employees do not abuse this tool by permitting unreasonable personal use and creating unreasonable Company expense. Novolex **strongly discourages, and some states prohibit**, using a cell phone while operating a vehicle. Texting while driving is strictly prohibited. Employees in possession of a company device are responsible for operating same in a safe and legal manner. It is highly recommended that if you must use a mobile phone while driving that you exit the highway and make your call while parked in a safe place, or use a speaker phone. Safety is paramount at Novolex. Employees in possession of company devices are required to take appropriate precautions to prevent theft, damage and vandalism of this equipment. If an employee incurs excessive or unreasonable loss of devices, the Company may hold the employee responsible for replacement costs as a result of employee negligence or carelessness.
- E.** It is our policy to cooperate with government agencies and authorities conducting lawful investigations. At the same time, both our Company and our individual employees have the right to be represented by legal counsel. Accordingly, you must notify Novolex’s Deputy General Counsel immediately if you learn about any inspection, investigation, subpoena or request for information from any outside organization and seek guidance prior to communicating with any such persons. During an inspection, never destroy or alter any documents, lie to or mislead an inspector, or obstruct the collection of information. The Deputy General Counsel is available to assist you in reviewing any information requested by an inspector before releasing it.
- F. Media Inquiries.** Novolex is proud of its name and reputation. Public perception is critical to our continuing success. Novolex’s profile in domestic and international markets is greatly influenced by its ability to communicate consistently and professionally with external parties. We provide accurate and timely information about our business to our investors, the media, and the general public. We are very thoughtful about what we say when releasing information publicly. In order to ensure a coordinated interface with external parties, before speaking on behalf of Novolex, all external inquiries about Novolex or its business or employees, including all media inquiries, shall be directed to senior management.
- G. Social Media.** Novolex treats its image and reputation as very important assets. While we



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encourage using social media such as Facebook, LinkedIn, Twitter, Pinterest, blogs, photo and video sharing websites (YouTube, Flickr, etc.), wikis and discussion forums, to champion our Company, you should use precaution. Only duly authorized employees may speak on the company's behalf or post information, images, comments, etc. on behalf of the company in social media.

Those who actively participate in social media should do so in a responsible manner. Social networking and blogging must not interfere with your work commitments.

Before posting any picture or information including coworkers, always ask their permission and ensure that the picture or information could not be viewed as malicious, obscene, threatening, intimidating, or that might constitute harassment or bullying. Examples of such conduct might include offensive posts meant to intentionally harm someone's reputation or posts that could contribute to a hostile work environment on the basis of race, sex, disability, religion, or any other status protected by law or Company policy.

H. Intellectual Property and Confidential Information

- 1) Intellectual Property is one of Novolex's most valuable assets. This includes copyrights, patents, trade secrets, trademarks, ideas, inventions, and processes and know-how. We respect and protect intellectual property, whether it belongs to us or to others. Novolex owns all Intellectual Property created by employees on the job and/ or produced using Company resources. As a condition of employment, you may be requested to execute one or all of the following: (i) Novolex Confidentiality, Inventions, and Non-Solicitation Agreement; (ii) New Hire Employee Agreement or; (iii) other agreement pertaining to employment or proprietary, intellectual, or invention rights granting Novolex all such ownership rights.
- 2) Do not reproduce, distribute, or alter copyrighted material without permission of the copyright owner or its authorized agents. This includes photocopying and distribution of copyrighted materials (articles, treatises, etc.), including computer software used in connection with Company business. Using unlicensed software may constitute copyright infringement.
- 3) Confidential information is information that a person would consider private, i.e., that which is not common knowledge outside Novolex. Confidential information includes Intellectual Property and all non-public information that might be of use to competitors or harmful to Novolex or its customers, suppliers or other business associates or any of Novolex's Stakeholders if disclosed. Examples are: financial or operational results, manufacturing techniques, research and development information, pricing, investment strategies and opportunities, personnel information, nonpublic personal employee health information, marketing plans, information concerning customers and vendors and information concerning any pending or threatened litigation or other claims against the Company, customer lists, business plans and forecasts (including plans of proposed acquisitions of other companies or their assets), new products or services and strategic initiatives. Confidential information can be in any medium or format and can be generated by Novolex



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or third parties. Much of Novolex's business information is confidential or proprietary and must be protected.

- 4) You executed a Novolex Confidentiality, Inventions, and Non-Solicitation Agreement or one of the following: (i) New Employee Agreement; (ii) employment agreement, or (iii) similar agreement covering such items, as a condition of your employment that requires you to keep all such information in confidence and never (during your employment or after) make unauthorized disclosure or remove confidential information from Company premises unless consistent with your duties to the Company.
- 5) All original and copies of confidential information are the sole property of Novolex. Any time if requested by Novolex or upon your separation from Novolex you must promptly return to Novolex all copies of confidential information.
- 6) Use precaution against inadvertent disclosure of confidential information, avoid discussing confidential information in public areas, ensure that confidential information is locked in secure locations, and use password protection for databases containing confidential information. If you are unsure whether certain information is confidential, you should consult your supervisor and the Deputy General Counsel to obtain authorization prior to disclosure.
- 7) Maintain Novolex's systems integrity and never share your passwords or otherwise provide unauthorized access to Novolex resources.
- 8) Protect Novolex's confidential information and never disclose it outside the Company, even with family or friends, unless your senior manager has authorized it and the information is covered by a confidentiality agreement. Only those with a clear business need will be authorized to access Stakeholders' personal information, which must be treated with strict confidentiality and never be disclosed without the Deputy General Counsel's prior written approval. Do not access information that you are unauthorized to access (e.g. stock option or incentive program, etc.).

I. Never Misuse Inside Information. You may learn of material information related to Novolex, or other companies before the general public knows about such information. This type of information is called "insider" information. You may not buy or sell stock based on such insider information, or pass insider information on to someone else who then buys or sells stock, until this information has been publicly released. These rules also apply to more complex transactions including options, puts and calls, and techniques such as selling short. The best way to know if information is public is to see it in the newspaper or on television.

7. BE A RESPONSIBLE GLOBAL CITIZEN

A. Human Rights. We respect human rights and will support organizations working to address this challenging issue. Novolex has zero tolerance for child and illegal, abusive and forced labor and human trafficking anywhere in our operations. If you know or suspect that a supplier or other part of our operations is involved with forced labor, you must immediately report it to the



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Deputy General Counsel. Novolex will promptly and thoroughly investigate any claims or indications reported to it that a supplier is engaged in human trafficking or slave labor or is otherwise in violation of our business agreements. We follow all applicable employment laws and pay competitive wages and benefits.

- B. Security & Crisis Management.** We can no longer avoid the possibility of terrorist threats and the need to protect the security of our people, workplaces, information and businesses. Every site should implement a rigorous and comprehensive security and crisis management (SCM) plan, which also addresses cybersecurity and incident response plans, business continuity and crisis management. Obviously we will not engage in business with terrorists or those who support terrorist activities.
- C. Environmental, Health and Safety (“EHS”) Standards**
- 1) Novolex is committed to conducting its activities in compliance with the highest level of environmental, health and safety standards in its processes, facilities, and services, paying particular attention to protecting employees’ and Stakeholders’ safety. We provide a safe work environment and comply with all applicable health, safety standards for our industry and operations, such as a place of employment free from recognized hazards that could cause death, illness, or physical injury, and requirements to wear appropriate protection, hygiene requirements, proper training and supervision, and informing you of any toxic or hazardous substances in our workplaces. We believe in taking no shortcuts at any time that might jeopardize your safety or that of your fellow employees. You should report all safety hazards and accidents, follow the rules of your business unit concerning smoking during work hours while on company property, and report all suspected violations of safety procedures to your supervisor, local EHS department. We encourage you to make suggestions on how to improve our methods. Employees should also protect themselves and others while in the facilities and ask any questions and report any incidents of unsafe practices or accidents they witness to their immediate supervisor and the EHS manager identified below.
 - 2) We protect the environment of the communities in which we work. In all jurisdictions where we do business, we comply with environmental protection laws and regulations, including recycling and waste disposal requirements. For more detailed guidance for your role and location, consult the EHS supervisor and various EHS policies.
 - 3) Additionally, Novolex strives to reduce our operations’ environmental impact and conserve natural resources in the communities of each of our international locations. Prior to any major business operation change, e.g. acquiring a facility, we evaluate the environmental impact and obtain all requisite permits and approvals.
 - 4) If you have any doubt whether your or someone else’s actions comply with the applicable safety and environmental regulations, you must consult the EHS manager and your immediate supervisor and await their authorization prior to any further actions. In extreme cases when that is not practical, consult with the Deputy General Counsel for advice.



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- 5) Report any suspected violations to the Environmental, Health and Safety ("EHS") manager:

Rick Starling

Director Environmental Compliance

Phone: 770-300-6862

Mobile: 678-986-3709

rick.starling@novolex.com

Courtney Kuykendall

Director of Health & Safety

Phone: 513-203-8332

courtney.kuykendall@novolex.com

[For more guidance, See Novolex's Environmental, Health and Safety handbook or contact your local EHS manager]



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CERTIFICATE OF AGREEMENT AND COMPLIANCE TO THE CODE OF CONDUCT AND BUSINESS ETHICS

I have read and thoroughly understand the requirements of Novolex’s Code of Conduct and Business Ethics. I agree to comply with all of the Code requirements and restrictions and will promptly and completely report any and all violations or possible violations (“Reportable Items”) of which I am aware. Therefore, I hereby certify that:

- _____ 1. Neither I nor, to the best of my knowledge, any member of my immediate family is (i) engaged in any financial, business or other relationship or activity which has created or might create a conflict of interest with the Company as described in the Code, (ii) a public official, candidate for office, or otherwise affiliated with a government entity or government official which may create a conflict of interest with the Company as described in the Code, and (iii) aware of any actual or potential Code violation, except as noted below.
- _____ 2. I have not violated or otherwise taken or omitted to take any action to cause Novolex to violate the Code since the date of my last Certificate, except as noted below.
- _____ 3. I do not have any knowledge of or any reasonable belief that (a) any Novolex officer, director, or employee or (b) any representative, agent, vendor, or other person with whom Novolex has a contractual relationship has violated, or taken or omitted to take any action to cause Novolex to violate the Code since the date of my last Certificate, except as noted below.
- _____ 4. I have no knowledge of any additional actual or potential violations of the Code or conflicts of interest to report as to the Code since the date of my last Certificate, except as noted below.
- _____ 5. I agree to immediately advise the Deputy General Counsel if I learn of or have reason to believe there has been any Code violation in connection with the Company’s business, other than as noted below.

Exceptions, Notes or Comments:

Signature:

Date:

Name:

Position:

Instructions:1. Complete, sign, date, and return original within five (5) -business days to Human Resources Department.

2. Maintain one copy for your records.



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Exceptions Reviewed and Acknowledged by Deputy General Counsel:

Date



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Confidentiality, Inventions, and Non-Solicitation Agreement

TO BE PROVIDED

1. Complete, sign, date, and return original within five (5) business days to Human Resources Department.
2. Maintain one copy for your records.