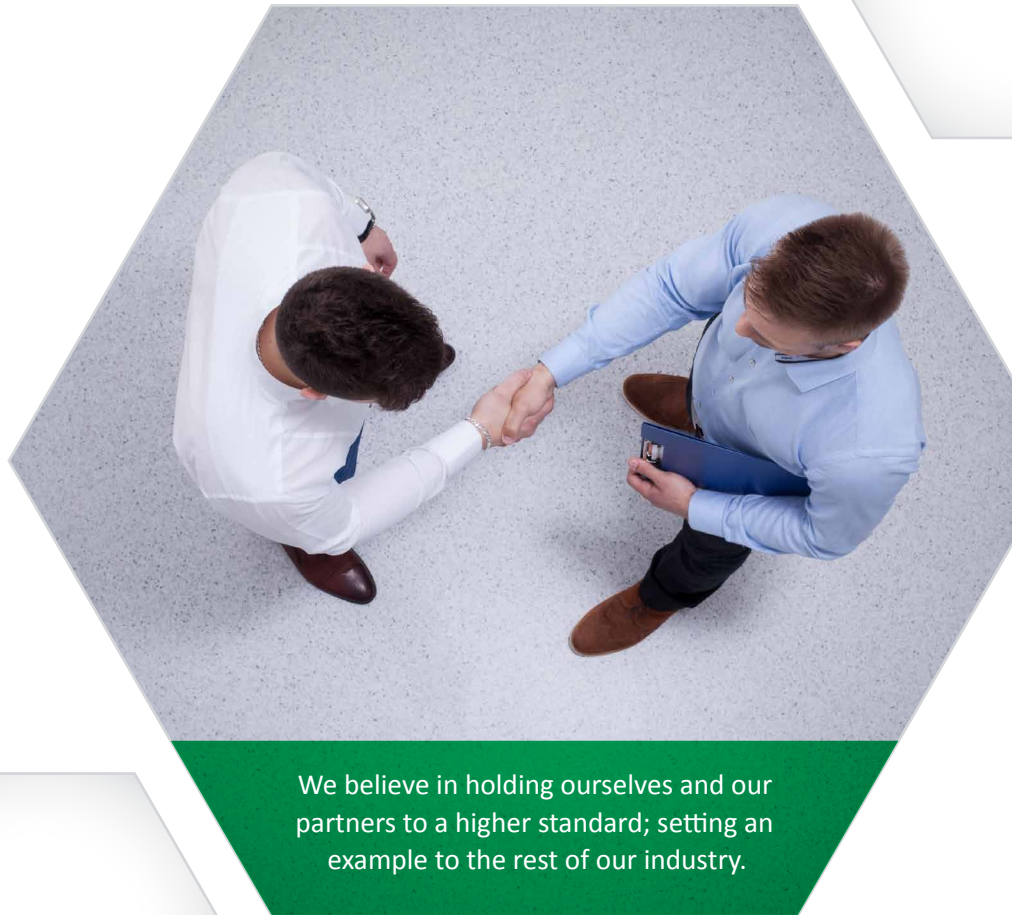


SUPPLIER CODE OF CONDUCT

Safety, compliance and sustainability are the foundation of everything we do. We are committed to conducting business ethically and responsibly.





BACKGROUND AND ACKNOWLEDGMENT

Nexeo Solutions' Corporate Sustainability program is our way of doing business that encompasses the consideration of ethical, social and environmental impacts in our sourcing and supply chain channels and other business activities. At Nexeo Solutions, we believe it is our responsibility to be a leading distributor, not only in the products and services we provide, but in how we provide them to our customers. For us, operating to ethical standards and being accountable for our impact to the environment and society drive our decision-making across our value chain.

Our Global Standards of Business Conduct is the cornerstone of our commitment to ethical and responsible standards and guides our behaviors. Additionally, our Human Rights Position outlines our specific commitment to the protection of human rights and fair treatment of people connected to our business. Our Corporate Compliance Policy outlines the ethical, regulatory and legal principles that we uphold.

As a distributor, we believe that long-term, trusting partnerships and collaborative relationships with our suppliers are founded in a shared set of values and standards, enabling us to achieve sustainable business growth. Nexeo Solutions therefore aims to ensure that our direct and indirect suppliers, vendors, sub-contractors, distributors, consultants and advisors (hereinafter, "Suppliers") adhere to certain standards of ethical conduct in the business activities they perform on our behalf. We expect Suppliers to share our values and commitment to operate in accordance with ethical, safe and sustainable business practices. This commitment and adherence to such practices by our Suppliers is an important component of our supplier evaluation, selection and development at Nexeo Solutions.

This Supplier Code of Conduct ("Supplier Code of Conduct") is an integral part of our relationships with our Suppliers and defines the standards, practices and behaviors we expect of each Supplier and its authorized representatives to uphold in the conduct of business on our behalf. It applies without exception to all Suppliers globally.





FAIR AND ETHICAL BUSINESS PRACTICES

Nexeo Solutions' believes that a business environment that is compliant with applicable laws, regulations and principles of fair and ethical practices is an essential foundation for sustainable, profitable growth. Therefore, the standards we require from Suppliers are as follows:

FAIR COMPETITION

We expect Suppliers to deal fairly with customers, their suppliers, competitors and employees. No Supplier should take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other practice involving unfair dealing. Suppliers shall comply with all applicable antitrust laws of the United States, competition laws of the European Union, and similar laws of the other countries where we do business, as applicable. Suppliers shall obtain information about competitors, competitors' products, customers, and their own suppliers ethically and legally. Theft or misappropriation of third-party proprietary information is prohibited.

ANTI-CORRUPTION

Suppliers shall maintain appropriate systems to ensure that they and all those they employ, whether directly or indirectly, are not involved in making or receiving bribes or improper payments. Specifically, Suppliers shall comply with all applicable anti-corruption laws, including but not limited to the U.S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act, as applicable. It is prohibited for Suppliers to offer, pay, promise to pay, accept, agree to accept, or authorize payment of any money or anything of value, directly or indirectly, to or from anyone, in order to secure or maintain an improper advantage, or to induce conduct that amounts to a breach of the expectation that a person will act in good faith, impartially, or in accordance with a position of trust. Prior to commencing business with Nexeo Solutions, Suppliers agree that Nexeo Solutions may conduct due diligence on their practices regarding anti-corruption, and Suppliers will cooperate with this process.



**PRIVACY**

Suppliers shall comply with all applicable laws which protect the privacy and confidentiality of personal data. Such information will only be used or disclosed in a manner consistent with applicable law.

PRODUCT STEWARDSHIP AND SOURCING

We expect Suppliers to provide quality products and services that add value for our customers and which can be used and processed in a safe manner. Suppliers shall therefore comply with applicable global, regional and local regulations concerning the stewardship of products. In addition, Suppliers will source raw materials and product components in a responsible way, taking into account relevant social and environmental considerations, so as to minimize negative impacts on people, communities, ecosystems and biodiversity.

EXPORT SANCTIONS AND TERRORISM ACTIVITIES

Suppliers will comply with all U.S. and EU export and import regulations, rules and sanctions, as well as applicable resolutions of the United Nations Security Council. Suppliers will, based on the locations of their operations, also ensure compliance with applicable local country law, sanctions and regulations.

SOCIAL AND LABOR CONDITIONS

The conduct of business in a professional and safe work environment that upholds equal opportunity and is free from violence, intimidation, discrimination and harassment is essential to ensure that people are respected and the business is protected from risk. Therefore, the standards we require from Suppliers in their own operations and throughout their own supply chain are as follows:

CHILD LABOR

Suppliers shall prevent any form of child labor consistent with the conventions of the [International Labour Organization](#).

INVOLUNTARY LABOR

Suppliers shall forbid slavery, forced or compulsory labor and human trafficking, as well as forbid bonded, indentured or prison labor at any point along the supply chain.

NON-DISCRIMINATION

We encourage Suppliers to embrace the principles of diversity, inclusion and equal opportunity in the workplace and provide supportive work environments for their own employees and those engaged by sub-contractors. Suppliers shall not tolerate discriminatory treatment of any employee based upon race, national origin, gender, age, physical characteristics, social origin, disability, union membership, religion, family status, pregnancy, sexual orientation, gender identity, gender expression or any other characteristics that are protected under applicable law.

FAIR TREATMENT

Nexeo Solutions does not tolerate harassment of our employees by any Supplier(s) with whom employees come into contact while conducting business. Suppliers shall ensure their employees are trained and educated in appropriate standards of behavior with respect to employees of Nexeo Solutions. Similarly, we expect Suppliers to provide their own employees with a workplace free of harsh and inhumane treatment that prohibits sexual harassment, sexual abuse, corporal punishment or torture, mental or physical coercion or verbal abuse of employees, or the threat of any such treatment. Suppliers shall, in all cases, ensure appropriate grievance mechanisms exist for employees to address issues affecting them and their employment with the company.



**WORKING HOURS, WAGES AND BENEFITS**

Suppliers shall comply with all applicable laws and regulations governing the hours of work, rest, compensation and benefits for all those in their employ in all countries of operation. In cases where the law is not explicit, we expect Suppliers to protect the rights of employees and ensure employees are provided with fair compensation that provides an adequate standard of living for employees and their families. Specifically, these provisions should include, but are not limited to: ensuring working hours for Suppliers' employees (including overtime) do not exceed the maximum set by applicable laws; ensuring compensation is compliant with applicable wage laws and avoiding deductions from basic wages as a disciplinary measure. In addition, we expect Suppliers to ensure employees are informed of their entitlements, are paid on time, and are provided with relevant training and development opportunities.

HEALTH, SAFETY, ENVIRONMENT AND QUALITY

Protecting human health and the environment are essential elements of responsible business. This is a core element of what we believe will support business continuity and contribute to global sustainable development. Therefore, the standards we require from Suppliers are as follows:

Suppliers shall:

- Conduct their business in compliance with applicable laws, regulations, and industry policies and practices
- Implement work practices to protect the environment and prevent personal injury or property loss
- Identify opportunities to continuously improve environmental, health and safety performance
- Immediately report actual or potential environmental, health, safety or security issues to the appropriate authorities and, where appropriate, Nexeo Solutions

OCCUPATIONAL HEALTH AND SAFETY

Suppliers shall provide their employees with a safe and healthy working environment, protecting them from chemical, biological and physical hazards in the workplace. This includes maintaining appropriate controls, safe work procedures, prevention practices, and training of employees to mitigate health and safety risks.

Explicitly, as a minimum, we expect Suppliers to provide:

- Occupational health and safety training for all employees, as applicable to employees' responsibilities in the operations
- A formal reporting system for recordable accidents and injuries
- Appropriate insurance for injuries sustained on the premises or in the course of work
- First aid facilities and safety equipment appropriate to the work being performed
- Clean and safe facilities with access to potable water, adequate heat and ventilation, and fire and emergency equipment and procedures





ENVIRONMENTAL PRACTICES

Suppliers shall comply with all applicable environmental laws and regulations in all countries of operation. Specifically, Suppliers shall maintain systems and procedures to ensure safe handling, movement and storage of materials; recycling, reuse and management of waste; and control of air emissions and wastewater discharges, including systems to prevent or mitigate accidental spills and releases into the environment. We expect that Suppliers will adopt plans to monitor and improve their impacts on the environment on an on-going basis.

QUALITY

Suppliers shall provide products and services conforming to the quality specifications defined in supply contracts with Nexeo Solutions or otherwise set forth on Nexeo Solutions' purchase orders and in compliance with applicable laws and regulations. Furthermore, Suppliers shall maintain evaluation and reporting systems to address quality concerns and manage quality issues. Suppliers shall work with Nexeo Solutions to conduct appropriate quality testing and evaluation when concerns over quality are reported for any products or services provided to Nexeo Solutions by its Suppliers.



GOVERNANCE AND MANAGEMENT

Nexeo Solutions holds Suppliers accountable for operating in accordance with the Supplier Code of Conduct and communicating the Supplier Code of Conduct to its employees, agents and representatives, and throughout its supply chain. We expect that Suppliers will maintain appropriate risk management systems, proper documentation and employee training to adhere to the requirements stated herein.

We encourage Nexeo Solutions' employees, Suppliers' employees, customers or other individuals to report observed or suspected breaches of this Supplier Code of Conduct confidentially to our Legal Department. We do not authorize or permit any form of retaliation against an employee or other person who reports, in good faith, any suspected misconduct or failure to uphold these standards.

Contact the Legal Department:
compliance@nexeosolutions.com

Nexeo Solutions shall request suppliers to certify or to re-certify acknowledgment and agreement to uphold this Supplier Code of Conduct by an appropriate senior supplier representative with valid signatory authority on a periodic basis.





AGREEMENT TO UPHOLD NEXEO SOLUTIONS' SUPPLIER CODE OF CONDUCT

I, an authorized representative of _____ acknowledge receipt of Nexeo Solutions' Supplier Code of Conduct and have read and understood the provisions contained therein. On behalf of _____, I agree to uphold the requirements of the Nexeo Solutions' Supplier Code of Conduct and meet all expectations contained therein, to our best ability, or provide our own Code of Conduct equivalency. I further commit to informing all appropriate management, staff, and employees of my company of the principles of the Supplier Code of Conduct and ensuring that each individual knows his or her responsibility to uphold its provisions in his or her daily work.

Furthermore, I agree that all other representatives or third-party intermediaries of _____ will be informed of our obligations and commitments under the Nexeo Solutions' Supplier Code of Conduct and will be expected to apply similar standards in their business with my company.

AUTHORIZED SIGNATORY NAME (PLEASE PRINT)

Signature: _____

Date: _____

Title: _____

Company Name: _____

Company Address: _____
