



## NEXEO SOLUTIONS 3<sup>RD</sup> PARTY ANTI-CORRUPTION POLICY

### I. PURPOSE

Nexeo Solutions, Inc. and any wholly-owned or controlled subsidiaries ("Nexeo Solutions" or "Company") 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 Solutions 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, termination of contract 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 or by giving or promising to give anything of value, tangible or intangible to third parties. We do not permit any funds, assets or property to be used to benefit any individuals or third parties, 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 Solutions, including non-U.S. subsidiaries and affiliates, must:

- keep accurate and complete books and records, and maintain proper internal accounting controls and requires that its Agents do as well.

Penalties for violating the FCPA's anti-bribery provisions are severe, frequently in the millions of USD and include imprisonment of US and non-US persons.

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, Agents and others who act for or on behalf of Nexeo Solutions 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 that does business with connections to the U.K. and its employees and representatives from giving, offering, or promising bribes or anything of value to any other person (not just a government official); requesting, agreeing to receive, or accepting bribes from any other person; and bribing foreign officials. In addition, 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:

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- It prohibits pure commercial bribery (i.e., giving or promising to give bribes or anything of value to anyone—not only government officials)
- 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: financial fines are unlimited and individuals can face up to 10 years imprisonment per offense.

Employees, Agents and others who act for or on behalf of Nexeo Solutions 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 Solution’s 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, culturally appropriate 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 expenditures involving meals and entertainment of foreign government officials must be pre-approved by the Nexeo Solutions Legal Department and properly recorded in your books and records.

**AGENTS.** At times, the Company uses third parties and associated persons to perform services on our behalf or resell or represent our products. These types of third parties and associated persons are referred to as “Agents”, and include:

- marketing agents and consultants;
- distributors, resellers 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, resell the products, or perform services, for the Company.

Since the illegal or improper actions of Agents can have serious and detrimental consequences not only for the Agents but also for the Company and its personnel, **we require that our Agents comply with the principles in this policy and**, based on their location and area of business activities, **all applicable anti-corruption and export and import 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 (1-855-NEXEO4U or 1-855-639-3648) for reporting of any actual or suspected violations of this Policy or the Nexeo Solutions Global Standards of Business Conduct. If outside the United States or Canada, please call directly to 1-606-329-5701.

#### PERIODIC REVIEW.

Conducted by the Legal Department.

#### IV. SCOPE

This policy applies to 3rd parties doing business with or representing Nexeo Solutions.

#### V. REVISION DATE

January 31, 2018