



ANTI-CORRUPTION AND BRIBERY POLICY AND PROCEDURES

I. PURPOSE

Nexeo Plastics and any wholly-owned or controlled subsidiaries (collectively "Nexeo Plastics") are committed to high standards of ethical, honest and legal business conduct. The purpose of this policy is to help you understand and comply with: (i) the Foreign Corrupt Practices Act ("FCPA"), the United Kingdom Bribery Act ("U.K. Bribery Act") and other non-U.S. anti-corruption laws that prohibit the offer, promise or payment of anything of value to obtain or retain business or obtain an improper advantage, and (ii) the requirements of Nexeo Plastics regarding our conduct with agents (including consultants and distributors), business partners, customers and vendors.

We expect and require you to comply with these laws and our policies which are designed to protect you and the Company from potential liabilities and penalties. Failing to follow these laws and policies may result in any number of serious consequences, including probation, suspension without pay, reduction in salary, termination of employment and restitution, as well as civil and criminal fines and imprisonment.

II. POLICY STATEMENT

We will adhere to ethical practices in our business and not attempt to improperly influence others (directly or indirectly) by paying or accepting bribes or kickbacks in any form. We do not permit Company funds, assets or property to be used to benefit any individuals, including government officials, our customers, contractors and suppliers illegally or in ways that violate this policy.

It is our policy to:

- Conduct our business in a manner designed to maintain a culture of honesty and opposition to fraud and corruption;
- Maintain the highest moral, ethical and social standards in our business and activities;
- Maintain proper business relationships with all individuals, including government officials, regardless of whether such relationships are direct or indirect;
- Require our agents, distributors and consultants to comply with this policy; and
- Enforce this policy with appropriate disciplinary measures, up to and including termination of employment or contracts.

III. PROCEDURES

THE UNITED STATES FOREIGN CORRUPT PRACTICES ACT. The Company and its Agents (as defined below) will abide by the provisions of the United States Foreign Corrupt Practices Act ("FCPA"). The FCPA prohibits:

- offering, giving or promising to give anything of value;
- to a non-U.S. government official;
- to obtain or retain business, or obtain any improper business advantage.

Nexeo Plastics, including non-U.S. subsidiaries and affiliates, must:



- keep accurate and complete books and records, and
- maintain proper internal accounting controls.

Penalties for violating the FCPA's anti-bribery provisions are severe:

- For companies – up to \$2 million in fines for **each violation** or **twice the value obtained or loss avoided**, whichever is greater; and
- For individuals – up to \$100,000 in fines and **imprisonment up to 5 years**.

The Company cannot reimburse any fines assessed against individuals and there are even greater penalties for willful violations of the FCPA's accounting provisions.

Employees and others who act for or on behalf of Nexeo Plastics may not, either directly or indirectly, offer, make or promise anything of value, or approve or authorize the giving of anything of value to any other person or entity knowing or having reason to believe that that person or entity will, directly or indirectly, offer, make, promise, or approve or authorize the giving of anything of value to an employee of any non-U.S. government, non-U.S. government-owned or controlled company, non-U.S. political party or international organization, or to a non-U.S. political party itself, in order to obtain or retain business, to gain any advantage or benefit, or to facilitate or expedite any action on his or her part or by another non-U.S. government employee.

THE UNITED KINGDOM BRIBERY ACT. The U.K. Bribery Act prohibits every company which does business with connections to the U.K. and its employees and representatives from giving, offering, or promising bribes to any other person; requesting, agreeing to receive, or accepting bribes from any other person; and bribing foreign officials. Additionally, companies may be held liable for failing to prevent a person associated with the Company from committing offenses under the Act.

The U.K. Bribery Act is even broader than the FCPA in several ways:

- It prohibits pure commercial bribery (meaning that giving bribes to anyone—not only government officials—is illegal),
- It criminalizes both receiving a bribe and giving a bribe,
- It provides for no exceptions (i.e., facilitating payments are not permissible), and
- It creates strict liability for a company that fails to prevent “associated persons” from paying a bribe.

Penalties for violating the U.K. Bribery Act are severe:

- For companies -- unlimited fines.
- For individuals -- up to ten (10) years imprisonment per offense for responsible persons.

Employees and others who act for or on behalf of Nexeo Plastics may not, directly or indirectly, offer, pay, promise, give,



accept, request, or agree to receive anything of value to/from an agent, representative, intermediary or employee of another company or government where the intent is to influence the recipient's action with respect to Nexeo Plastics' or another company's affairs or business.

GIFTS AND ENTERTAINMENT TO/FROM GOVERNMENT OFFICIALS. Both the FCPA and the U.K. Bribery Act allow for small gifts, non-extravagant entertainment or similar items of nominal value. This policy recognizes that polite conduct of business in certain foreign countries may require you to make or accept token offerings or non-extravagant entertainment to/from government officials and private persons.

All company related expenditures involving meals and entertainment of foreign government officials must be pre-approved by the Legal Department.

AGENTS. At times the Company uses third parties and associated persons to perform services on our behalf. These types of third parties and associated persons are referred to as "Agents", and include:

- marketing agents and consultants;
- distributors and sales agents;
- customs agents, freight forwarders, shipping agents, and travel agents; and
- any other individuals or companies who may act on behalf of the Company or perform services for the Company.

Since the illegal or improper actions of Agents can have serious and detrimental consequences for the Company and its personnel, we require that our Agents comply with the principles in this policy and all applicable laws.

REPORTING. If you have any questions or concerns, please contact the Legal Department at (281) 297-0614. In addition, the Company has established an Employee Hotline for reporting of any actual or suspected violations of the **Global Standards of Business Conduct**.

TRAINING. Company employees will be required to participate in periodic Anti-Corruption training conducted by Legal Department. The Legal Department will maintain training attendance and training completion records.

PERIODIC REVIEW. The Legal Department, along with the Board of Directors, will review, on a regular basis, the implementation and effectiveness of the Company's compliance and ethics program. The Legal Department is also responsible for updating the Policy and training materials on a regular basis.

IV. RESPONSIBLE PARTY

The Legal Department is responsible for implementation of, and amendments to, this policy.

V. SCOPE

This policy applies to Nexeo Plastics.

VI. EFFECTIVE DATE

March 1, 2019



VII. REFERENCES

The following reference documents apply to this policy:

Document Number	Document Title	Document Type
	Global Standards of Business Conduct	Reference
