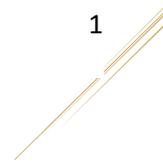


**COPPERHEAD
CHEMICAL
COMPANY®**

**Code of Conduct
and Ethical Standards**



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A. Introduction

This *Code of Conduct and Ethical Standards* is intended to provide Copperhead employees and its management with the information they need to guide their actions in an ever-challenging business environment. It is critical that all employees of Copperhead and its management team conduct themselves with the highest ethical standards to ensure we earn the respect and trust of our customers, suppliers, employees, business partners and the communities within which we operate.

Following these guidelines will not only help us to do the right thing and make the right choices but will also enhance our reputation as an outstanding and responsible corporate citizen.

B. Duty to Act Responsibly

1. Adherence to Applicable Legislation and Regulations

Copperhead employees and its management are always expected to comply with applicable laws and regulations. Copperhead will not condone the activities of employees or management who violate the law or engage in unethical business practices, regardless of whether the unlawful act is motivated in the interests of the company or in the interests of a customer.

2. Lead by Example in Workplace Behavior

Copperhead employees and its management team are expected to conduct themselves in accordance with our company values at all times – integrity, purpose, care and respect - to keep us aligned, help us make good decisions, and to inspire and promote trust.

3. Seek Guidance and Speak Up

Copperhead is committed to creating an environment that fosters open communication, and we value feedback. We take responsibility by encouraging employees to ask questions and raise concerns as they arise. If there is an issue for which we are not able to provide an immediate answer, you can be assured that your concern will be handled promptly and appropriately. If you are in doubt about the application or interpretation of any legal requirement, you should refer the matter to your immediate supervisor or manager.

4. No Retaliation

Copperhead will not tolerate any form of retaliation against any individual who, in good faith, reports what he/she believes is a violation of our code, our policies,

or the law, or who participates in any review or investigation under any of our policies. Any person involved in retaliatory conduct shall be disciplined, up to and including termination.

C. Fostering a Safe and Healthy Workplace

1. Promote a safe environment

Copperhead's employees are our most valuable assets and we are committed to protecting the health and safety of each of them as well as any external parties who work at or visit our site. Our goal is always to have an injury-free environment. To do that, we must each take personal responsibility to follow all Copperhead safety policies and procedures as well as observe practices in compliance with legal requirements. Any employee who is aware of, or suspects, any unsafe working condition or other safety issue, should report the situation to their supervisor or manager immediately. *For more information, refer to Copperhead's Health and Safety Policy.*

2. Substance Abuse

Copperhead conducts its business in a safe manner and accordingly, the health and safety of our workplace requires that it be free from the influence of any substance that could impair our job performance. Copperhead prohibits any employee from engaging in work while impaired or under the influence of alcohol or drugs. *Refer to Copperhead's Drug and Alcohol Policy for more information.*

3. Acts of Violence

Copperhead is committed to providing a safe work environment and has a zero-tolerance policy for any form of workplace violence. This includes verbal threats or acts of violence and any expression of physical intimidation or aggression, as well as the possession of restricted weapons on the premises. Any violation will be subject to immediate corrective action, up to and including termination. If you know of, or suspect, incidents or threats of workplace violence, or if you believe someone is in immediate danger, you must report your concerns immediately to your supervisor or the Operations Manager.

D. Upholding Human Rights and Fair Employment Practices

1. Respect for all people

Copperhead promotes a workplace free of discrimination and harassment where our employees are treated with dignity and respect regardless of race, color, ethnicity, gender, age, sexual orientation, gender identity, marital status, religion, disability, veteran status, or national origin, or any other legally protected factor. All Copperhead employees and management, as well as our vendors, customers and other visitors to our premises, or non-employees with whom we do business, are protected by our policy. *For more information, refer to Copperhead's Employee Handbook, section on Equal Employment.*

2. Diversity and Engagement

Copperhead values all individuals for their diverse backgrounds, capabilities, and ideas. Listening to and being receptive to different perspectives ultimately inspires innovation and enhances our advantage in the marketplace.

3. Wage and Hour Practices

Copperhead believes in the value of paying competitive wages as a means of attracting and retaining good employees. We follow all applicable laws regarding wages, working hours, overtime, lunch breaks and rest periods. We provide employees with the opportunity to develop their skills and capabilities to enhance their ability to succeed in their career consistent with the needs of the business.

4. Labor Practices

Copperhead fully respects all applicable laws establishing a minimum age for employment and we do not permit workers under the age of 18 to perform hazardous work. Employees who come into contact with explosive materials on our site must be a minimum of 21 years of age.

5. Freedom of Association and Collective Bargaining

Employment with Copperhead is voluntarily and freely chosen. Where employees are represented by a legally recognized union or employee representative, we are committed to establishing a constructive dialogue regarding the interests of both the employees and the business. Copperhead will bargain in good faith with such representatives.

E. Doing Business with Integrity

Copperhead bases its business relationships on trust, transparency and accountability. We never offer or accept any form of payment or incentive intended to improperly influence a business decision. All decisions to interact with suppliers and external business partners must be based solely on the merits of the supplier or business partner's offering.

In addition, all interactions with our customers and suppliers and/or partners, must meet our ethical standards of respect, fairness and impartiality by:

- avoiding conflicts of interest between personal interests and the Company's interests, including bribes and kickbacks or receiving any gifts over the value of \$50, and disclosing potential conflicts of interest to management;
- complying with internationally accepted human rights policies and laws;
- condemning all forms of forced and compulsory labor, including exploitative child labor, or employing individuals in violation of local mandatory school age or under the legal age of employment;
- upholding equal opportunities and refraining from discrimination in any form;
- using care in the procurement of materials to prevent purchasing materials which are unlawful or obtained through unethical means;
- adhering to all applicable laws and regulations related to corruption and ethics;
- reporting any suspicion of an illegal activity to management.

F. Keeping Private Information Private

Copperhead is committed to promoting an environment of confidence and trust. One way we do this is to properly manage and use the personal or sensitive information that our employees, customers and business partners entrust to us. We respect the privacy of our employees and ensure that any personal information shared with us is collected and used only for the sole purpose or service(s) for which it was provided. All confidential information received as a result of conducting business, or for the purpose of doing business, is respected and will not be divulged or indiscriminately circulated by or within the Company, except for relevant and appropriate business purposes only. We safeguard others' intellectual property as we do our own. All Copperhead employees should

continually monitor and protect the intellectual property of the Company against infringement by others and should not infringe the intellectual property of others.

G. Competing with Fairness

1. Responsible Marketing

In alignment with our core values, Copperhead provides truthful information about the quality and availability of our products. We seek to outperform our competitors fairly and honestly, achieving competitive advantage through superior performance and never through unethical, unfair or illegal business practices.

2. International Trade Controls

Copperhead must comply with special laws and regulations regarding the export of certain of our products and technical data. We endeavor to always stay apprised of and comply with trade regulations in the movement of our goods, including, amongst other things, obtaining all required licenses and permits.

3. Political Activities

Copperhead will never apply, or attempt to apply, improper influence on any governmental agency, representative or legislator to produce an outcome favorable to us. Furthermore, the use of company resources for personal political activities is strictly prohibited.

H. Protecting the Environment

Copperhead believes in the stewardship of our natural resources and safeguarding the environment. We aim to use environmentally sound practices and we are committed to recycling, reducing, and where possible, eliminating waste. We carry out all activities in compliance with applicable environmental laws and regulations and strive to minimize risk to our employees, our neighbors, our community and the environment.

I. Sourcing Responsibly

At Copperhead, we seek to do business only with business partners who obey the law and operate fairly and ethically. We select our business partners circumspectly and objectively to ensure the best value for Copperhead while protecting our reputation.