Tasnee is among the largest industrial companies in Saudi Arabia and one of the world’s largest producers of titanium dioxide.

What sets us apart in this industry is our wide breadth of experience, skills, state-of-the art technologies, innovative solutions and high quality products.

In order to protect our reputation and ensure that we have a business and a workplace that reflects our values, it is vitally important that we all conduct ourselves in a manner that is not only in compliance with the law, but is also ethical and clearly demonstrates our values.

Above all, we must do things in the right way and respect one another and all our other qualities will blossom from there. The Code of Business Conduct and Ethics has been developed as guidance for all Tasnee employees to adhere to.

The code also applies to any of Tasnee’s stakeholders, be that suppliers, consultants, contractors or similar – each and every person affiliated with Tasnee is expected to know and uphold the code of conduct.
Standard of Conduct
We conduct our operations with honesty, integrity and openness, and with respect for the human rights and interests of our employees. We shall similarly respect the legitimate interests of those with whom we have relationships.

Obeying the Law
Tasnee, its affiliates, and employees are required to comply with the laws and regulations of the countries in which we operate.

Our Employees
Tasnee is committed to a working environment that promotes diversity and equal opportunity and where there is mutual trust, respect for human rights and no discrimination. We will recruit, employ and promote employees on the sole basis of the qualifications and abilities needed for the work to be performed. We are committed to safe and healthy working conditions for all employees.

We are committed to working with employees to develop and enhance each individual’s skills and capabilities. We respect the dignity of the individual and the right of employees to freedom of association and collective bargaining. We will maintain good communications with employees through company based information and consultation procedures. We will ensure transparent, fair and confidential procedures for employees to raise concerns.

Shareholders
Tasnee will conduct its operations in accordance with internationally accepted principles of good corporate governance. We will provide timely, regular and reliable information on our activities, structure, financial situation and performance to all shareholders.

Business Partners
Tasnee is committed to establishing mutually beneficial relations with our suppliers, customers and business partners. In our business dealings we expect our partners to adhere to business principles consistent with our own.

Community Involvement
Tasnee strives to be a trusted corporate citizen and, as an integral part of society, to fulfill our responsibilities to the societies and communities in which we operate.

Innovation
In our scientific innovation to meet our business needs we will respect the concerns of our consumers and of society. We will work on the basis of sound science, applying rigorous standards on product safety.
Business Integrity

Tasnee does not give or receive, whether directly or indirectly, bribes or other improper advantages for business or financial gain. No employee may offer, give or receive any gift or payment which is, or may be construed as being, a bribe. Any demand for, or offer of, a bribe must be rejected immediately and reported to management.

Tasnee’s accounting records and supporting documents must accurately describe and reflect the nature of the underlying transactions. No undisclosed or unrecorded account, fund or asset will be established or maintained.

Conflicts of Interest

All employees and others working for Tasnee are expected to avoid personal activities and financial interests which could conflict with their responsibilities to the company. Employees must not seek gain for themselves or others through misuse of their positions.

Competition

Tasnee believes in vigorous yet fair competition and supports the development of appropriate competition laws. Tasnee and employees will conduct their operations in accordance with the principles of fair competition and all applicable regulations.

Anti-Money Laundering & Anti-Terrorism

Tasnee has a strict policy against money laundering and prohibits dealing with corporations that are engaged in criminal activities. In depth due diligence ensures we do not engage with any group or individual associated with money-laundering or terrorism.

Compliance Monitoring & Reporting

Compliance with these principles is an essential element in our business success. The Tasnee Legal team is responsible for ensuring these principles are applied throughout Tasnee.

Day-to-day responsibility is delegated to all senior management of the geographies, categories, functions and operating affiliates. They are responsible for implementing these principles, supported by local legal department.

Any breaches of the Code must be reported. We will not criticize any loss of business resulting from adherence to these principles and other mandatory policies. Provision has been made for employees to be able to report in confidence and no employee will suffer as a consequence of doing so.
Here at Tasnee all business dealings, actions and work are conducted to the highest standards and integral ethics. Since laws and ethical dilemmas can sometimes seem complex, this Code of Conduct and Business Ethics (the “Code”) outlines policies and examples for helping us make sound legal, ethical, and compliant decisions. As the Code suggests, we must not only comply with the laws in all of the countries in which we operate, but we must also live true to the spirit of the law and all its implications. It is only through instilling a culture of truly ethical behavior that we can create an exemplary business and work environment.

Such an environment, however, does not evolve by itself. Each day we must strive to build and maintain our corporate culture. Let’s strive for an environment where employees and customers feel at peace knowing we take our work and compliance seriously. Let’s be a place where leaders address concerns in a thorough and thoughtful manner. Finally, let’s be a place where employees know that when they raise concerns they can do so in confidence and without fear for the consequences. As we comprehend and live the Code, its principles and policies will help us thrive for years to come. Indeed, I’ve found that the Code:

- Inspires our global workforce with common or shared values and clear ethical standards from which we do not deviate
- Secures a safe and respectful atmosphere for all our employees
- Sustains an ethical foundation for economic expanse, innovation, technological advancement and global growth
- Assures our employees, clients, and partners that we have an undeviating commitment to the highest standards

A culture of compliance provides immense freedom to employees who know the only way to advance in our business is through honest and ethical behavior. All of us must work together to continuously create and maintain a culture of compliance, and the Code is central to this goal. Therefore, I ask you all to read, understand and live this Code.

Learning the Code means reading it and understanding what it says and how it applies to you.

Living the Code means aligning your actions with all its elements and spirit. This entails both doing what the Code says and seeking to do the right thing even, and perhaps especially, when it is the more difficult thing. Living the Code means properly reporting any and all ethical or compliance concerns and never retaliating against those who do speak up.

As we work together to comprehend and live the Tasnee Code we will sustain our formidable global culture of always doing what is right.

A MESSAGE FROM OUR CEO

Mutlaq H. Al-Morished
Tasnee CEO
The Code of Conduct and Business Ethics (“Code”) is for all members of the Tasnee team, including officers, employees and any party representing Tasnee or its affiliates. Company representatives, including agents and consultants, in addition to contractors and suppliers having an ongoing business relationship with Tasnee shall also be bound by this Code.

This Code shall be complimentary to language contained in any employment contracts and all directives and guidelines applicable to employees’ working conditions, Company policies, procedures, guidelines, standards and/or management directives. Compliance-related policies will be made available and will be located on the regional legal department intranet portals.

This Code replaces any previously issued Company Code of Conduct, including the Code of Conduct issued on 01 December 2014 concerning Tasnee's Petrochemical Complex. We ask you to learn the Code and through reading it:

- Obtain a working knowledge of the Code’s policies and procedures.
- Understand how the Code’s policies and procedures apply to your position and those with whom you work.

Live the Code through applying the letter and spirit of the Code by:

- Promoting compliance and ethics through your personal actions and influence.
- Constructing clear systems and procedures to find, prevent, and fix compliance and ethical concerns.
- Confidently and promptly reporting ethics or compliance concerns. Knowing the proper procedures for flagging a compliance or ethics issue. Implementing and participating in regular compliance and ethics reviews.
- Examining ethical and compliance performance in employee evaluations and hiring. Never retaliating against those who raise or report compliance or ethical concerns. Assisting and cooperating in compliance or other Company investigations.
Promoting the highest standards of behavior

Tasnee considers doing business with integrity and respect for others an asset, as valuable as its people and its brands. To maintain our reputation requires the highest standards of behavior.

Tasnee’s Conducts and Ethics Code, and the policies that support it (Code Policies), set out the standards required from all our employees.

Breaching the Code or Code Policies could have very serious consequences for Tasnee and for individuals involved. This Code Policy explains how to ensure the Code and all Code Policies are understood and followed by all our employees and others working for Tasnee. It confirms everyone’s responsibility to speak up and report suspected or actual breaches, and outlines how such situations must be managed.

Any failure to comply with the Code and any of the Code Policies is taken very seriously by Tasnee and may result in disciplinary action, including dismissal and legal action.

References in the Code and Code Policies to ‘employees’ include the following:

- Employees, whether full-time, part-time, fixed-term, permanent or trainees
- Contractors, temporary staff, secondees, work-experience placements
- Persons with statutory director roles or equivalent responsibilities
- Employees of joint ventures and approved third-party labor providers where Tasnee has direct management control
- Employees of new acquisitions

The Code and Code Policies cannot cover every eventuality, particularly as laws differ between countries. If specific situations are not expressly covered, the spirit of the Code and Code Policies must be upheld by exercising common sense and good judgment, always in compliance with applicable laws.

Do’s

- Ensure you know and understand the requirements of our Code and Code Policies.
- Undertake relevant training as required by your line manager or the local legal department.
- Follow the Code and Code Policies: If you are unsure of how to interpret these or have any doubts about whether specific behaviors meet the standards required you must seek the advice of your line manager or the local legal department.
- Immediately report actual or potential breaches of the Code or Code Policies, whether relating to you, colleagues or people acting on Tasnee’s behalf and whether accidental or deliberate. This includes instances where business partners’ behavior may not meet the same standards.

Your line manager is usually the right person to report potential or actual breaches. If this is not appropriate, you must talk to one of the following:

- The Legal department
- Tasnee’s confidential Compliance Hotline by telephone or web

If asked not to report a potential breach by your line manager or another employee, you must immediately report to your local Legal department or Code support line.
## Promoting the highest standards of behavior

### Do's

- **Lead by example, setting a strong tone from the top,** showing they are familiar with the Code and Code Policies and taking steps to embed a culture of integrity across all operations.
- **Ensure that all their team members,** including new joiners:
  - Have read the Code and Code Policies
  - Have completed any related mandatory training
  - Understand how to raise concerns and/or report actual or suspected breaches
- **Deliver training that the Legal committee or their line manager** has asked of them, e.g. face-to-face briefings and team discussions.
- **Offer guidance and support about the Code and Code Policies to their team where needed and escalate unresolved questions to the legal department.**

### Don’ts

- Ignore or fail to report situations where they believe there is or may be a breach of the Code or Code Policies.
- Attempt to prevent a colleague from reporting a potential or actual breach or ask them to ignore an issue.
- Retaliate against any colleague who reports a potential or actual breach.
- Discuss any potential or actual breach under investigation with other colleagues, unless this has been cleared with the investigation team.

- Ensure that anyone who raises concerns, or highlights potential or actual breaches, receives support and respect and that there is no retaliation against them.
- Ensure that concerns raised are taken seriously and addressed promptly, treating related information with discretion and discussing them with the legal department as soon as possible to determine the appropriate course of action including whom else to inform.
- Collaborate further and complete any documentation (e.g. case information and lessons learnt) as may be required of them by the legal department.
- Insofar as a breach may have occurred within their operations, consider what additional communications, training or changes to business controls and procedures are necessary to reduce the likelihood of similar breaches occurring.
TASNEE’S WORK ENVIRONMENT

- Respect, Dignity & Fair Treatment
- Safety, Health, Environment & Security (SHE&S)
- Data and Privacy Protection Policy
- Avoiding and Disclosing Conflicts of Interest
Respect, Dignity & Fair Treatment

Our Commitment

Business can only flourish in societies where human rights are respected, upheld and advanced. Tasnee recognizes that business as the responsibility to respect human rights and the ability to contribute to positive human rights impacts. There is both a business and a moral case for ensuring that human rights are upheld across Tasnee’s operations and value chain. Tasnee is committed to ensuring that all employees work in an environment that promotes diversity and where there is mutual trust, respect for human rights and equal opportunity, and no unlawful discrimination or victimization.

This Code Policy sets out what Tasnee and its employees must do to ensure that all workplaces maintain such an environment.

Do’s

- Lead by example, setting a strong tone from the top, showing they are familiar with the Code and Code Policies and taking steps to embed a culture of integrity across all operations.
- Ensure that all their team members, including new joiners:
  - Have read the Code and Code Policies
  - Have completed any related mandatory training
  - Understand how to raise concerns and/or report actual or suspected breaches
- Deliver training that the Legal committee or their line manager has asked of them, e.g. face-to-face briefings and team discussions
- Offer guidance and support about the Code and Code Policies to their team where needed and escalate unresolved questions to the legal department.
- Ensure that anyone who raises concerns, or highlights potential or actual breaches, receives support and respect and that there is no retaliation against them.
- Ensure that concerns raised are taken seriously and addressed promptly, treating related information with discretion and discussing them with the legal department as soon as possible to determine the appropriate course of action including whom else to inform.
- Collaborate further and complete any documentation (e.g. case information and lessons learnt) as may be required of them by the Legal department.
- Insofar as a breach may have occurred within their operations, consider what additional communications, training or changes to business controls and procedures are necessary to reduce the likelihood of similar breaches occurring.
Respect, Dignity & Fair Treatment

**Don’ts**

- Engage in any direct behavior that is offensive, intimidating, malicious or insulting. This includes any form of sexual or other harassment or bullying, whether individual or collective and whether motivated by race, age, role, gender, gender identity, color, religion, country of origin, sexual orientation, marital status, dependents, disability, social class or political views.

- Engage in any indirect behavior which could be construed as sexual or other harassment or bullying, such as making offensive or sexually explicit jokes or insults, displaying, emailing, texting, or otherwise distributing, offensive material or material of a sexually explicit nature, misusing personal information, creating a hostile or intimidating environment, isolating or not co-operating with a colleague, or spreading malicious or insulting rumors.

- Work more than the regular and overtime hours allowed by the laws of the country where they are employed. All overtime work will be on a voluntary basis.

- Use child labor, i.e. individuals under the age of 15 or under the local legal minimum working age or mandatory schooling age, whichever is the higher.

- When young workers are employed (in so far as short-term work experience schemes and work that forms part of an educational program are permitted), require or allow them to do work that is mentally, physically, socially or morally dangerous or interferes with their schooling by depriving them of the opportunity to attend school.
Employees and officers must watch for and report any of the following concerns:

- Any and all unwelcomed verbal or physical sexual advances made from one employee to another.
- Reading, distributing, publishing, or posting lewd or otherwise inappropriate material. This includes any inappropriate messages transmitted via email, including sexual materials or sexually suggestive material, criminal materials or materials related to illegal activities, and materials that are offensive or inappropriate regarding a racial, ethnic, or religious background.
- Offensive, inappropriate, demeaning or hostile conduct.
- This includes demeaning, offending, or belittling a specific ethnicity, gender, religion, or race. “Joking around” regarding one or any of these categories is considered offensive and inappropriate.
- An employee who provides work-related help to another employee (or purposefully withholds work-related help) because of another employee’s ethnicity, race, religion or other relevant aspect of their background or identity.
- Any work decisions including compensation, promotion, hiring or employment cessation that are not consistent with Tasnee procedures or policies.
- Any unauthorized disclosure of confidential employment information or data to individuals outside Tasnee that have no legal or reasonable business reason (including the employer’s consent) to receive and possess the information or data.

Questions & Answers

Q: What if you make a joke about a race or religion, but you know that no one of that particular race or religion is present. Is it still considered offensive behavior?

A: Yes. Demeaning or laughing at a particular religion or group is offensive and may be considered harassment to anyone. At Tasnee we must always behave in a way that fosters diversity and a welcoming atmosphere for people of all different backgrounds.

Q: Does my right to privacy as an employee allow me to send inappropriate personal messages or media from a Tasnee computer or device with immunity?

A: No. Remember that Tasnee reserves the right to monitor how its property is used in line with applicable law. This includes, computers, phones, and emails through Tasnee’s email servers. Tasnee prohibits inappropriate behavior using Tasnee devices. Tasnee also respects and observes employee rights, including the actual right of privacy.
Safety, Health, Environment and Security (SHE&S)

Our Commitment

Tasnee firmly believes in preserving the health, safety, and vitality of our employees and communities. We equally strive to preserve the environment and natural resources and to dispose of materials in a responsible manner.

Everyone at Tasnee has a role to play. Managers are responsible for the occupational health and safety of their reports and third parties under their control. As a condition of our employment, we all have a duty to work safely. This Code Policy outlines our individual and shared responsibilities for health and safety.

Our people and our neighbors are our top priority. We demonstrate our commitment to them by actively complying with relevant Safety, Health, Environment and Security laws. Our goal, however, is not simply to comply with regulations and laws, but also to infuse an ethos of conscious stewardship for each other, our neighbors and the broader world around us.

As such, we hope to remain a leader among our peers concerning SHE&S issues by constantly looking for ways to become better. We do this by maintaining procedures and processes that assure safety on the job, including top health and hygiene standards wherever we operate around the world.

We also strive to adopt procedures and practices to ensure our operational facilities are secure and safe and comply with all applicable laws and regulations. In case of emergency, our facilities are ready with emergency preparedness plans and employees are informed about these plans and any additional crisis management information, including how to respond to emergencies caused by chemicals or machines.

Do’s

- Engage in sustainable practices whenever possible in all our operational facilities.
- Create facility safety plans and programs and maintain reliable operating facilities to minimize workplace accidents and health hazards.
- Perform all operations in compliance with SHE&S laws and regulations, Tasnee's internal SHE&S standards and uniform procedures and processes.
- Analyze and work to mitigate SHE&S risks in all future and present Tasnee facilities. Consider the SHE&S impact when producing products or making other applicable business decisions and new ventures.
- Ensure a safe, welcoming, and secure work environment for all employees, guests, and those representing Tasnee. Maintain procedures to prevent injuries and other health concerns.

Don’ts

- Focus exclusively on macro sustainability. Strive also to encourage sustainable practices in office environments as well as operation facilities in order to create and maintain a culture of stewardship at Tasnee.
- Become complacent with current SHE&S processes and procedures; always seek to improve our SHE&S performance through goals, trainings, initiatives and performance reviews.
- Stay silent regarding SHE&S concerns. Any unsafe, hazardous, or unsecured situation or environment should be reported to Management and the Legal Department immediately. Safety and security always come first.
- Neglect electronic security. Today, cybersecurity, including keeping IP secure, is becoming nearly as vital as physical security.
- Employees must not to text or talk on their cell phones while driving. Employees must pull into a rest area or parking lot and stop the vehicle before placing or accepting a cell phone call.
Employees and officers must watch for and report any of the following concerns:

- Any and all non-compliance with any SHE&S laws or Tasnee policies.
- Complaints about SHE&S violations or disturbances from Tasnee employees, distributors, suppliers or community members.
- SHE&S incidents or concerns that did not result in accidents or larger problems but could still lead to harm.
- Disinterest or lack of concern regarding SHE&S issues by managers or employees.
- Non-compliance with regulations and Company standards when working with hazardous materials; this includes transportation and disposal of such materials.
- SHE&S risks and liabilities among suppliers, distributors, third party agents and products, business ventures, or acquisitions.

All conditions or work activities that are unsafe. These include but are not limited to:

- Other non-compliance with safety and operating procedures
- Use of improper chemicals
- Electrical hazards
- Employees not using required safety gear (helmets, safety goggles, gloves, masks, etc.)
- Injuries, accidents, or dangerous exposure to hazardous materials and chemicals
- Unsafe conditions in non-Tasnee working locations
- Unsafe operation of machines, including motor vehicles
- Neglecting to use safety guards on machines and follow Tasnee’s safety standards when working with equipment

Questions & Answers

Q
Every now and again you decide not to operate a machine according to the standard operating procedure and Tasnee policy because it takes more time and you don’t see how “the safe” way is any safer. Is your relaxed operating procedure a cause for concern?

A
Absolutely. Your attitude toward safety and policy is not only putting your job at risk but is putting the safety of yourself and your fellow employees at risk as well. Operating equipment can be dangerous and requires your full compliance with safety procedures. In fact, non-compliance may result in personal liability for injuries you cause by willfully not following the standard operating procedures and Company policies.

Q
Do SHE&S laws and policies apply solely to so-called high risk activities like dealing with hazardous chemicals?

A
No. SHE&S issues arise in corporate offices as well as manufacturing facilities. Tasnee’s SHE&S Policy deals with our activities in the work place as well as products, transactions and our work activities outside of Tasnee’s facilities, including customer visits. Yet, no matter where or what we are doing as Tasnee employees, contractors or agents, we should always work in a safe and secure manner in full compliance with SHE&S regulations, industry standards and Tasnee’s own internal policies.

## Data and Privacy Protection Policy

### Our Commitment

Numerous governments have promulgated laws and regulations concerning the collection of personal information including names, addresses, phone numbers, financial records and other personal identifiers. Tasnee must handle all personal information and data in a responsible manner that respects privacy and maintains trust within Tasnee and with our customers, suppliers, distributors, and the public at large. Individually, employees should take care to protect personal information and work data and encourage the same from their fellow employees. All should follow Tasnee’s Data and Information Protection and Identity Theft Policy concerning personal information in order to prevent illegal or unauthorized access to corporate information and personal data.

### Do’s

- **Speak up** if there has been a security breach of any kind, especially if personal information and data has been compromised or accessed illegally or in violation of Tasnee’s policies.
- **Observe and comply** with all privacy regulations and laws pertaining to personal employee information and data in the specific country where the information or data is collected and maintained.
- **Restrict all use** of personal data to only approved business purposes in accordance with Tasnee’s Data and Personal Information Protection and Identity Theft Policy.

### Don’ts

- **Allow access or security breaches** when transmitting or otherwise processing personal information and data.
- **Mine, process, collect or maintain personal data** except, as required, for appropriate and approved legitimate business reasons in accordance with the relevant Tasnee policy. Prior to using, creating or maintaining personal or private information make sure you are complying with any applicable laws, regulations, or Tasnee policies. Seek the advice of the Legal department if you have any questions or concerns.
Employees and officers must watch for and report any of the following concerns:

- Illegally providing or selling personal information or data to a third party, including benign information sharing with a customer or supplier. If third parties need data or personal information for a specific business purposes consult your manager and the Legal Department concerning the matter.

- Weak security mechanisms, processes, or procedures for sensitive personal information and data. For example, emailing personal data or leaving unsecured storage devices or documents out in the open work space or leaving Company devices unattended or unlocked.

- Keeping and maintaining sensitive personal information and data for no discernible or legitimate business purpose.

- Inappropriate, unauthorized or unnecessary data mining, especially the collection of extra sensitive data such as financial information, health records, and private personal identifiers.

- Utilizing personal information or data in order to use it for a purpose other than the purpose it was originally collected. Employees should consider whether Tasnee has the right to repurpose the data and whether the new purpose constitutes a legitimate business purpose. Consult the Legal Department with questions.

- Transmission of personal information or data without any consideration of the legality of the transfer or the applicable laws and regulations that can apply even to Tasnee internal and intra-group transfers.

Questions & Answers

Q: Tasnee announces a new product. Eager to help get the word out, can you send emails containing contact information of loyal customers for other employees to use in reaching out to them regarding the new product?

A: Most likely not. Since many countries do not allow the transfer of personal information or data across borders, you would have to verify the applicable laws or whether Tasnee has put in place an appropriate data transfer agreement and whether they apply to your potential actions before you proceed with sending the information in order to comply with applicable law.

Q: While attending a conference in Tokyo, you meet a Japanese business owner who could become a very large customer. This person gives you her personal contact information and you are eager for Tasnee to begin sending her relevant information. Should you go ahead and put her information into Tasnee’s global contacts database so others can contact her with information in which she may be interested?

A: No. Countries often have personal data laws that protect and sometimes prohibit the sharing of personal information without the express consent of the individual. If you have any questions concerning a similar situation consult with the Legal Department concerning how to store and use similar personal information or data.
Avoiding and Disclosing Conflicts of Interest

Our Commitment

At Tasnee, we hold ourselves to the highest ethical standards in the workplace. This means avoiding any actual or apparent conflicts of interest. Even the semblance of a conflict of interest can do irreparable damage to Tasnee’s business and an employee’s career. With that said, all employees are free to pursue their own personal affairs, including personal business or other activities as long as they comply with the law, ethical standards, and do not interfere with the employee’s work or create a conflict of interest. Employees must not use Tasnee’s resources, brand, or name, to gain an advantage in their outside personal pursuits. They must not use their position at Tasnee to lend special advantages to their family members, friends, or other personal relations. Again, employees must have no conflicts of interest.

Do’s

- Speak up if you come across information or facts that suggest a conflict of interest (or a potential conflict of interest) involving you or a Tasnee employee or could involve you or another Tasnee employee.
- Disclose to Tasnee any personal activities that could present a conflict of interest or the appearance of a conflict of interest. If a conflict of interest does indeed arise, disclose the situation and consult with Tasnee managers and the Legal Department.
- Use good sense and judgment in your business and personal dealings. Comply with all relevant conflict of interest laws and Tasnee’s Company disclosure procedures and policies. Be aware that some employment contracts will restrict or totally prohibit additional employment with or ownership of a given corporation. If you have any questions regarding potential conflicts of interest or Tasnee’s Policy promptly consult the Legal department and relevant Human Resources staff.

Don’ts

- Carry out actions or foster relationships that could cause or appear to cause a conflict of interest with your work at Tasnee.
- Seek to profit individually from opportunities that are Tasnee’s lawful business opportunities. Do not seek to profit from business opportunities you learn about as a result of your work as a Tasnee employee or that arise out of your work as a Tasnee employee.
- While continuing to be employed with Tasnee, accept a position as an officer or official at another company or organization before considering the possible effect it might have on your work at Tasnee, any potential conflicts of interest that may arise, or any public relations consequences in taking the position.
- Use your time at work to engage in personal business or financial affairs; do not use Tasnee’s name or its resources or property to advance your own personal business or financial affairs.
Employees and officers must watch for and report any of the following concerns:

- Purchasing or holding an interest in an outside corporation where the employee is in a position at Tasnee to affect Tasnee's business relationship with the Company in which the employee owns an interest.
- Accepting a second job, occupation, or part-time work that causes the employee to spend time working on non-
- Tasnee-related matters during business hours or using Tasnee resources to carry out his or her other position.
- Appointment to a board or other official position with another organization where the employee may be involved in decisions that may or do affect Tasnee or other entities that may directly interact with Tasnee.
- Acceptance of bribes, gifts, hospitality or other favors or services that would, or are intended to, cause the employee to give a special advantage to the giver and use his or her position at Tasnee to influence Tasnee's relationship with the giver.
- An employee using his or her position to provide special advantages to a relative, friend or business partner, including engaging Tasnee in business dealings with a corporation owned or run by a relative, friend or business partner or making employment decisions regarding a relative or personal friend working at Tasnee.

Your family runs a small business. During slow days at work you are considering using work facilities and materials to tinker with projects for your family’s business. Is this OK?

No. Your personal business interests must not interfere with your work at Tasnee. Nor should you use any of Tasnee’s materials or facilities to advance your own personal business interests. The proper way to separate personal affairs and work affairs is to make them different spheres so that you avoid violating any Company policies.

My brother just became the executive vice president at one of our main suppliers. Since it was completely coincidental (he was hired from the outside), do I really have to disclose this relationship?

Yes. While you certainly had no intention to create this situation, depending on your position at Tasnee you may have a conflict of interest and need to disclose the conflict with your managers and seek advice from Human Resources staff, managers, and the Legal department.
SAFEGUARDING TASNEE’S ASSETS

- Accounting and other Controls
- Protecting our Intellectual Property
- Stock Tipping and Insider Trading
- Anti-Money Laundering and Anti-Terrorism
Accounting and Other Controls

Our Commitment
Accounting controllership is vital to the success of Tasnee. Strong controllership not only facilitates informed decision making by Management but also allows for accurate public financial disclosures.

Strong accounting controllership for Tasnee consists of (i) properly categorizing transactions and calculating balances; (ii) internal procedures and processes to verify that information is consistently accurate and correctly recorded and that all Tasnee assets are safeguarded; and (iii) all financial information is reported in a timely and appropriate manner.

Documents will be maintained in accordance with applicable statutory and corporate document retention requirements.

Do’s
- Ensure that all reports, including non-financial, financial, and operating reports, are all consistently accurate, complete and timely.
- Regularly produce full and accurate business transaction records including accounts of all expenses and expenditures.
- At all times and in all circumstances apply generally accepted internal and external accounting principles and comply with any regulations and policies that impact financial reporting and accounting practices.
- Participate fully and appropriately with all external and internal audits.
- Always safeguard and preserve papers that may be relevant to audits, ongoing litigation, potential litigation and other investigations.

Don’ts
- Falsify or manipulate records, projections, internal audits, or evaluations. Projections must be objective, unbiased, and produced on time.
- Allow unauthorized use or access to any of Tasnee’s assets, including intellectual property.
- Discard important documents, especially those that are relevant to audits or the Legal department.
Questions & Answers

Q: We have failed to meet our financial targets for the quarter. You however have found a way to improve the financial picture by reporting some recent sales as if they had occurred last month. Since the sales did occur, is there anything wrong with this practice?

A: Yes. This constitutes a fraud and could result in criminal charges, financial penalties, or incalculable reputational losses for Tasnee. There is no excuse that ever justifies misrepresenting financial reports. Generally accepted accounting practices must always be followed and monitored through rigorous controls. Honesty is the best policy.

Q: You were just made aware of a lawsuit filed against Tasnee by a former supplier. You realize that you are the only person with several documents related to the matter under dispute. Thinking that you do not want to be involved with a lawsuit you consider shredding the documents so as to save yourself the hassle of being involved. Since you know that you've done nothing wrong, is it really incorrect to ensure that you won’t be bothered about the litigation?

A: Yes it is wrong and illegal. If you are aware of impending litigation and choose to destroy relevant documents you are obstructing justice. Indeed, even if you really feel you have done nothing wrong, by destroying documents you will have engaged in a separate wrong doing. Always safeguard and preserve documents (including electronic documents) that are related to any potential dispute or controversy as they may become part of discovery in a lawsuit.
**Protecting our Intellectual Property**

**Our Commitment**

One of Tasnee’s greatest assets is our intellectual property. Ownership of discoveries, inventions, innovations and/or technological advancements made by an employee during his/her tenure with Tasnee is vested with Tasnee. Protecting, establishing and continuing to maintain and defend our intellectual property is among Tasnee’s most important priorities. Furthermore, even as we are adamant about preserving our intellectual property we are also conscientious about acknowledging the legitimate intellectual property possessed by others, especially with regard to our business competitors. The Legal department should always be involved when employees are striving to make use of intellectual property that is not our own.

**Do’s**

- Respect and comply with your duties of loyalty to Tasnee concerning potential business opportunities, inventions and ideas. If you are unsure of your obligation to report a potential piece of intellectual property discovered while working as an employee, promptly discuss your situation with the Legal department.
- Protect Tasnee’s legitimate intellectual property. Keep our valuable assets, including trade secrets in strict confidence. Always engage the Legal department to find ways to protect Tasnee’s intellectual property, copyrights, and trademarks, or to orchestrate any formal agreement involving Tasnee’s intellectual property.

**Don’ts**

- Use improper means to obtain proprietary information or intellectual property from other corporations or individuals. Comply with all legal requirements concerning the proprietary information that belongs to others or past employers. Disclose relevant information to the Legal department.
- Divulge our intellectual property, including trade secrets or other confidential or proprietary information, to a third party without consulting the Legal department and receiving Tasnee’s approval.
- Use other intellectual property, including trade secrets, copyrights, and patents or trademarks without express legal permission. Work with the Legal department to obtain licensing to use outside intellectual property.
Protecting our Intellectual Property

Employees and officers must watch for and report any of the following concerns:

- Disingenuously asserting an infringement of proprietary information or doing so without the knowledge and approval of the Legal department.
- Divulging Tasnee’s proprietary information to others without consulting the Legal department or obtaining approval, including having the parties enter into a proper confidentiality agreement.
- Engaging a third party to assist in developing a novel product without an express contract detailing ownership and monetizing rights of the intellectual property or potential intellectual property discovered in the process.
- Using third party proprietary information without following proper Company procedures and engaging the Legal department.
- Agreeing to any intellectual property license, confidentiality agreement, or any other legal agreement without the full sign-off and approval of the Legal department.
- Publicly divulging information regarding a novel service or product prior to a patent application approval. This similarly applies to publicly announcing a product name prior to verifying possible patent, copyright, or trademark infringements.

Questions & Answers

Q: You are set to hire an employee from a competitor that possess various trade secrets and intellectual property that Tasnee could use in developing a new product. Should you consult the Legal department concerning applicable procedures and policies regarding hiring this individual?

A: Unequivocally yes. You are legally prohibited from hiring an individual and having them pilfer trade secrets and intellectual property from a previous employer. The prospective employee may also be under a legal restraint imposed under his/her current contract of employment. Before moving to employ the individual, you must engage Tasnee’s Legal department concerning the proper procedures and policies to be followed.

Q: You discovered a new chemical mixture while researching at work that produces a superior and potentially less expensive version of a popular product. Are you under any obligation to disclose the discovery or can you pursue developing or selling the product yourself?

A: Since your discovery was made as an employee at Tasnee in the course of your work at Tasnee using Tasnee facilities and equipment, the intellectual property belongs to Tasnee and you have a duty of loyalty to disclose the discovery. However, this does not mean Tasnee will not reward you for such a discovery.
Stock Tipping and Insider Trading

Our Commitment

In order to abide by laws and facilitate fair and open markets, Tasnee prohibits insider trading and stock tipping. This includes stock in Tasnee as well as in Tasnee-related entities that are publicly traded, which includes Cristal Pigmentos do Brasil, Tasnee’s Brazilian operation publicly-traded on the Brazilian Stock Exchange (BM&F Bovespa). Tasnee and its employees have a legal obligation not to buy or sell securities based on material information that is not yet publicly known.

Do’s

- Consult the Legal department if you are unsure whether or not a planned trade may be considered insider trading.
- Comply with all applicable laws and regulations that prohibit insider trading and stock tipping.
- Consult the Legal department if you are unsure whether sharing information about a Company will violate stock tipping policies.

Don’ts

- Buy or sell a security of a Company while in possession of material nonpublic information about that Company.
- Disclose information that could motivate another person to buy, sell, or retain securities of a Company while you have inside information about that Company.
Stock Tipping and Insider Trading

Employees and officers must watch for and report any of the following concerns:

- Communicating information to outside parties that could motivate them to sell, buy, or retain securities.
- Failing to recognize information that is considered “inside.”
- Information is “inside” if it is not publicly known and an individual would find it significant in considering an investment action.
- Using inside information to trade securities of other companies. Insider information obtained about Tasnee’s partner companies, suppliers, and customers and may not be used to trade the securities of those companies.

Questions & Answers

Q You participate in the early stages of a project for Tasnee that you think will generate significant returns for the Company and its shareholders. Information about this project has not been made known publicly. Since it is still in the early stages and your anticipation of high profits developed from your own opinions and observations, is it okay to buy stock in Tasnee, a large Tasnee shareholder?

A No. Your reasons for buying Tasnee stock are based on nonpublic material information you obtained as an employee.

Q In a casual conversation with a brother working abroad, he asks how your work has been going. Your time has been dominated by a pending merger that will mean increased revenues for the Company and potentially its shareholders. Is it okay to mention that you’re working on this deal and what it means for Tasnee’s financials?

A No. Even if details are excluded from your conversations, material information that is confidential should not be disclosed to outside parties.
Anti-Money Laundering and Anti-Terrorism

Our Commitment

Groups and individuals that engage in improper or illegal dealings—including fraud, terrorist activity, drug dealing and human trafficking—frequently hide or try to cleanse their money by laundering it. This means they place the money in a seemingly legitimate business or hide it from government authorities. Many countries in the world have created or adopted laws that prohibit and criminally prosecute money laundering. Tasnee has a strict policy against money laundering and prohibits dealing with corporations that are engaged in such criminal activities. We are also fully compliant with all anti-money laundering laws and anti-terrorism laws across the globe. Additionally, we perform all due diligence on new customers before proceeding with a first-time transaction. It is important to safeguard against inadvertently engaging with a group or individual associated with money-laundering or terrorism. Not only does the association severely damage our reputation but Tasnee could be accused of sanctioning, condoning, or aiding and abetting such illegal and egregious activities.

Do’s

- Become acquainted with customers, suppliers, and business partners well enough to discern whether or not their business activities are financed by legitimate activities. Properly check their backgrounds to ensure they are not engaged in illegitimate activities.

- Follow Company Policy regarding compliance concerns if you observe any sign of money laundering or other illegitimate activity. Report the issue immediately to the Legal department, and only proceed if the concern has been completely resolved and documented.

- Become aware of the forms of payment commonly used in money laundering. They may include checks from an unidentified third-party on behalf of a buyer, traveler’s checks, or several money orders.

- Understand the laws requiring reports of suspect transactions and cash transactions and those prohibiting money laundering and funding terrorism. Know how they apply to your business activities.

Don’ts

- Do business with customers, suppliers or business partners whom you have not fully vetted.

- Make payments to government officials unless you have confirmed that the official is legitimate and that the payment is one that is generally accepted.
Anti-Money Laundering and Anti-Terrorism

Employees and officers must watch for and report any of the following concerns:

- Wire transfers to or from unexpected countries.
- Business activities or transactions connected to places involved with terrorism, drug trafficking, or money laundering.
- Transactions specifically structured to avoid reporting requirements.
- Orders or payments with abnormal amounts or suspicious items.
- Customer anxiety about a visit to its site of operations.
- Forms of payment that exclude information identifying the customer.
- Reluctance from a business partner, supplier, or customer to supply complete identifying and supporting information or documentation or to comply with reporting requirements.
- Involvement with special financing institutions such as companies lacking a physical presence in any country, offshore banks, unlicensed money transmitters, and non-bank financial intermediaries.
- Money transfer requests to unfamiliar accounts or third parties.

Questions & Answers

Q: At a conference you meet a self-described entrepreneur who makes money creating smartphone applications. He says he is interested in becoming a customer of Tasnee’s for a separate business venture he is starting. Soon thereafter he places an extremely large order for certain sensitive chemicals. You are confused about how he would make use of the entire product; when you inquire he provides a vague, incoherent answer. You then request a site visit by Tasnee before processing the order. He suddenly becomes insistent and angry, and refuses the visit. Raising his voice he demands that you process the order immediately. Feeling that you may have offended a very wealthy new client you decide to process the order no questions asked. Is this OK?

A: Absolutely not. Before transacting with a new customer, you must always engage in the full due diligence procedure. This is company policy and if it offends a potential customer you can explain that this is a standard operating procedure for which we do not make exceptions.
GLOBAL
TASNEE

- Global Trade Controls Mitigating Product Risk
- Compliance with Competition Laws (Antitrust)
- Doing Business with a Third Party
- Working with Sovereigns and Government Agencies
- Anti-Bribery and Anti-Corruption
## Global Trade Controls

### Our Commitment

Laws governing the international exchange and transportation of products, technologies, or services exist in most countries in which Tasnee operates. These so-called International Trade Control laws or ITC laws include adhering to embargoes that prohibit trade with specified nations or export and import restrictions for purposes of military use or national security. Yet shipping is only one aspect of ITC laws. Tasnee also complies with the laws governing the trade and exchange of technology and information over various electronic or non-electronic mediums. Non-compliance with ITC laws results in detrimental consequences for Tasnee’s business, including financial penalties and diminished reputational status.

### Do’s

- Consult the Legal department if you have questions concerning trade restrictions or other ITC laws.
- Adhere to all of Tasnee’s ITC policies and procedures in order to ensure that Tasnee complies everywhere we operate.
- Ensure Tasnee provides government authorities with full and accurate information in order to comply with any and all relevant ITC laws, including anti-dumping and environmental laws.
- Comply with all ITC laws in each country in which Tasnee operates.
- Ensure Tasnee and its agents give full and accurate information to relevant government authorities concerning Tasnee’s imports and exports.
- Verify that relevant technology or product exports receive government authorization when applicable.
- Retain data and information as proscribed by relevant ITC laws.
- Secure compliance with any laws governing the import or export of products or technology prior to patent.
- Verify that all suppliers operate with relevant export or import licenses.
- Keep abreast of changes, sanctions and other relevant news pertaining to ITC laws.

### Don’ts

- Engage in selling, buying, exporting, importing, or trading with sanctioned or embargoed countries; do not participate in other business deals that contravene country specific sanctions, restrictions or embargoes.
- Engage in new business activities until verifying that they do not violate applicable sanctions.
- Share relevant technology or products with individuals, including fellow Tasnee employees and officers, even when doing so would not explicitly violate a country’s technology sharing rules.
- Violate ITC laws pertaining to military use of imports or exports or information regarding such transactions.
- Send or receive money transactions from or into countries where this is prohibited, or without prior approval or notification where this is required under applicable law.
- Neglect international contract terms which may control many of Tasnee’s compliance responsibilities for imports and exports.
Global Trade Controls

Employees and officers must watch for and report any of the following concerns:

- Any proposed import, export or other transaction involving an embargoed or sanctioned person, entity or sovereign. This also includes the sovereign’s citizens, associates, businesses, or agencies.
- Falsification of reports and invoices; for example, where prices do not represent the full value of the products or services and where the country of origin listed for the products or goods are incorrect.
- Indications that a partner, employee, officer, customer, or supplier is circumventing or attempting to circumvent ITC laws.
- Connections, relationships, or business dealings with those involved in constructing nuclear weapons, biological weapons, chemical weapons or other comparable weapons.

Questions & Answers

Q A defense contractor from the United States asks for certain products for use in a military defense project. The group sends you information pertaining to the project. Can you forward the information on to your development team overseas?

A No. When working on products for application in defense-related matters export control laws apply. If presented with a situation as described above, you should immediately engage the Legal department. Special accommodations might be needed for sending sensitive information overseas. The international transmission of such information should be done only with the Legal department’s full involvement and approval.
## Mitigating Product Risk

### Our Commitment

Effective products and services resulting in customer satisfaction are top priorities for Tasnee. To meet this goal we must manage innovation within a regulatory environment, and each employee has a responsibility to consider and report actual or potential risks our products may carry. With safety, customer relations, and the Company’s reputation and liabilities at stake, employees must act on their duty to identify, minimize, and report situations impacting these risks.

### Do’s

- Communicate plainly, accurately, and completely about our products.
- Present and address product liability responsibilities when entering into licensing or marketing agreements with other companies.
- Report any product risk concerns and consult with the Legal department, especially if you identify or sense potential personal injury, litigation, or product malfunction risks.
- Be mindful of the customers’ potential lesser knowledge of our products, and acknowledge our limited understanding of their final use and implementation.
- Familiarize yourself with factors affecting product risk so you can recognize proper or poor performance.
- Include Tasnee’s unmodified standard sales agreements, terms and conditions of sale, and disclaimers on each sale in conformance with local contracting instructions.
- Provide complete, accurate, and current information when communicating with customers or others via any and all medium, including online outlets. Upon discovering errors, promptly inform the parties responsible for managing the relevant product or information.

### Don’ts

- Speculate or insert personal opinions when communicating about our products.
- Modify Tasnee’s standard sales agreements, terms and conditions, product descriptions and standard disclaimers or accept alternative terms without prior approval from the Legal department.
- Make decisions for the customers—we supply facts to facilitate the customer’s material and design choices.
Mitigating Product Risk

Employees and officers must watch for and report any of the following concerns:

- Potential inaccuracies within internal product data.
- Current or possible litigation related to our products or customer applications.
- Requests from customers for us to choose selections on their applications.
- Requests from customers for assurance that our products (or their products using our product) comply with relevant regulations.
- Requests from a customer to work together or as partners in developing their product.
- Requests from a customer for assurance that our product will “work” in their applications.
- Customers apparently lacking technical knowledge, skill, or reasonable strategy for developing a new product and complying with regulations.
- Requests from customers to test or analyze their final products.
- Evidence that our products may be used in ways that could cause substantial harm.
- Customer communications indicating that the Company is responsible for their product issues.

Questions & Answers

Q A customer wants assurance that our product will comply with government regulations as it is used in their product. Should you comment on our product’s compliance?

A No. We do not suggest or otherwise explicate that our product meets certain government regulations. We especially do not assess whether or not their product meets these requirements.

Q A customer displaying a high degree of competence seeks your opinion on what design would work best for their application. Should you provide a direct answer?

A No. We do not make product or implementation decisions for the customers. We do provide complete and accurate information on our products so the customer can make as informed a selection as possible.

Q You observe information on a product description to be delivered to a customer that appears incorrect. However, it relates to an issue that is probably irrelevant to the customer’s question at hand. Should you go ahead and submit the information to the customer?

A No. Even though the information may not be used or otherwise relied upon, information given to customers must be as complete and accurate as possible. You should inform the individual or department responsible for the issue about the questionable information.
Compliance with Competition Laws (Antitrust)

Our Commitment

Governments design antitrust or competition laws to prevent collusion and foster competition. They are complex and often vary within different countries or regions. Complying with all competition laws, however, is of paramount importance and strict Policy. In order to meet this Policy, employees must be familiar with antitrust laws so as not to contravene them. Employees should also follow guidelines proscribed by the Legal department and seek their advice regarding specific situations and laws.

It goes without saying that avoiding compliance will cause immense damage to the Company. Not only would a competition law violation result in fines it would also likely subject the Company to costly litigation. Moreover, such matters may also result in individual criminal sanctions and penalties.

Do’s

✔ Learn how competition laws relate to our everyday work, and how we can fully comply with these laws and avoid their violation.

✔ Comply with all competition laws and regulations and all internal policies.

✔ Integrate compliance procedures in all our business dealings. Our work must be designed and structured so that everything we do is aligned with competition laws. Follow our policies on pricing and formal and informal interactions with competitors, suppliers, retailers and distributors. Always involve the Legal department in the process of business planning and strategy to avoid contravening these laws.

✔ Speak up regarding any possible violation of competition laws or any perceived non-compliance. Promptly report any such behavior or actions to the Legal department. Any putative compliance violations by a competitor, or one of Tasnee’s retailers or distributors, should also be reported to the Legal department. Immediately decline any attempt by a competitor, retailer or distributor to engage Tasnee in violation of competition laws—immediately report and discuss the matter with the Legal department.

✔ Seek the advice of the Legal department regarding how competition laws affect your work and how you can set procedures to assure full compliance. Make sure to ask questions if you are unsure regarding its application to a particular matter.

✔ Keep up to date on changes or modifications to competition laws to assure you are compliant in all your work.

Seek the advice of the Legal department regarding how competition laws affect your work and how you can set procedures to assure full compliance. Make sure to ask questions if you are unsure regarding its application to a particular matter.

Keep up to date on changes or modifications to competition laws to assure you are compliant in all your work.

Tasnee Conduct and Ethics Code
Compliance with Competition Laws (Antitrust)

Don’ts

× Strike a deal with a competing business that abates competition in any way; never imply any such agreement.

× Strategize or plan with competitors. Business decisions must be deliberated and decided separate from any competitor. There must never be coordination or communication with business competitors regarding business decisions. Even seemingly benign interactions at events or industry meetings should be approached with stringent caution. Topics such as products, services, manufacturing, pricing, expenses, profits, customers, territories, production, new ventures, or future bids or markets should never be discussed or divulged to competitors. Talk with the Legal department before engaging in an industry group to assure compliance with relevant laws.

× Violate competition laws by acting in a way that inappropriately impacts competitors in the market by misuse of a dominant market position. For example, a corporation that holds a large segment of the consumer market for a given service or product must not exploit their advantage in one market to improve the sales of different services or products. Furthermore, many countries’ laws may prevent influencing a product’s retail price.

× Undertake transactions, including acquisitions, mergers or joint ventures that decrease competition. Certain combinations and business ventures must pass governmental review prior to consummation, and competition laws require that business transactions do not diminish competition. Governments take great pains to review whether certain mergers or acquisitions violate the competition laws. They investigate whether transactions are designed to achieve standard business objectives or if they fundamentally reduce competition.

× Restrict the freedom of your distributors, retailers or suppliers to compete. Do not set or influence a product’s resale price. You must never prescribe minimum resale prices, prohibit the granting of particular rebates or discounts, or require Tasnee’s distributors or retailers to adhere to any recommended resale prices. Furthermore, refrain from restricting the territories in which or the customers to whom Tasnee’s distributors and retailers may sell the contract products. Do not generally ban exports. If you consider restricting exports to specific territories or agreeing upon sole purchasing obligations, exclusive supply obligations or non-compete obligations, always consult with Tasnee’s Legal department beforehand.
Compliance with Competition Laws (Antitrust)

Employees and officers must watch for and report any of the following concerns:

- Competitors who want to enter into agreements that would diminish competition.
- Competitors who wish to communicate regarding topics related to the business that pertain or may pertain to competition. These might include pricing, market, or means of distribution.
- Retailers or distributors seeking to enter into exclusive agreements that might reduce competition, or agreements exclusively allocating certain territories or customers.
- Actions that exploit the dominance of one product to improve the sales of another product—such as requiring consumers purchase the other product to obtain the dominant product.
- Actions that require customers to purchase a product in order to obtain the license of certain technology.
- Actions to sell a product at unequal prices to different purchasers that compete within the same market as one another.
- Discounts on certain products if purchasers buy other products or buy in a larger quantity over a specified period of time.
- Actions that inhibit or restrict a customer’s ability to resell a product.

Questions & Answers

Q A long-time competitor invites you to participate in a conference about the current state and future of the industry. Should you accept the invitation to participate in the meeting?

A It depends. As a general rule you should never participate in any meeting with competitors that might contravene competition laws. However, a conference could present a good business development opportunity. Gather as much information about the meeting as possible. Ask questions: Is it a public meeting? Who will attend the meeting? What is on the agenda for the meeting? What will be discussed? What will be your role in the meeting? Once you have gathered sufficient information discuss the invitation with the Legal department, use sound judgment, and err on the side of avoiding any circumstances that could even present the appearance of a competition law violation.

Q A long-term customer asks you to sell Tasnee’s new product exclusively to them. In return they promise to buy all the product Tasnee produces at any price Tasnee chooses. Can you accept this offer?

A No. You cannot enter into any agreement or deal that gives exclusive or preferential treatment to a customer in this manner, especially if the product is a dominant product in its market segment.

Q A competitor publicly announces that it is reducing the price for a product that Tasnee also sells. Can Tasnee announce to customers that it will be matching the competitor’s price?

A Absolutely, Tasnee has every right to reduce its product prices to remain competitive to its customers.
## Doing Business with a Third Party

### Our Commitment

All our business interactions and practices must be carried out in compliance with not only the law, but also with the highest ethics and standards of fairness. Disingenuous dealings, deception, fraud and improper behavior of any kind are unacceptable at Tasnee. They are especially troublesome when done while interacting with a third party whether they be business partners, purchasers, suppliers or distributors.

We should be concerned about and report to the Legal department any unethical behavior from distributors. Unethical behavior by suppliers is an even greater concern. Tasnee only engages suppliers that operate in full compliance with environmental, employment and safety laws. All our business partners and agents should also operate according to high ethical standards. Dealing with third parties that operate unlawfully or unethically can have serious consequences, however, the reputational, financial, legal consequences are greatly magnified if we act in an improper manner in any of our business dealings.

### Do’s

- Engage in standard verification processes with new customers interested in transacting with Tasnee.
- Learn and comply with Tasnee’s Policy on anti-corruption, including never offering, giving, or accepting a bribe or improper gift.
- Require third party suppliers to operate according to Tasnee’s standards and policies. Always seek the Legal department’s input concerning the proper manner and language used to contract with third parties, including suppliers.
- Ensure that you deal with third parties at arm’s length.

### Don’ts

- Select third party suppliers, sales representatives, distributors, or other agents that represent Tasnee without a full due diligence vetting procedure.
- Select a supplier without using competitive bidding which will increase value for Tasnee but will also provide an opportunity to enterprising or otherwise worthy businesses that have been previously overlooked or historically disadvantaged. There are also instances in which laws or regulations will apply to a particular bidding process—Tasnee will actively comply with such laws and regulations and employees should understand these laws and their implications.
Employees and officers must watch for and report any of the following concerns:

- Any relationship with a third party supplier or other business relation that could pose a conflict of interest or otherwise prejudice the judgment of a decision maker.
- Facts or information indicating a supplier's non-compliance with environmental, safety, and employment laws or disregard for Tasnee's ethical standards and policies.
- Facts or information about a business relationship (including a supplier, customer, distributor or an agent) that suggests unethical or illegal business dealings or relationships that might give rise to a conflict of interest or improper influence.
- Any attempt or request to inaccurately document or willfully misrepresent a business transaction for any reason.
- Evidence of prejudice in the selection of a supplier, including not using an open competitive bidding process, when

Questions & Answers

Q: You are assigned to find a new supplier for a new Tasnee product. Should you encourage your uncle to participate in the open bidding process in order to find a new supplier?

A: No. Given your familial relationship and how it could prejudice your decision, it is best to not include your uncle in the bidding process. Tasnee should avoid even the appearance of a conflict of interest even if all the proper procedures would be followed and a close relation would receive no advantage in the bidding process.

Q: Tasnee is interested in hiring a third party sales representative with various contacts that would help extend Tasnee’s market and brand. You learn information and facts that suggest unethical behavior by the sales representative in the past, including bribery and improper gifts. Should you engage the Legal department or overlook the information since it was in the past?

A: Immediately engage the Legal department. Present them with the facts and information and seek their advice on the matter. Most likely you will need to disengage with the sales representative and pursue other opportunities.
Working with Sovereigns and Government Agencies

Our Commitment

Tasnee expects all employees and officers to honestly and completely comply with all applicable laws and regulations. Any violation or avoidance of a relevant rule may subject the Company and/or employee to criminal penalties or civil sanctions, not limited to fines, jail sentences, or bans from conducting business. Tasnee and its employees must engage with Government(s) and its officials with the highest degree of ethical conduct.

You should also be aware that many countries have laws with extra-territorial effect. This means that a Company and its relevant employees and officers can be found guilty in that country for undertaking an action that might be legal or considered accepted, sanctioned or necessary practice in another country (See Anti-bribery and Anti-corruption section below).

Do’s

- Ensure communications and submissions to government agencies and officials are accurate and complete.
- Follow conflict-of-interest laws surrounding hiring or contracting with present or former government officials.
- Act honestly and with integrity in adhering to laws and regulations.
- Learn the rules and regulations applicable to a transaction or business decision before engaging in discussions with any government official or agency.

Don’ts

- Offer, accept, or allow a bribe or improper gift in order to affect a government decision or action.
Working with Sovereigns and Government Agencies

Employees and officers must watch for and report any of the following concerns:

- Gifts or entertainment of any value to government officials that were not determined in advance to be permissible by Tasnee’s Legal department.
- Rules from different jurisdictions that conflict with each other. Consult the Legal department to determine how to address and resolve any conflict.

Questions & Answers

Q A form required to be submitted to the government asks for information not immediately available and that is costly to assemble. May I provide figures that are likely close to actual amounts since I can reasonably estimate based on readily accessible data?

A No, unless specific permission is granted from the governing body. Tasnee is committed to complete and accurate reporting to those requiring it. Efforts should be made to enact systems and processes that facilitate compliance with rules and regulations. If a situation arises where gathering information is unreasonably costly, Tasnee and its employees should engage with the governing body to determine if alternate methods or reports are acceptable and receive written guidance instructing so. In all circumstances, Tasnee and its employees should act honestly and openly.
Anti-Bribery and Anti-Corruption

Our Commitment

We do not tolerate bribes and corruption. Both are illegal and severely inhibit development. Tasnee is honest, ethical and law-abiding in all its business dealings. No Tasnee employee should offer, receive, allow or assist another in offering or receiving a bribe. Standard gifts associated with business hosting and development should be offered in a transparent manner and must never be illegal or inappropriate. The same standard exists for Tasnee’s agents.

Contractors must never accept or provide a bribe on Tasnee’s behalf. Tasnee’s Anti-corruption Policy is not merely a reputational precaution, but it is also a vital safeguard against criminality, financial penalties and possible jail sentences. Bribery and corrupt activity are unequivocally condemned at Tasnee.

Do’s

- Promptly report any improper gifts or facts that suggest bribing or an intention to bribe.
- Learn the difference between a bribe and an acceptable gift or hospitality. Make sure all gifts and hospitality are appropriate and comply with all anti-bribery laws and Tasnee policies. Reasonable expenses for hospitality, travel accommodations, and common and appropriate business-related gifts should not be confused with bribes or corrupt practices. Understand the difference and familiarize yourself with Tasnee’s guidelines for gifts and hospitality.
- Ensure that any and all business gifts and hospitalities are provided in a transparent and appropriate manner.
- Follow the Tasnee guidelines on anti-bribery as well as Tasnee’s guidelines concerning gifts and hospitality.
- Complete all required records in a timely, full and accurate manner in order to complete anti-bribery compliance.
- Ensure that all agents for Tasnee, including consultants and third-party contractors and representatives, comply with Tasnee’s policies and procedures.
- Obtain a working knowledge of laws surrounding gifts and hospitality for private and state-owned companies. If there is any question seek out the Legal department’s advice.

Don’ts

- Take a bribe and do not let others take bribes, whether they are Tasnee employees or agents acting on Tasnee’s behalf.
- Accept a gift, cash, or other enticement that might prejudice your judgment or cause you to act in a bias or unfair way to any relevant party, especially buyers or suppliers.
- Forget that a bribe is any gift, offer, transaction or promise, whether or not it has a monetary value, in order to receive new business or any inappropriate advantage over competitors. This could include a cash gift, a charitable donation, an offer of employment, and certain expenses for hospitalities.
- Offer a bribe or allow anyone acting on behalf of Tasnee to offer a bribe.
- Offer incentives or gifts to secure more favorable service when dealing with government employees or agencies.
- Provide government officers, their family members, friends or related parties, with hospitality, hosting, or gifts without express permission from the Legal department.
Anti-Bribery and Anti-Corruption

Employees and officers must watch for and report any of the following concerns:

- Abnormal or large charges for secondary items such as tips and gifts on supplier invoices.
- Petition from an outside party to contract with or employ a certain business or individual.
- A request for commission payments to a third party not directly associated with a particular transaction.
- Any hospitality, money, or gifts given to government agencies or officials. This includes political contributions or speaking fees, among other things.
- Offers in kind, of money, or of service that exceed nominal amounts or those allowed under Tasnee's guidelines for gifts and hospitality.
- Demands by government officials for fees or payments for expediting governmental services, or obtaining or retaining government business.
- Bribes or attempted bribes by employees or other agents working for Tasnee.
- Solicitations of bribes, cash, or inappropriate gifts by third parties, especially customers and suppliers.
- Strange charges or anomalies on an invoice that were not part of the transaction.

Questions & Answers

Q A government agency offers to grant you a contract for a project on which Tasnee made a bid only if Tasnee agrees to use a supplier owned by a relative of the Government agency’s director. Should you agree to contract?

A No. While government contracts often specify certain conditions, these types of conditions are outside formal contractual provisions, raise ethical concerns, and should be avoided. Corruption and bribery laws can have serious legal and financial consequences if contravened.

Q As an engaged member of your local community you serve on the board of a local faith-based charity. Can you casually suggest that one of customers contribute to this charity?

A No. Although your intentions may be pure, such a request might be interpreted as a solicitation of a bribe for special preference or advantage in pricing of products or services.

Q You have a long relationship with a supplier for Tasnee. One day they send you a basket of assorted fruits and candies during the holiday season. May you accept the gift?

A Relax. These types of gifts are common place in the business world and would not likely cause you to give them an unfair advantage over another potential supplier. It is important to sense the difference between bribes and standard gifts and common business hospitality.
COMPLIANCE REPORTING

- Speaking Up to Report Compliance Issues
TASNEE WORKING ENVIRONMENT

Speaking Up to Report Compliance Issues

Our Commitment

Violating the law, veering from Tasnee’s core values, and neglecting adherence to its Code of Conduct and Business Ethics can lead to serious consequences for Tasnee and its employees. Tasnee’s employees are foundational in ensuring the Company is compliant, and we absolutely prohibit reprise against them for raising actual or potential compliance concerns. Given their critical functions and perspectives, employees have the responsibility to not only act in accordance with these demands but also “police” them. When employees observe actions that conflict or challenge requirements they are to report them so resolution may be quickly enacted. Tasnee provides a mechanism by which employees may safely and effectively report compliance concerns.

Those receiving compliance concerns (managers, Human Resources, the Legal department, Internal Audit or Compliance Hotlines) through the proper reporting channels follow Tasnee Compliance Investigation Guidelines. The process may include (i) assessing the concern and assigning it to the party properly situated for investigating it based on their expertise and independence; (ii) investigating the concern through review of documents and discussions with affected individuals; (iii) suggesting actions to be taken by the appropriate individuals to resolve the concern; and (iv) reporting the outcome to the person who initially reported the concern, provided such reporting does not jeopardize Tasnee’s legitimate interests.

Do’s

- Report all compliance concerns that are believed in good faith to be legitimate to the proper Tasnee channels.
- Recognize the various internal channels for reporting compliance concerns, including your manager, Human Resources, the Legal department, Internal Audit or the Compliance Helpline.
- Communicate any perceived or real compliance concern. As the eyes and ears of the Company, you are in the best position to observe and draw attention to these issues.
- Cooperate if an investigation into a compliance concern ensues, and understand that any information you disclose (including your identity if you choose) will be held confidential to the extent appropriate by those resolving the concern.
- Follow up on an issue you have raised, and if it has not satisfactorily been addressed, advise your manager or the Legal department.
- Report compliance concerns as soon as possible. Tasnee wants to prevent noncompliance and immediately address it if it does occur.

Don’ts

- Retaliate against any person for reporting or cooperating with investigations of compliance concerns raised in good faith.
- Independently investigate a compliance concern. Use the reporting channels available to you to ensure that concerns are properly, professionally, and consistently addressed.
- Report concerns for the sole purpose of damaging someone’s reputation or employment status.
- Understand that we can report to you in regards to an issue you have raised if you identify yourself with your report. Also be aware of your legal right to report concerns anonymously, and that we will comply with laws restricting our ability to investigate anonymous tips, especially those in some European countries.
Speaking Up to Report Compliance Issues

Tasnee’s confidential Compliance Hotline can be accessed either through the internet or via telephone:

- United States Website: https://www.reportlineweb.com/tasnee
- All Other Countries Website: https://iwf.tnwgrc.com/tasnee

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<tr>
<th>Country of Origin</th>
<th>At&amp;T Direct Access Number</th>
<th>Compliance Hotline</th>
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<tbody>
<tr>
<td>Australia</td>
<td>1-800-881-011</td>
<td>001(877) 349-7496</td>
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<tr>
<td>Belgium</td>
<td>0-800-100-10</td>
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<tr>
<td>Brazil</td>
<td>0-800-890-0288</td>
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<td>France</td>
<td>0-800-99-0011</td>
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<td>Saudi Arabia</td>
<td>1-800-10</td>
<td>001(877) 349-7496</td>
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<tr>
<td>United Kingdom</td>
<td>0-800-89-0011</td>
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<tr>
<td>United States</td>
<td>Not Applicable</td>
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<tr>
<td>All other countries</td>
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Questions & Answers

How do I know if an issue is a compliance concern?

Err on the side of reporting any good faith issue you believe may violate the law or Company Policy. Those receiving concerns assume the responsibility for determining if it requires corrective action. It is better for Tasnee to have the chance to review an issue rather than not know it existed.

What are some examples of compliance concerns?

Examples of compliance concerns that should be reported include, but are not limited to, the resistance to cooperate in investigations of compliance concerns or a violation, request to violate, or failure to report a violation of laws, rules, regulations, or Company Policy.

REMEMBER

As a Company, Tasnee does not tolerate retaliation against anyone who raises an issue or concern in good faith. If you seek advice, raise a concern or report suspected acts of misconduct, you are complying with our Code and living our values.
The Code and all related policies and procedures are developed to meet the needs of the business and its employees. The Company reserves the right to alter, change, modify, replace, or discontinue the Code or related policies and procedures any time without prior notice for any reason. Nothing in the Code or related policies and procedures is intended to create a contract or alter any at-will employment relationship that may exist.