



## **CODE OF BUSINESS CONDUCT AND ETHICS OF CRISMACHEM S.L**

11/02/2020 Ed1.

## Table of Contents

1. FOREWORD .....	3
2. COMPLIANCE WITH THE LAW .....	4
3. COMPETITION AND ANTITRUST LAW.....	4
4. BRIBERY AND CORRUPTION .....	5
5. MONEY LAUNDERING.....	6
6. INSIDER TRADING .....	6
7. CONFLICTS OF INTEREST .....	7
8. TERRORISM, TRADE CONTROLS AND EMBARGUES .....	8
9. BOOKS, RECORDS AND FINANCIAL REPORTING.....	8
10. CONFIDENTIALTY.....	9
11. DATA PROTECTION AND INFORMATION SECURITY .....	9
12. HANDLING AND SAFEGUARDING OF CRISMACHEM PROPERTY .....	10
13. HUMAN RIGHTS, EQUAL TREATMENT AND FAIR WORKING CONDITIONS.....	10
14. HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION .....	11
15. PRACTICAL IMPLEMENTATION OF THE CODE OF BUSINESS CONDUCT AND ETHICS .....	12

## 1. FOREWORD

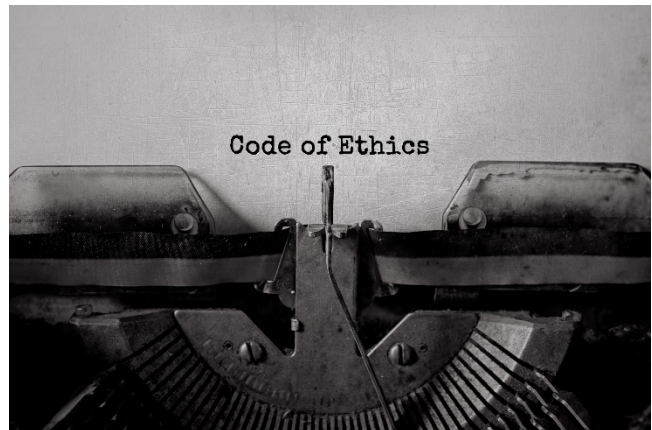
Our conduct and guiding principles must inspire the actions we take and the decisions we make, since they define who we are and guide us in the way we do things, helping us in our relationships with our stakeholders and, ultimately, in reaching our objectives.

The purpose of this Code of Ethics and Business Conduct is to establish a frame of reference to understand and put into practice the behaviours and expectations that the Company requires of each of us in our day-to-day work. Before embarking on a project, we must ask ourselves if it is efficient, ethical, whether we are getting ahead of the competition and whether we are creating value for the company and society. If the answer to any of these questions is “no”, we should think again about whether to move forward with it.

It is also necessary to be aware that in our day-to-day professional activities, some of our actions can have an impact on Crismachem’s image and reputation. Because of this, I would like to underscore the importance of acting in accordance with our ethical criteria, both in terms of what we do and the way in which we do it. This commitment extends to all employees, and even more so to managers and members of the Board of Directors, who must be the first to internalise this Code and apply it to all of our decisions, thereby leading by example. This type of leadership that maintains high ethical standards must also be an aspiration in our relationships with third parties, such as partners, suppliers and collaborating companies. Every employee must know what to do when a difficult situation arises and not hesitate to stop and question it.

By applying this Code, we will help to reinforce relationships of trust with our customers, suppliers, employees and all stakeholders who deal with us in the course of our business.

Because of this, I invite you to read it carefully and apply it in the spirit of contributing to the common purpose of the company.



Alcalá de Henares, February, 11<sup>th</sup> 2020

Marcelo Montoro del Arco

Managing Director of Crismachem

## 2. COMPLIANCE WITH THE LAW

As a global company, Crismachem is subject to a wide variety of laws and regulations in every country where we do business. In addition to compliance with all applicable Crismachem policies, the observance of the law and regulations of the legal systems in which we operate is mandatory for all company employees.

## 3. COMPETITION AND ANTITRUST LAW

Crismachem is committed to promoting free and fair competition without unlawful restraints and collusion. Any violation of Competition or Antitrust Laws can have serious consequences for Crismachem, Crismachem's reputation and the offending employee. Such consequences may include the imposition of substantial sanctions, civil liability for damages, the invalidity of the concluded agreement at hand and/or criminal prosecution of Crismachem and/or the individual involved. Therefore, each Crismachem employee must at all times comply with all Competition and Antitrust Laws of the countries where we do business and compete with our competitors solely on the basis of Crismachem's excellent product, quality, expertise, price and service.



As a global company, Crismachem is subject to a multitude of Competition and Antitrust Laws which differ from one country to another. As such, it can often be difficult to determine whether a proposed behaviour or course of action may constitute a violation of local law. It is important to remember that an unlawful agreement does not need to be in writing. Also so called "gentlemen's agreements" or concerted practices the intent of which is to restrict competition or restrain trade in a particular market can be illegal even if they do not in fact have an anticompetitive effect. In case of doubt, employees should seek legal advice from their local Legal Counsel or Corporate Legal prior to taking any action.



Crismachem employees shall refrain from engaging in any conduct or activity which could create even the mere perception of unlawful conduct. Below are examples of behaviours, which are typically illegal or might be illegal under certain circumstances (please obtain prior approval by your local Legal Counsel or Corporate Legal):

- any communication with a competitor about prices, allocation of customers or geographical territories, sales, terms and conditions of sales, profits, profit margins, costs or public or private bids (bid-rigging);
- dictating or attempting to influence a customer's resale price or imposing restrictions on use or resale;
- abusing a dominant market position;
- exclusive dealing arrangements;
- granting of business incentives such as special discounts, complimentary shipments, commission payments or other incentives not available to other or competing customers; and
- tied-selling, refusals to deal or the imposition of boycotts.

#### 4. BRIBERY AND CORRUPTION

Crismachem will not engage in any form of bribery or corruption in order to secure any kind of business advantage. Accordingly, the company requires all of its employees to refrain from any behaviour that could potentially be construed as improper or contrary to the law.

In particular, our employees are strictly prohibited from directly or indirectly promising, granting or offering money or other improper incentives to public or government officials, candidates for political office, any official, employee or representative of any government or state-owned enterprise or international organization, business partners or any other person for the purpose of:

- influencing any act or decision of that person,
- inducing such person to do or omit any action in violation of his lawful duty,
- securing an advantage, or
- inducing such person to use his or her influence to affect an official act or decision in order to assist in obtaining or retaining business for or with, or directing any business to, any person.

Employees must not exert unlawful influence on any of the aforementioned persons, e.g. by making gifts, doing favours or granting other advantages. Likewise, employees may not use their position at Crismachem to directly or indirectly request, obtain or accept money, improper gifts, favours or other advantages from business partners or other third parties.



In cases of doubt, employees should obtain prior approval from their direct supervisor or Regional Compliance Manager.

In case of sponsoring, donations and charitable contributions by Crismachem, the recipient's identity and planned use of the donation must be clear and the reason and purpose for the donation must be justifiable and documented. All donations and charitable contributions should be made transparent and only in accordance with applicable domestic law. Crismachem does not make any political contributions, e.g. to political parties, organizations or politicians.

## 5. MONEY LAUNDERING

It is Crismachem's policy to refrain from conducting business with persons or entities who are involved in criminal or illegal activities. All employees have to adhere to local and applicable foreign anti-money laundering laws and regulations. Money laundering is the transferring of cash or other funds generated from criminal or illegal activities through legitimate businesses or banks in order to conceal the true source and nature of the money. All cases of suspicious payment behaviour or other unusual financial transactions, which raise doubts as to the legality of the source of the funds, such as high cash transfers for instance, must be immediately reported to the Regional Compliance Manager.

## 6. INSIDER TRADING

Crismachem is committed to fair trading of securities and other financial instruments and does not tolerate insider trading, tipping off or the misappropriation of information that is outside of the public domain. Employees must comply with all laws and regulations on insider trading at all times. In particular, employees may not disclose insider information regarding Crismachem or other companies to third parties or use it to conduct or recommend purchases or sales of securities or other financial instruments which are publicly traded on a stock exchange or an organized securities market.

Insider information typically involves the use of any information that may have or is likely to have a significant effect on the price of securities regarding, but not limited to:

- larger mergers and acquisitions, joint ventures, divestitures,
- larger lawsuits and their progress
- the distribution of dividends
- personnel changes in the management board
- change of company strategy
- financial results not in line with forecasts or market expectations.



Any Crismachem employee who engages in insider trading will be subject to disciplinary action, up to and including termination, in addition to potential civil and criminal penalties.

## 7. CONFLICTS OF INTEREST

Crismachem expects its employees to devote their full working time and attention to their work responsibilities at the company. Conflicts of interest or the mere appearance of such a conflict must be avoided. Conflicts of interest arise if employees pursue personal activities or interests to the disadvantage of Crismachem's interests. Conflicts of interest can occur in many different situations.

The following examples describe situations in which conflicts of interest typically arise:

- The decision whether to enter into, renew or terminate contracts with suppliers, customers or other third parties must be based only on objective and verifiable criteria, such as price, quality of the service or product, reliability of the contracting partner etc. Under no circumstances should such a decision be affected or influenced by personal relationships, the prospective or actual receipt of personal gain or other personal interests.
- The same standard applies to any decision which involves the hiring of personnel. Any decisions relating to the recruitment of any applicant should be objectively assessed over all of his or her credentials, including qualifications, experiences and his or her individual qualities. These decisions may neither be affected by the personal interest of Crismachem's responsible employee nor on whether the applicant has a personal relationship with the former.
- Employees may not accept employment with or provide services to companies competing or doing business with Crismachem or engage in any other kind of competing work or activity.
- Holding directly or indirectly (e.g. through persons he or she is close to) a financial interest in a company competing with or doing business with Crismachem where such financial interest exceeds 1 % of the company's total capital. The same restriction applies to direct or indirect ownership interests in business entities which do not require a formal incorporation, such as partnerships for example.

Employees, who encounter or who suspect a possible conflict of interest, are encouraged to notify their direct supervisor or the Regional Compliance Manager.

## 8. TERRORISM, TRADE CONTROLS AND EMBARGUES

Crismachem is committed to complying with all applicable Foreign Trade and Customs Laws and Regulations of the countries where it does business. The objective of trade control is mainly the prevention of proliferation of weapons and the combat against terrorism.

Employees must observe all applicable restrictions on local and international foreign trade, such as restrictions on exports of certain goods, services and technologies to or imports from listed countries, entities or individuals. Furthermore, employees must also comply with all applicable trade restrictions resulting from international



embargoes which typically involve the prohibition of payments or other transfer of funds into and from certain countries.

## 9. BOOKS, RECORDS AND FINANCIAL REPORTING

The accuracy and completeness of our books, records and financial reporting is of critical importance for the company. It enables our management to control whether business transactions have been executed within the limits of prior approvals. It is also essential for the fulfilment of Crismachem's applicable legal obligations with regard to public filings and reporting.

Employees must make sure at all times that books and records within their responsibility are:

- accurate, timely, thorough, complete;
- accurately and truthfully reflecting the business transaction or expense at hand;
- providing a true and fair reflection of our assets and liabilities, profits and losses as well as our financial position;
- in compliance with applicable accounting and tax laws, regulations and local standards.

Employees are encouraged to contact their direct supervisor or the Regional Compliance Manager immediately if a reason becomes apparent for doubting the accuracy of our books, records or financial reporting.



## 10. CONFIDENTIALTY

No employee entrusted with confidential information about Crismachem, its suppliers, customers or other business partners may disclose such information to any third party or use such information for his or her personal benefit while employed with Crismachem or thereafter, unless

- such disclosure is made pursuant to a valid and enforceable confidentiality agreement,
- Crismachem's prior written approval is obtained from a duly authorized person (as far as confidential information of Crismachem is concerned), or
- the prior written approval of a third party is obtained, (as far as confidential information of a third party is concerned), or
- the disclosure of confidential information is admissible with prior notice to any affected third party (if possible) if it is required by mandatory law, any governmental agency, court or other quasi-judicial or regulatory body.

The compliance with internal, legal and contractual confidentiality obligations is critical for the protection of Crismachem's interests and proprietary information as well as for its reputation as a trustworthy and reliable company. Any unauthorized disclosure of confidential information may cause significant harm to Crismachem and its business partners.

Confidential information means any non-public technical or business information, including but not limited to, any and all supplier and customer lists, prices, discoveries, inventions, processes, methods, techniques, equipment, know-how, trade secrets, other intellectual property and proprietary rights, procedures, formulae, protocols, specifications, research and development, financial or marketing information as well as business strategies and plans.

Employees are encouraged to notify their direct supervisor or Regional Compliance Manager immediately of any unauthorized disclosure of confidential information.

## 11. DATA PROTECTION AND INFORMATION SECURITY

Crismachem respects the privacy rights of each individual. Therefore, we comply with all applicable laws and regulations regarding the collection, processing and use of personal data. Any illegal collection, processing or use of personal data of our employees, suppliers, customers and third parties is strictly prohibited. All personal data must be safeguarded with appropriate care and protected against unauthorized access by third parties at all times.

Information security measures ensure that all necessary controls and regulations are in place to provide the required level of availability of information, data integrity and confidentiality.

## 12. HANDLING AND SAFEGUARDING OF CRISMACHEM PROPERTY

Employees must handle Brenntag property with due care and in a responsible manner. Crismachem property includes any tangible assets such as the equipment of our offices, office supplies, computers, telephones, furniture, facilities and premises, vehicles, machinery, tools and intangible assets such as know-how, patents, trademarks, trade secrets and software for example. Company property may only be used for business purposes, unless otherwise agreed by the direct supervisor of the company employee. The same applies to services provided by Crismachem. Crismachem does not tolerate any unauthorized use or misappropriation of its property or services.

## 13. HUMAN RIGHTS, EQUAL TREATMENT AND FAIR WORKING CONDITIONS

Crismachem supports and respects the protection of internationally proclaimed human rights and will not be complicit in human rights abuses.

The company is committed to promoting equality of opportunity for all staff and job applicants. We aim to create a working environment in which all individuals are able to make best use of their skills and abilities, free from discrimination or harassment, and in which all decisions and promotions are objectively based on merit. We do not discriminate against any employee, business partner or third party on the basis of race, national or ethnic origin, nationality, gender, gender reassignment, marital or civil partner status, pregnancy or maternity, age, creed, religion or belief, colour, ancestry, disability or sexual orientation. Likewise, we expect all of our workers to adopt this same ethos and treat each of their colleagues equally and with respect. We do not tolerate any form of discrimination, harassment or bullying in the workplace which includes offensive verbal, physical, visual or sexual behaviour or actions directed towards an individual.

Crismachem considers it as duty to be a social employer worldwide and treats its employees with respect and honesty. The company complies with all occupational health and safety provisions in order to warrant labour safety at the working place and does not engage in any kind of compulsory or child labour. Crismachem also complies with all applicable laws concerning minimum wage and maximum working hours in the countries it operates and respects their employees' right





to freedom of association and to bargain collectively and will not take or tolerate any action intended to interfere with the exercise of such rights.

Employees are encouraged to report any violation of the aforementioned standards to their direct supervisor, Corporate HR Department or the Regional Compliance Manager.

#### 14. HEALTH, SAFETY AND ENVIRONMENTAL PROTECTION

Health, safety, environmental protection and the long-term conservation of natural resources are of key importance to Crismachem. If a process cannot be done safely, we do not do it. This is the basis of our global health, safety and environment strategy which covers the following six policies:

##### 1) Safety Policy

The health of our employees and the safety of our sites are an absolute priority for Crismachem. We work on continually improving work processes and plant safety.

##### 2) Product Stewardship policy

Crismachem takes appropriate measures to ensure proper handling of our products while they are under company's stewardship. This includes procurement, packaging, classification and labelling, handling and storage, possible disposal as well as product dossiers and safety instructions. We communicate with our customers regarding safe handling practices and product applications.

##### 3) Environmental policy

Crismachem works continually on minimizing environmental impacts to the soil, water and air.

##### 4) Compliance policy

Crismachem is committed to complying with all health, safety and environmental legal requirements, and marketing and use restrictions for chemicals in all our operations and sales organisations.

##### 5) Quality policy

Crismachem strives to ensure the quality of our products and services by implementing quality management systems at regional level.

##### 6) Innovation policy



The company is committed to innovation through its processes and in its organizational structure to improve the efficiency of the first ones and seek excellence in performance.

## 15. PRACTICAL IMPLEMENTATION OF THE CODE OF BUSINESS CONDUCT AND ETHICS

Crismachem is committed to conducting its business with honesty and integrity, and we expect all our employees to maintain high standards in accordance with this Code.

### a) Compliance Organization

Crismachem has established a Compliance Committee to answer questions and provide advice concerning compliance with the Code of Conduct. The Compliance Committee accepts all incoming information and investigates with due care. All communications with the Compliance Committee will be held in confidence.

If you have any questions about this Code of Conduct or its application in any particular circumstance, you may also contact your direct supervisor or the Regional Compliance Manager.

### b) Reporting of Violations

All employees are encouraged to report any suspected violation of this Code of Conduct to their direct supervisor or Regional Compliance Manager.

Any employee, who reports a violation of the Code of Conduct in good faith, will be protected from any form of reprisal provided, that he or she was not personally involved in the violation. Violations may be submitted confidentially and anonymously via:

[compliance@crismachem.com](mailto:compliance@crismachem.com)

or to the respective compliance e-mail address on regional level.

Each report will be thoroughly investigated and corrective measures and disciplinary action will be taken if warranted.

Contact



[www.crismachem.com](http://www.crismachem.com)



[Info@crismachem.com](mailto:Info@crismachem.com)



+34 91 825 77 32



Crismachem S.L. c/Montevideo 3, nave 3. Pol. Ind. Camporosso 28806. Alcalá de Henares (Madrid), Spain