

# OUR CODE OF BUSINESS CONDUCT AND ETHICS



IMERYS

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## MESSAGE FROM THE CEO

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### **Dear colleagues and partners,**

Our Code of Business Conduct and Ethics spells out the general principles of conduct that everyone at Imerys should respect – every day, everywhere, and in every role.

Our Code asks much more of each of us than a list of required behaviors or simple adherence to the laws and regulations of our host countries. It empowers all employees to take positive steps and lays out a roadmap based on the most demanding international codes of corporate conduct. This pledge is a significant part of our efforts to assure employee health and safety, talent development, diversity and inclusion and to respect human rights within and beyond our Group.

The Code is an expression of our collective duty of care for our planet in the way we respect environmental laws and take action to preserve and enhance our global environmental stewardship. It lays the foundation for building the future together with our stakeholders and value-chain partners through ethical behavior and fair operating practices. It highlights the value we place in engaging with communities and demonstrates that promoting sustainable products and technologies is central to our business.

By conducting our business based on such a firm foundation we give our customers and all our other stakeholders confidence and show our reliability and sustainability as business partners and corporate citizens.

The Code puts a big emphasis on each of us showing proactive leadership, as ethics are demonstrated daily – and not just put on the shelf. Such leadership is essential to making this Code a living, respected document; each of us has a role to play every day in turning our words into actions.

It is only through ethical business leadership that we will be seen as a leader in all aspects within and beyond our industry. We can only achieve this if we share the same ambition, culture, values, behavior and engagement, and recognize that ethics, safety, sustainability, innovation and profitability all go hand in hand.

Please read this Code carefully and make it part of the way you work. Together we must make sure that this Code is a real catalyst for our shared sustainable success.

Sincerely,

A handwritten signature in blue ink, appearing to read 'Alessandro Dazza', written over a light blue horizontal line.

**ALESSANDRO DAZZA**

February 17 2020



## UNDERSTANDING AND USING THIS CODE OF BUSINESS CONDUCT AND ETHICS

**This Code brings together the fundamental principles that illustrate our common commitment to integrity in our daily professional behavior. It sets out the standards of conduct that should motivate each of us as employees of the Group, as well as our partners and suppliers.**

**It provides us with clear guidance to ensure that we all comply with all applicable national as well as international laws and regulations.**

**For Imerys as a multinational enterprise, it is essential that the principles as well as best practices of ethical business conduct are supported by concrete and effective tools like this Code and that they are managed by a dedicated organization.**

## What is covered

This Code is a document based on respect – for law, for ethics, and for all of our stakeholders, both internal and external.

- Assuring the health and safety of all employees and of all those with whom we work.
- Demonstrating compliance with all applicable laws and regulations.
- Ensuring that our practices reflect the highest standards of integrity, responsibility, and respect of our partners.
- Respecting human rights.
- Encouraging employees to develop their talent, expertise and know-how to the fullest expression.
- Fostering diversity and inclusion.
- Supporting the development of the countries in which we operate.
- Committing to the highest international standards of environmental protection and taking actions for sustainable development.

## Who is covered

All Imerys employees, including those of its subsidiaries, all those holding positions of trust and responsibility with Imerys, as well as those who do business with us are expected to respect this Code and the principles of ethical conduct on which it is based. Managers at Imerys have a particular responsibility to ensure its daily application because it covers all operating units in their business plans and decision making.

In addition to Imerys employees, those covered include Imerys-controlled joint ventures, Imerys suppliers, agents and other comparable long-term business partners.

**This Code is the product of a wide consultation process and is reviewed regularly.**

## A living document

This Code is the product of a wide internal consultation and was reviewed by the **Group Compliance and Ethics Committee**. It was approved by the Group's Chairman and the Chief Executive Officer. This Code is reviewed regularly and may be amended from time to time to ensure continuous improvement.

Our objective is to make sure that our Code reflects the most up-to-date and helpful guidance on ethical conduct for the company as a whole, as well as for each of us in our daily work, wherever we may be located.

We are all expected to be familiar and comply with its requirements. Awareness and training programs to ensure understanding and compliance with this Code are offered to all. If you are uncertain about any content of this Code, you should ask your manager or the local representatives of Human Resources, Legal or Internal Audit departments.

**Training is provided to help managers and employees to understand and practice the Code and the business conduct standards on which it is based.**

## A guidebook to practice our commitments

This document is not to be read once and then forgotten. It is a living document that empowers you to practice the highest standards of business conduct and ethics. It is only through our individual and daily respect for its principles and its guidance that we will assure the ethical leadership of our company as a whole.

It can help you do the right thing, which sometimes takes courage in complex and sensitive situations. All of the elements are here to guide you to respect the laws, regulation, and ethical principles that we uphold worldwide.

Our business partners are asked to follow its principles as well. This allows all of us to share the standards of integrity and transparency, and respect for all relevant laws and regulations.



## OUR COMMITMENTS

**By applying the principles of this Code, we demonstrate our respect for the world in which we operate. We are committed to our role in society and to meeting our obligations to the countries and to the communities in which we do business. In this way, we contribute directly to sustainable development.**

### **Respecting the world in which we operate and the relationships we have with others**

We depend on the relationships we have, we respect the countries and communities in which we operate, and we want them to benefit from our presence. It is only by demonstrating respect for law and ethical behavior that we can expect to continue to be seen as trusted partners and positive actors in communities worldwide.

We care about the consequences of our decisions, large and small, on those around us. This includes impact on human rights, health, safety and the environment. This is a matter of self-respect, of respect for our planet and of respect for others.

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Use this Code and make ethics part of your daily work.

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### **Leading global agreements are the sources of our social and environmental standards**

We believe that high standards for social and environmental behavior in all of our businesses are essential to achieve the financial as well as the non-financial goals of the Group.

So we have based our Code on best practices recognized internationally. These include the guidance and principles from the following leading global agreements, among others:

- [The United Nations Global Compact \(UN GC\)](#)
- [The United Nations Sustainable Development Goals \(UN SDG\)](#)
- [The United Nations Guiding Principles on Business and Human Rights](#)
- [The Organization for Economic Cooperation and Development \(OECD\) Guidelines for Multinational Enterprises](#)
- [The OECD Due Diligence Guidelines for Meaningful Stakeholder Engagement in the Extractive Sector](#)
- [The International Labor Organization \(ILO\) Fundamental Conventions](#)
- [The French Business Climate Pledge](#)
- [The act4nature Business Commitments for Biodiversity](#)



These international agreements and standards include the principles of Corporate Social Responsibility as a means to contribute to sustainable development.

To demonstrate Imerys leadership as a responsible corporate citizen worldwide, we aim to fully align with and contribute to the United Nations Global Compact and the United Nations Sustainable Development Goals.

This Code reflects our commitment to this objective in three key areas:

- **empowering our people** through proactive talent and career development, and assuring our safety, health and respect for human rights;
- **caring for our planet** through actions that address climate change and contribute positively to sustainable environmental stewardship;
- **building for the future with all of our stakeholders** through irreproachable business conduct, constructive engagement with them, and sustainable, innovative product management.

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The best practices and standards behind this Code serve all stakeholder interests and our commitment to leadership in Corporate Social Responsibility.

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The Code is designed to take into consideration all stakeholders interests which include:

- **for our employees:** ensuring safe practices for a healthy, fair, inclusive and respectful work environment that fully respects human rights and labor laws; encouraging professional development; achieving environmental excellence to ensure our acceptability and the sustainability of our business;
- **for our communities:** maintaining good relationships with our neighbors based on transparent communication and creation of value within the local socioeconomic context;
- **for our customers and shareholders:** fostering quality customer relationships; developing leading products and technologies that are environmentally safe and ensure the efficient use of mineral reserves; adopting clear and regular information flow to shareholders; and
- **for our economic partners:** ensuring that agents, representatives, consultants, suppliers, business partners or other third parties working with us act according to this Code and apply similar standards and commitments to integrity, fairness and ethical behavior within their own operations and in their respective supply chains.

The details and specific expectations of all our suppliers are described within the **Imerys Supplier Environmental, Social and Governance Standards**, which are accessible on the Imerys' website: [www.imerys.com](http://www.imerys.com).

## Compliance with laws and regulations

Compliance with the law is the foundation of our ethical behavior. It is only through faultless compliance by each individual and business entity that Imerys itself will be in compliance.

The guidance provided by the Code is particularly important as our global operations are subject to the laws and regulations of many countries as well as those of supranational organizations, including the European Union.

As Imerys is a French publicly listed company, we comply with all applicable French laws as well as with all applicable domestic laws of the countries in which we do business – either directly or indirectly. Moreover, around the world customs and laws vary widely, and may conflict with one another. Even if we are operating in a country where local laws or common practices are not as strict as those set out in this Code and our company policies, we expect all those covered by it to act according to our highest standards.

The laws of some countries may impose requirements or prohibitions that go beyond those contained in this Code. In such cases, we comply fully with such local requirements. Any local exceptions to this Code must be presented to and approved by the Group General Counsel before they are implemented.

By setting the highest standards, we know that we will be compliant with the most demanding of laws and regulations worldwide.

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Imerys sustainable leadership requires exemplarity in ethical business conduct.

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## HEALTH AND SAFETY COMES FIRST IN THE WORKPLACE

**Empowering our people begins with ensuring health and safety as core values within our Group. That is why this Code supports our individual empowerment, proactive leadership, training and accountability to reach the shared objective of an injury-free workplace.**

Respect for one another means respect for the health and safety of each of us. Everyone's behavior contributes to an injury-free workplace, which is why we require full compliance with our safety protocols as well as all applicable local health and safety laws and regulations across Group operations. We are committed to continuously improve our health and safety systems and work together in partnership with employees, contractors, visitors and the communities in which we operate. We are likewise committed to ensure that all industrial risks are carefully assessed and robust prevention programs are put in place.

### **Leadership, training and participation are key**

Building a proactive safety culture is important to us. It is both an individual and shared responsibility that requires visible leadership and training as well as participation by everyone in the workplace. We are all required to respect rules and procedures, proactively report unsafe conditions to ensure the appropriate corrective action are put in place. Employees in senior leadership positions have the particular responsibility to lead by example and ensure that health and safety principles are never compromised.

### **The well-being of employees is the basis of the well-being of our business**

We strive to protect physical health and well-being in the workplace not only because it is the right thing to do out of respect for all employees but because we recognize that a healthy workforce also contributes to business success. We are committed to reducing cases of occupational illness year on year through a better identification, evaluation and control of workplace exposures.

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**Imerys requires that respect for the highest standards of health and safety are our shared commitment worldwide.**

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## INTEGRITY AND THE HIGHEST STANDARDS OF INDIVIDUAL PROFESSIONAL CONDUCT

**Acting ethically is not just about complying with the formal laws and regulations that govern our business. It is also about following the highest standards of quality and personal integrity, including fair dealing with third parties. This helps us make informed and objective business decisions and avoid unintentional violations of laws and company policies.**

### **Employee responsibility and leadership as the foundation of our ethical system**

It is clear that each of us at Imerys must always follow the laws of the countries in which we operate. And our individual professional behavior should show respect toward each other and to all of our other stakeholders including customers, suppliers, agents, shareholders, and the communities where we work. The respect we show for our stakeholders will only maintain and enhance their trust and confidence in us. Beyond that, we all can be leaders in ethics; we should all know, develop, and demonstrate leadership in our daily activities. We should lead by example with a clear sense of ethics, tolerance, openness and frankness. There is simply no place for inappropriate behavior or for any form of discrimination.

### **Avoiding conflict of interest**

We all need to be careful to avoid even the appearance of a conflict of interest. This includes undertaking any other work. If there is any doubt, you should discuss the question with your managers.

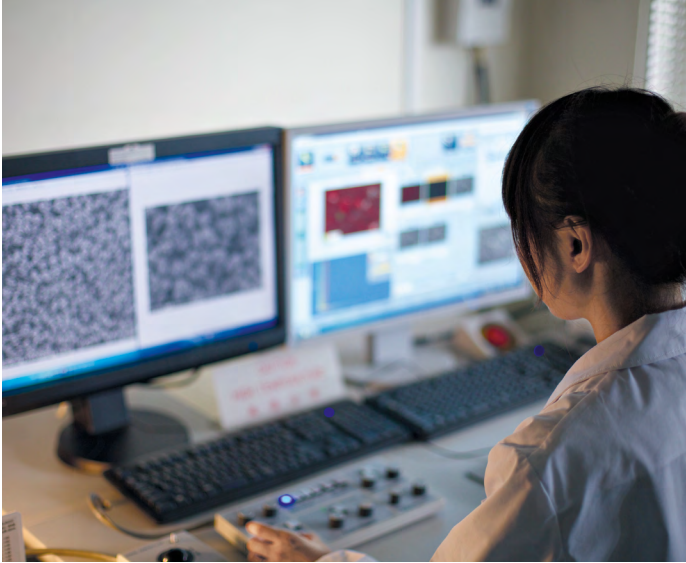
We also need to be on the watch for situations where our personal interests could be impacted – either positively or negatively – by the interests of Imerys and its stakeholders.

It's not only employees who are covered by this requirement. Anyone connected in any way with Imerys including Directors and officers as well as people involved in partnerships and joint ventures with the Group should be vigilant and transparent in disclosing any new situations that could generate a conflict of interest.

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Each employee has a daily role to play.

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### Imerys stock transactions

All of us, as employees and all others connected with Imerys, also have a legal and ethical responsibility to avoid profiting from material or inside information<sup>(1)</sup> that is not publicly available<sup>(2)</sup>.

All of us, as well as members of our family, must not purchase or sell Imerys stock or publicly traded options on Imerys stock if we have knowledge of inside information.

It is also illegal to pass on material or inside information to someone else, whether or not that person acts to buy or sell stock and even if that person does not profit from inside knowledge of Imerys business activities.

### Using Imerys assets

We are all responsible for the proper use of the Group's assets and resources, and their protection through respect for Group policies.

Imerys assets, of course, are intended for our professional use on the job. They include information, technology and communication resources such as telephones, e-mail, voice mail and Internet access. Reasonable personal use of information, technology and communication assets may be allowed, in line with the specific policies of each organization in the Group and in respect of privacy.

Imerys recognizes its responsibility to review the information contained within its communication devices and we are all required to cooperate when necessary to facilitate access to such information on the Group devices we use. Imerys will take all reasonable steps to avoid reviewing personal, non-business-related communications in protecting those communications assets.

As a Group, we use a wide range of standard business security tools and methods to protect our employees, business, and assets. These tools include Internet web filtering, anti virus, messaging and collaboration services that use logs, audit and reporting capabilities. They may be used to identify threats, block suspicious network traffic, troubleshoot, or manage network bandwidth and they may be necessary to comply with local regulations.

All those who use Imerys assets have a duty to protect them from any deterioration, alteration, fraud, loss or theft, and must not bypass the security solutions on any equipment provided by the Group.

### Confidential information and intellectual property

Confidential information is highly valuable property. It is a Group asset that includes intellectual property such as patents, trademarks, trade secrets and know-how. It also includes internal strategic, financial, technical or commercially sensitive information as well as information related to personal data and human resources.

Confidential information also includes information about handling of tools or systems and information entrusted to us on a confidential basis by third parties.

We all are responsible for protecting proprietary information and ensuring that it is used properly and shared only with other authorized persons to prevent any accidental, unauthorized or unprotected disclosure. We must take care to avoid unauthorized disclosure of it to third parties, such as customers and other business associates as well as in our conversations and activities outside of our workplace.

(1) Material or inside information means any information that could reasonably be expected to affect the company's stock price. Examples of material or inside information include knowledge about unannounced marketing plans, new product releases, financial data, changes in dividends or earnings, large liabilities or litigation, mergers or acquisitions, senior management changes or business strategies.

(2) Information is only considered to be publicly available if it has been effectively disseminated in a way that ensures that it is broadly available to the investing public.

## Personal participation in politics

We do not discourage participating on a personal basis in the political process. However, no one should claim that they represent the company in such personal activity.

## Personal use of social networking and third-party websites

Any personal participation online, including in personal social networks, should also avoid any claim that each employee is representing Imerys in any way.

**We all need to be alert to any violations of this Code.**

## The importance of acting on improper conduct

### The critical importance of reporting behavior of concern

A robust and effective code of conduct, one that is respected by all, requires actions that demonstrate that our standards are being upheld. So while it can take courage to raise concerns about wrong doing, reporting violations of this Code is essential to protect the Group and all of its stakeholders' interests. Issues raised will be investigated and handled carefully, with respect for the rights of all involved individuals.

### Escalating reporting as needed

If you receive information or otherwise develop a good-faith belief that a violation of this Code is occurring or has occurred, you should report promptly to your manager or to a representative of the Human Resources, Legal or Internal Audit Departments. You may also seek advice from them if you are uncertain about how to handle a situation that is covered by this Code.

If there is no satisfactory response to a good-faith report of a suspected violation, you should feel free to raise the issue with another individual, including one at a higher level. Reporting suspected violations can also be done through a [whistle-blowing hotline](#) which is secure and confidential.

## No penalties for good-faith reporting

No one will be penalized for having reported a good-faith belief concerning a possible violation of this Code even if, after investigation, no violation has been found.

## Investigating and taking action on improper conduct

Reported violations that are serious enough to be a legitimate violation of this Code will be investigated by Imerys in order to identify their cause and to implement appropriate remedial actions. If, after a fair investigation, including an opportunity to be heard, a violation of the Code has been determined, disciplinary action may be taken, including termination of employment, in accordance with local laws.

Full recovery of any funds or assets will be required in the case of such violations and, if appropriate, the Group may take further legal action including criminal proceedings as provided under law.

**The way we act is a daily test of our ethical principles as individuals and as a Group.**





## GOVERNING AND MANAGING FOR INTEGRITY AND TRANSPARENCY

**Building for the future starts with good governance.  
Imerys' Corporate Governance, accountability and responsibility  
reflect the highest standards of integrity and transparency.**

### Corporate Governance

Our governance structure follows best practices from the leading international codes of good corporate citizenship.

The composition of Imerys' Board of Directors is made up of a mix of representatives of main shareholders and of independent members. This provides a balance of innovative thinking with business knowledge and experience. All Directors fully disclose their ownership interests in Imerys.

We are committed to provide all the information directors require to discharge their duties and responsibilities fully and effectively. The Directors have established Board Committees, which are fundamental to good Corporate Governance. They include the Strategic Committee, the Nomination and the Compensation Committees, and the Audit Committee.

### Transparency in reporting

We are committed to transparency toward our shareholders, toward all of our direct stakeholders, as well as to financial markets and to the public in general. We provide all information required by law where we

operate. The accuracy of all the information we report is verified internally and, when appropriate, by independent third parties.

We provide clear, timely and important information through our annual report, our own websites and through the media consistent with good governance and protection of strategic and commercial confidentiality. This includes detailed information about objectives, operations, governance, risks, controls, and performance. Our website, [www.imerys.com](http://www.imerys.com), is continuously updated to provide information to all of our stakeholders and to the public at large. This includes all significant corporate news, including financial results and announcement of acquisitions or divestitures.

### Internal controls for accuracy in financial statements

Our financial statements and corporate reports provide a true and fair view of our activities. We approach financial and non financial matters with similar rigor.

Our internal control systems are designed for compliance with applicable laws and regulations and as such our financial information gives an accurate picture of our results.



### Internal controls for responsible use of assets

Our internal control systems aim to assure that company assets will be used only according to management directives and policies. This is consistent with responsible assessment and mitigation of risks to provide reasonable assurance against material misstatement or loss.

We prepare financial statements using careful judgment, in accordance with accepted and appropriate accounting principles, and the highest ethical and professional standards.

This means never hiding, altering, falsifying, or disguising the true nature of any transaction. It is also unacceptable to exaggerate, make derogatory remarks, engage in guesswork or inappropriately characterize people or companies in any form of reporting or communication.

We are all responsible for making sure that records are retained or destroyed according to local laws, as well as in line with Imerys policies that govern record retention.

Transparency is a sign of our commitment to high standards of Corporate Governance.

### Maintaining business records

Good management is built upon objective analysis and controls, which requires a flow of reliable information throughout the company, taking care to respect confidential information.

So every Group entity is required to keep honest and accurate business records. This is the basis for responsible and informed business decisions and for legal, financial, regulatory reporting.





## RESPECT FOR THE INDIVIDUAL

**Each employee should be considered  
as contributing to the business success  
of Imerys and to the positive values  
of its community.**

### **EMPOWERING OUR PEOPLE: RESPECTING, ENCOURAGING AND VALUING EACH INDIVIDUAL**

We aim to ensure that, by following our principles, our presence fosters sound relationships and avoids civil conflict wherever we do business.

#### **Human rights as a value**

##### **Respecting international conventions**

We respect internationally recognized human rights, as set out in the [Universal Declaration of Human Rights](#) and the [International Labor Organization's \(ILO\) Fundamental Conventions](#). We conduct our business in a manner that respects the human rights and dignity of all people, including our employees, contractors and suppliers, and the communities where we operate.

##### **Taking action to demonstrate our human rights principles**

We recognize our responsibility to respect human rights, avoid complicity in human rights abuses, and provide access to remedy to communities, as stated in the [UN Guiding Principles on Business and Human Rights](#). We are fully engaged to take effective measures to end discrimination and to eradicate child labor and forced labor.

#### **Talent and skill development**

Talent and skill management can help empower people for employment and support their overall health and well-being. It is also a key to maintaining an innovative, engaged and motivated workforce.

We recognize our responsibility to support the skill development, both technical and managerial, of our employees at all levels. So we offer to our employees a broad range of training and development programs.

We are committed to paying special attention to basic skills development including reading, writing and calculating where needed, strengthening our operations and building literacy, a skill to empower people.



## Diversity and inclusion

Encouraging diversity within our teams is one of our most important commitments. The diversity of our workforce is also one of our greatest strengths. We aim to embrace this diversity and create a culture of inclusion where each employee is valued for his or her knowledge, skills, experiences, and culture.

We encourage fair employment practices worldwide and offer equal opportunity to all employees.

## Mutual respect and prohibition of any form of harassment or discrimination

We expect that all of us treat each other in a professional manner, based upon mutual respect, trust and individual dignity.

We do not tolerate any discrimination in any form toward our employees, contractors or candidates for employment. In keeping with this commitment, we strictly prohibit sexual or any form of harassment or

discrimination of any kind, including gender, age, nationality, religion, sexual orientation, marital, parental and family status, ethnicity, disabilities, political or trade union affiliation.

## Social dialogue

We constantly strive to build fair, transparent, and constructive relationships with our employees and their representatives. We respect the rights of our employees in all our operations to form or join trade unions and enter into collective bargaining agreements.

We also respect individual or collective employee freedom of expression in accordance with the applicable laws and regulations. We respect their ability to make an informed decision, free of coercion, as the law provides.

Each person is a valued member of the Imerys community and deserves equal respect and equal treatment.





## RESPECT FOR THE PLANET

**The future of our planet and its people  
will determine our future as a company.  
We want to be seen as positive  
actors toward both.**

### **CARING FOR OUR PLANET: PROTECTING THE ENVIRONMENT AND ACTING AS RESPONSIBLE ENVIRONMENTAL STEWARDS**

With operations in across the globe, we understand the importance of respecting the environment.

We aim not only to comply with applicable environmental laws and regulations, but to go beyond the minimum required to protect the planet through sound environmental stewardship.

Continuous improvement in environmental performance forms an integral part of our actions for sustainable development. Through robust environmental management, we seek to assess and reduce environmental risks and continually improve control measures to reduce adverse environmental impacts of our operations.

We aim to reduce the Group environmental footprint and ensure the sustainability of our operations. To do so we apply advanced technologies and promote operational excellence to maximize the sustainable use of raw materials and other natural resources, such as minerals and water.

We are committed to integrate considerations for our natural environment in our strategies and business models, and to take concrete action to bring solutions for the conservation of biological diversity, its restoration, its sustainable use and an equitable use of benefits it provides in conservation with our stakeholders. We have outlined this commitment in [The act4nature Business Commitments for Biodiversity](#)

To the same effect, we are committed to contribute to reduce the impacts of climate change in line with our engagement in the [French Business Climate Pledge](#). We believe in the acceleration of the transition to a low-carbon economy as the best lever for sustainable economic growth. To achieve this we are committed to action and to a climate change strategy that will cover every domain: organization, equipment, methods, technology, supplies, transportation, and renewable energies. We also place our innovation capabilities at the service of a low-carbon economy and support our customers in this transition.

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**Sustainable development of our planet  
requires our positive actions.**

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## RESPECT FOR OTHERS

**Both Imerys and our external partners and stakeholders can build for the future together through positive engagement. This requires transparency, ethics, and integrity based on the most demanding and sensitive principles and practices.**

### **BUILDING FOR THE FUTURE: ENGAGING WITH STAKEHOLDERS FOR LONG-TERM SUSTAINABILITY**

#### **Engaging with local authorities**

As a leader in mineral-based specialties for industry with operations around the world, we believe that our engagement with public authorities can play a constructive role in the public decision-making process. Any lobbying activities that we undertake must fully reflect the ethical values of this Code. Contributions to political parties, politicians or political institutions are totally prohibited <sup>(3)</sup>.

#### **Engagement with local communities**

Working around the world, Imerys operations and employees become a part of their local community and are seen as representatives of the whole Imerys

Group. So our ethical behavior will maintain the trust and confidence of our neighbors and local business partners.

We seek to contribute to the socioeconomic development of the communities surrounding our operations, by sharing our talents and skills, particularly to support education and literacy.

#### **Applying human rights principles in the communities where we operate**

We respect and support the dignity, well-being and rights of our employees, their families and the communities in which they live, as well as others affected by the Group's operations.

We look for opportunities to support positive efforts to promote broader understanding of human rights values, especially in relation to the local communities in which we operate.

In line with the [Voluntary Principles on Security](#)

(3) "Contributions to political parties, politicians or political institutions" mean any gift, loan, advance or deposit of money or in kind or service of value, made to fund the activities of a political party, political organization or political candidate (as well as members of their families and entourage). Such activities include any election for national, federal, country, state, province, municipal or local office, or a political ballot initiative (e.g. a referendum) or other fundraising activities in support of a political party, political organization, or political candidate.



and Human Rights, we seek to work constructively with governments and security forces to encourage respect for the human rights of individuals and communities by those who secure our facilities.

### **A high level of care in transactions with sensitive countries**

All of us must comply with all applicable regulations wherever we do business, including regulations covering embargoes, economic sanctions, export/import control, trade and anti-boycott regulations.

In particular, sales and purchase teams must carry out careful reviews before accepting a customer order or placing a purchase order, to make sure that commercial transactions with Imerys are not made with prohibited countries, in prohibited areas of business and/or to the benefit of blacklisted individuals or companies.

### **Promotion of full and fair competition**

Our commitment to fair and ethical competition means that we do not win business or seek to maintain any customer relationships by acting illegally or competing unfairly. We comply fully with laws and regulations on anti trust and fair dealing with customers, suppliers and competitors and respect their rights.

No one may propose or accept any kind of agreement or understanding with any competitor that may restrict full and fair competition for the sale of products or services in any way. This includes fixing or controlling prices; rigging bids; allocating products, markets or territories, or limiting the manufacture, sale or production of any product or the provision of any service.

Whenever we are involved in trade association activities or in other situations where there is communication among competitors, customers or suppliers, we must be especially alert to anti trust limitations on these communications and joint activities.

### **Avoiding improper payments and business gifts**

We forbid payments or any gifts or invitations of value to French or foreign public officials to obtain or retain business or to secure some other business advantage for the company.

We also forbid payments or any gifts or invitations of value to anyone in the private sector aimed at encouraging the recipient to violate a duty to his or her employer.

### **Fair and uniform rules of open competition**

We are committed to competing solely on the basis of the quality of Imerys products and services.

We do not condone any form of bribery and respect all anti-bribery and anti-corruption laws, in every country in which Imerys operates. This covers all illegal payments to influence a judgment about our products and services, create an improper business-related advantage, influence the timing of business transactions or harm the reputation of Imerys through bribery or corruption.

For the same reasons, no one at Imerys may accept a payment, gift or invitation, from a business partner or anyone else, that could have even the appearance of influencing their decisions or duties to the company.

### **Facilitation payments**

Facilitation payments are unofficial small payments made to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment is legally entitled. They may be illegal in some countries and localities.



We strongly discourage facilitation payments even when not prohibited in the jurisdiction where they may be made. This is an example of our commitment to leadership in safeguarding ethical business conduct wherever we operate.

However, we recognize that employees may be confronted with extreme circumstances, where refusal of such payments may expose Imerys employees, agents or business partners to risk to their health, safety and security. When a facilitation payment is made under such circumstances, it must be accurately accounted for in the books and accounting records.

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**Treating others with the highest sense of ethics is fundamental to our long-term performance.**

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## Preventing and detecting corruption risks

All Imerys employees and associates must conduct themselves in a manner completely beyond reproach and comply with Imerys' measures to prevent and detect corruption when carrying out their duties. These measures are set out in the Imerys anti-bribery policy.

The Imerys Group, the parent company of which is based in France, is subject to the provisions of the French "Sapin 2" law of December 9, 2016. The Imerys antibribery policy serves as its antibribery code of conduct within the meaning of Article 17, II, 1° of this law.

The antibribery policy defines and illustrates the corruption and influence peddling situations which Group employees or associates may encounter when carrying out their duties. It explains the kind of behavior that is forbidden and references the Group internal policies and procedures: the recruitment policy, whistleblowing policy, gifts and hospitality procedure and conflicts of interest procedure.

The antibribery policy can be found in the Blue Book, and is thereby accessible to all employees and associates of every Group entity. It has been translated into the Group's main working languages.

The antibribery policy also forms part of the Internal rules (*Règlements intérieurs*) of the Imerys Group's French entities.

Code	Date	Version	Description of Revisions
BC-CO-01	5/10/2018	8	Major revisions of document
BC-CO-01	17/02/2020	9	Minor updates
BC-CO-01	01/12/2020	10	Updates on antibribery

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