



THE SMITHERS GROUP

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# Code of Conduct

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LET US INTRODUCE OURSELVES

## The Smithers Group Code of Conduct

As a company with clients worldwide, we must remain committed to excellence in all that we do as we navigate the complexities of global and legal requirements. The leadership priorities of The Smithers Group (Smithers), Ethics, Mission, Employees, Me, or EMEM, guide all our decision making. As a company with a global workforce that includes frequent travelers and virtual team members, we face the same challenges as our clients to sustain a culture that supports our core values while meeting our business goals.

Ethics is Smithers' number one priority, and all Smithers members, regardless of location, are expected to adhere to the highest ethical principles. We want to do great things, but we must do them the right way. The Code of Conduct is intended to complement EMEM to help us make good decisions on the job every day. Of course, no code can cover every possible topic, scenario, or situation, which is why we count on everyone on our team to use good judgment and ask questions whenever there is doubt about what to do. Because the Code of Conduct cannot address all the issues that arise at work, Smithers global team members are encouraged to review the region's Employee Handbook, or Smithers Global or Regional Policies for further guidance.

Our culture is built on good decisions made through open and honest discussion with others, so you should never feel alone when facing an ethical dilemma and always feel encouraged to approach your manager, human resources representative, division leader, or the General Counsel with a concern.

Our continued success depends on each and every one of us consistently doing what is right. As we continue to grow, we want to be proud not only of our achievements, but also of how we achieve success.

Thank you from the entire Executive Leadership Team.



J. MICHAEL HOCHSCHWENDER  
CEO, Smithers

# How to Use the Code of Conduct

Situations involving ethics can be complicated, and sometimes it is difficult to know what to do. We want you to have the resources you need to make good choices on the job every day. Our Code of Conduct is designed to point you to Smithers ethical standards and expectations as well as the people who are available to help you.

We comply with all laws that apply to our business. We also take steps to ensure client needs and regulatory requirements are met.

We conduct business around the world, so our policies may sometimes differ from local laws, rules, cultural norms, and regulations. Where there appears to be a conflict, you should typically comply with the more restrictive requirement. However, if a cultural norm violates our core values or if the

right course of action is not clear, contact your manager, human resources representative, division leader, or General Counsel for guidance.

The Code of Conduct applies to every Smithers global team member. Business partners and third parties are an extension of our organization, and their behavior can have a direct impact on our reputation.

For this reason, we work with business partners who share our commitment to ethics and compliance. We expect all of our partners and their employees to act in a way that is consistent with the Code of Conduct, and we will consider terminating contracts where we believe our partners have not met our high standards or their contractual obligations.



# Our Commitment to One Another

We understand that the true measure of how we view our work starts with how we treat each other.

 **Productive Harassment-free Work Environment**

 **Diversity, Inclusion & Teamwork**

 **Safety & Security**

 **Fairness & Equal Opportunity**

 **Personal Property & Information Privacy**

 **Protection of Systems & Resources**

# Our Commitment to Our Clients & Business Partners

Working together with our clients we make a difference by delivering high quality science and problem solving with Accurate Data, On Time with High Touch.

 **Business Partners & Supplier Relations**

 **Avoid Conflicts of Interest**

 **Confidential & Proprietary Information**

 **Gifts & Entertainment**

 **Gathering Competitive Intelligence**

 **Communications & Media**

 **Accurate Records**

# Our Commitment As a Responsible Corporate Citizen

As a responsible corporate citizen, we have a responsibility to comply with all applicable laws everywhere we do business.

 **Social Responsibility**

 **No Insider Trading**

 **Anti-corruption & Bribery**

 **Political Activity**

 **Free & Fair Competition**

 **Global Trade**



## OUR RESPONSIBILITIES

# Our Responsibilities

Every Smithers team member has a responsibility to maintain our reputation for high ethical standards.

### To meet this responsibility, we expect you to:

- *Be professional, honest, and ethical in everything you do on behalf of Smithers*
- *Know our Code of Conduct and the laws and policies that pertain to your job*
- *Complete all required training in a timely manner and apply it to your job every day. Ask questions if you aren't sure about the right action*
- *Report concerns about possible violations of laws, regulations, or company policies*
- *Cooperate fully and tell the whole truth when responding to an investigation or audit*
- *Be accountable for your actions. Violating our Code of Conduct, applicable laws, or our company policies is grounds for corrective action, up to and including dismissal*

If you manage people, you have an even greater responsibility.

### We expect you to:

- *Be a role model. Lead with integrity and promote a culture of ethics and respect*
- *Keep an open door and encourage your team to raise questions or concerns*
- *Support your team and help them understand what is expected of them*
- *Understand your obligation to report behavior that is illegal or violates the Code of Conduct, law or our policies*
- *Never retaliate, or allow others to retaliate, against team members who raise concerns*

# We are Smithers

Smithers has a legacy of high standards with how we perform our work and conduct our business.

Every Smithers team member has a responsibility to maintain our reputation for high ethical standards.

- *Your safety is our number one priority. If you see a safety concern, report it to your manager.*
- *We have zero tolerance for any form of harassment.*



## Productive Harassment-free Work Environment

Harassment in the workplace can take many forms and be experienced differently from one individual to another. At Smithers, we have zero tolerance for any form of harassment, including sexual harassment and bullying.

Bullying and intimidation of others directly contradicts our values and will not be tolerated. Any type of harassment (physical, verbal, sexual, or other) is strictly prohibited and could result in immediate separation of employment from Smithers.

Smithers team members should:

- *Help create a professional work environment that is free of all forms of harassment*
- *Remember that sexual harassment includes unwanted sexual advances, requests for sexual favors or physical contact, or any other sexually offensive behavior*
- *Maintain our high standards of professional conduct at all times, including when working with clients and business partners, during business hours and after hours, and in all business settings – inside and outside the office*



## Safety & Security

When working, always be alert to health and safety risks – even in office environments. Be sure that your performance is not impaired by alcohol or drugs, including prescription and over-the-counter medication.

This applies to team members on company premises or in any other work circumstance that may jeopardize Smithers operations, safety, or reputation.

Weapons are not permitted at any time while on any property owned, leased, or controlled by Smithers, including anywhere business is conducted, such as client locations, trade shows, restaurants, company event venues, etc. Weapons include, but are not limited to, guns, knives with blades over four inches in length, explosives, and any chemical which purpose is to cause harm to another person.



## Personal Property & Information Privacy

Always respect the privacy of others and the confidentiality of personal information – both the personal information of your coworkers and the personal information entrusted to us by our clients. Keep personal information safe and secure.

Due to their role, some team members may also have access to the confidential health information of others, including our own employees.

- *Use and retain personal information only for as long as necessary to accomplish the legitimate purpose for which it was collected*
- *Follow our policies and procedures for the handling of personal information, especially when transferring any personal information outside its country of origin*



## Diversity, Inclusion & Teamwork

Smithers strives to understand, value, and incorporate the differences each team member brings to our organization.

When our teams include people with different backgrounds, talents, and ideas, we are more dynamic and successful. That is why we value each and every employee as an important contributor to one Smithers team.

- *Appreciate the uniqueness of every team member*
- *Treat others with respect. Each of us has the right to expect a workplace in which the differences we bring are welcomed and valued*
- *Keep an open mind to new ideas and points of view*



## Fairness, Respect & Equal Opportunity

We believe that everyone should be treated with fairness, respect, and dignity. As an equal employment opportunity employer, we comply with all applicable laws and regulations concerning nondiscriminatory employment practices.

We are committed to providing reasonable accommodations for team members and job applicants with disabilities.

We should always:

- *Base employment decisions on qualifications, demonstrated skills and achievements – without regard to age, race, color, gender, religion, nationality, sexual orientation, gender identity or expression, mental or physical ability, veteran status, genetic information, or any other characteristic protected by applicable laws*
- *Set the expectation with our business partners that we believe they should act in a way that is consistent with our sense of fair treatment and equal opportunity*

“ Ethics guide how we  
work, lead, and achieve.”

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JEANETTE PRESTON  
*PRESIDENT, SMITHERS QUALITY ASSESSMENTS*

## Protection of Systems & Resources

We trust that our team members will use our company assets appropriately and protect them from loss, damage, theft, waste, and improper use. These resources are intended to advance the success of the company and include facilities, property and equipment, computers and information systems, phones, employee time, confidential and proprietary information, corporate opportunities, and company funds.

Smithers team members have a responsibility to do the following:

- *Protect company resources from loss or harm*

- *Don't use, borrow, or loan company assets without permission*
- *Be aware that our computer equipment, phones, email, and internet access are for business purposes, but some limited appropriate personal use is acceptable*
- *Keep computer equipment safe and secure at all times, and protect your user IDs and passwords*
- *Keep confidential and proprietary information safe and secure*
- *Look after our intellectual property and respect the intellectual property rights of others*





## Business Partners & Supplier Relations

We seek business partnerships that align with our core values and follow the highest standards of business conduct.

- *Follow our procurement and approval processes*
- *Conduct due diligence on new suppliers and agents acting on our behalf*
- *Help suppliers understand our risk and compliance standards and their contractual obligations*
- *Be aware that additional rules apply when we bid for and conduct business with governments and their contractors, employees, or representatives. Team members working with any government entity have an additional responsibility to know, understand and follow the laws and regulations pertaining to their work*
- *Report to management or General Counsel any supplier or business partner that may not be meeting our standards*



## Confidential & Proprietary Information

We understand that the nature of our work requires that we take the utmost care with information we see, hear, or learn. We must always uphold our promise and contractual obligations to keep the personal and confidential information of our company as well as the confidential information of others safe and secure:

- *Be careful when communicating or using confidential company or client information. Share it only with those who are authorized and need it to do their jobs*
- *Comply with the confidentiality and non-disclosure provisions of the agreement you signed when hired at Smithers. Note that this requirement extends to third parties working on our behalf*
- *In addition to respecting client confidential information, respect the confidential and proprietary information of other third parties, such as competitors, suppliers, and others, including intellectual property like copyrights and trademarks*
- *Our agreements require us to protect all confidential and proprietary company information even after our employment with Smithers ends*

## Confidentiality is Critical

Protection of corporate systems and confidentiality are key elements of global laws on data protection and security.

We must uphold our promise and contractual obligations to keep the personal and confidential information of our company as well as the confidential information of others safe and secure.



## Gathering Competitive Intelligence

Information about competitors can be a valuable asset in today's business environment. When we gather business intelligence, team members and others who are working on our behalf must always abide by the highest ethical standards:

- *Never engage in fraud, misrepresentation, or deception to obtain information or use invasive technology to spy on others*
- *Be careful when accepting information from third parties. Verify their sources and be sure that the information they provide is not protected by trade secret laws or nondisclosure or confidentiality agreements*
- *Do not use or disclose the confidential information of your former employers*



## Accurate Records

Accurate records are essential for us to make good business decisions. In addition, others — including clients, business partners, and government officials — rely on our disclosures and business records. Everyone needs to be aware of the importance of being honest, forthright, and objective in all of our records.

Some team members have special responsibilities in this area, but all of us contribute to the process of recording financial and non-financial information. Smithers team members have the following responsibilities:

- *Be accurate and complete with our business records*
- *Understand and follow applicable laws and our policies when creating, retaining, or destroying documents*
- *Never destroy documents in response to or in anticipation of an investigation or audit*



## Avoid Conflicts of Interest

A conflict of interest may occur when our personal circumstances impact our ability to make objective business decisions. The best approach is to avoid potential conflicts whenever possible and disclose situations to management that might create a conflict, or even the appearance of a conflict.

Once disclosed, the situation can usually be managed and resolved.

Be aware of the different ways conflicts of interest can arise. For example:

- *Outside jobs and affiliations, especially with competitors, clients, or business partners*
- *Working with close relatives, especially if they report to you*
- *Serving as a board member of another organization*
- *Investments that might influence – or appear to influence – your judgment*

“ For over 100 years,  
we have provided our  
clients with accurate  
data, on time with high  
touch and made it our  
goal to bring value to  
every client interaction.”

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RAV LALLY  
GROUP PRESIDENT, SMITHERS

## 🎁 Gifts & Entertainment

In the right circumstances, a modest holiday gift may be a thoughtful “thank you,” or a meal might help strengthen a business relationship. However, if not handled carefully, the exchange of gifts and entertainment can damage our reputation, especially if it happens frequently or if the value is large enough that it gives the appearance of influencing a business decision.

To sustain the health of our key business relationships, do not accept or ask for any gift that might influence, or appear to influence, your ability to make objective business decisions in the best interest of Smithers.

You may accept an occasional meal and entertainment from a client, vendor, or partner as long as they are attending the event, and the costs involved are in line with local customs for business-related meals and entertainment.

When it comes to offers of gifts and entertainment, make sure to observe the following:

- *We win business based on quality of our products and services. Never promise, offer, or provide anything of value in exchange for an improper action or favorable decision*
- *In some situations, provision of gifts or entertainment may violate the law, such as when dealing with government officials. Do not offer anything of value to a government official without receiving approval in advance from General Counsel*
- *Some gifts and entertainment are never acceptable, for example cash or cash equivalents, or any gift or entertainment that would harm our reputation, such as those that are indecent or improper*
- *Be aware of the organizational rules and standards of those to whom you intend to provide a gift or entertainment. If there is a conflict between their standards and ours, always follow the more stringent standard*

## Communications & Media

Protecting Smithers reputation extends to both public and private communication, as well as personal and professional communications that exist with social media today. Communication in any media by Smithers team members may be viewed by clients and members of the public as the viewpoint of Smithers.

When you communicate on behalf of Smithers, particularly on social media, the following are some guidelines to follow:

- *Communications should be approved in accordance with policies and internal guidelines, and should comply with this Code of Conduct and applicable law*
- *Smithers should be identified as the owner of the media*
- *Never share the confidential or proprietary information of Smithers, our clients or business partners. Know and follow the terms of your confidentiality agreement*
- *Respect intellectual property and financial disclosure laws. No unlawful use may be made of Smithers name and trademarks*

- *Identify yourself. If you are commenting or publishing on topics related to your job, identify yourself as an employee of Smithers*
- *Think before you hit the “send” button – online communications live forever*

If you see comments or posts on social media that you believe are inaccurate or unfairly represent Smithers or our clients, do not respond. Instead, report the information to your manager, marketing representative, or the Executive Vice President of Sales and Marketing who will help you determine the best course of action. When communicating personally, team members must separate their opinions from those of Smithers, and avoid acting in a manner that would appear to clients and the public that they are a spokesman for Smithers.

We need a clear, consistent voice when providing information to the public – including the media – about Smithers, our operations, or our business plans. For this reason, requests for information about Smithers from any member of the media should be referred to the Executive Vice President for Sales and Marketing.



## OUR COMMITMENT AS A RESPONSIBLE CORPORATE CITIZEN

# Social Responsibility

Smithers supports and respects efforts to protect human rights:

- *We ensure that all our employees work out of their own free will*
- *We do not accept corporal punishment, forced or involuntary labor, or other forms of mental and physical coercion. We do not use or permit the use of child labor*
- *We will comply with all applicable environmental laws and regulations in our operations*

- *We strive to work with business partners who share our standards and commitment to human rights, and we work with our clients to assist them in meeting their corporate social responsibility goals*

While each of us is encouraged to become involved in the life of our local communities by supporting causes and events, it is important to remember that we should not pressure others to contribute to or participate in our preferred charitable organizations.



## Anti-Corruption & Bribery

Smithers is committed to doing the right thing in every aspect of our business operations. We will not offer, pay, or accept bribes or kickbacks at any time for any reason, nor will we offer facilitation or “grease” payments, nor accept or offer any other kind of improper payment.

We will work with our clients and business partners to actively support efforts to eliminate bribery and corruption worldwide.

We do not tolerate the offer or acceptance of any form of bribe. Such acts will be treated as a serious violation and a disciplinary matter.

- *Keep accurate books and records to ensure that payments are not inadvertently used for unlawful purposes*
- *If you are offered or asked for a bribe, no matter how small, you must refuse it and clearly state that it is Smithers policy to never engage in bribery or corruption, and promptly report this incident to the General Counsel*

If you have questions as to whether an action or gesture is a bribe, contact the General Counsel.



## Free & Fair Competition

Smithers believes in free, fair, and open competition. We compete vigorously to be an industry leader, and we do so by maintaining high standards of accuracy and honesty when engaged in marketing or promotional activities.

We look to gain competitive advantage through superior performance, price, and quality, but not through unethical or illegal business practices. We will not enter into any arrangement with competitors that is unlawful or could harm our reputation.

Competition laws are complex, and compliance requirements can vary depending on the circumstances. In general, the following activities should be avoided and reported to the General Counsel:

- *Entering into anti-competitive agreements with competitors, including price fixing, bid rigging, and market allocation or segmentation*
- *Exchanging competitively sensitive information with competitors. Be particularly careful at conferences and trade shows where we often spend time with our competitors in exhibit halls*
- *Imposing restrictions on clients or suppliers*
- *Abusing a position of market dominance*

If you are in a meeting with competitors and a questionable discussion begins, make it clear that you believe the discussion is inappropriate, noticeably break away from the discussion, and promptly inform the General Counsel.

## Doing the Right Thing

Smithers is committed to doing the right thing in every aspect of our business operations.

- *We support and respect efforts to protect human rights.*
- *We believe in free, fair, and open competition.*
- *We will not offer, pay, or accept bribes or kickbacks, at any time for any reason, nor will we offer facilitation or “grease” payments, nor accept or offer any other kind of improper payment.*

## Private Company with Public Standards

While Smithers is a privately held company, we conduct business with many publicly held companies who trust us with their protected information.

- *Team members conduct business internationally and comply with, applicable laws governing global trade.*
- *Using “inside information” for personal gain or sharing it with others is not only illegal, but also contrary to our values.*
- *We support lawful political contributions and involvement by its employees, but these activities must be conducted in strict compliance with all applicable laws.*



## No Insider Trading

While Smithers is a privately held company, we conduct business with many publicly held companies who trust us with their protected information. In the course of business, you may become aware of information about clients, business partners, or other companies that is not publicly available to ordinary investors. This information may be “inside information”.

Examples include nonpublic information about product development, mergers or acquisitions, potential reductions in workforce, sales or earnings results, financial forecasts, or changes to the executive management team.

Using this “inside information” for personal gain or sharing it with others is not only illegal, but also contrary to our values.

- *Never buy or sell securities of any company if you have inside information, nor should you ever provide “tips” or encourage others to trade based on inside information.*

If you have questions or believe insider information has been disclosed, contact the General Counsel.



## Political Activity

Smithers supports lawful political contributions and involvement by its employees, but these activities must be conducted in strict compliance with all applicable laws. You always have the right to voluntarily participate in the political process, including making personal political contributions; however, make it clear that your personal views and actions are not those of Smithers.

It is important to know that under certain jurisdictions, it is unlawful for the company or any team member to use company funds to make any direct or indirect political contributions to parties or candidates. This prohibition includes the use of any company equipment (such as a phone or copy machine) or facilities to support the political process or a specific candidate.

- *Do not use company funds, assets, or resources to support any political candidate or party or to engage in any lobbying activities*
- *Since political activities can sometimes create a conflict of interest, discuss any potential conflict with your manager if you plan to accept or seek a public office*
- *Regardless of the role you hold, take care not to exert pressure on others to accept or support your political point of view*

# Global Trade

Team members conducting business internationally need to be aware of, and comply with, applicable laws governing global trade. All governments restrict to varying degrees the import and export of goods and services. We honor trade, import and export laws of the countries in which we operate.

- *Be aware that some countries impose trade restrictions covering specific countries, entities and individuals. Consult with General Counsel immediately if you have questions as to whether a specific entity or individual may be on a restricted list*

- *Be especially careful and ask the General Counsel for guidance when transferring software, technical data, case management files, helpline reports, or technology across borders or to individuals from sanctioned countries*

We also must carefully evaluate business opportunities within countries that are subject to trade embargoes or economic sanctions and strive to ensure that the strict regulations governing these markets are evaluated.

## Smithers in the World

As Smithers grows and the company expands into other countries, global and political ethics become increasingly important. Currently, Smithers has a presence in six countries.





## CODE VIOLATIONS

# Asking Questions & Raising Concerns

Speak up if you have a question or need to report a possible violation of the Code of Conduct, policies, or the law. You have several options:

- *Talk to your manager (or managers to whom they report), human resources representative, or General Counsel*
- *Use Smithers Global Reporting Options*

**By Telephone (free of charge):**

from the United States: 877-820-0005

from another country: 800-603-2869

**Online:**

[www.lighthouse-services.com/smithers](http://www.lighthouse-services.com/smithers)

Any report you make will be kept confidential to the fullest extent possible, consistent with the law and good business practices. You may report anonymously unless prohibited by law.

Regardless of the method you use to report, or whether you choose to be anonymous, the same course of action will be

taken to investigate your concerns and follow up as necessary. If you do choose to report anonymously, please provide as much detailed information as possible and check back to see if we have posted any requests for additional information.

While it is important to report a suspected violation of the Code of Conduct, it is just as essential to do so honestly and ethically. You should not file a dishonest report or any report for the purpose of:

- *Retaliating against another*
- *Gaining an advantage in a personal conflict*
- *Harassing another employee*
- *Knowingly filing a dishonest report, or a report for an improper purpose, is, in itself, a violation of the Code of Conduct.*



## Protection from Retaliation

If you ask a question, report possible misconduct, or take part in an investigation of an ethics and compliance matter, you are complying with the Code of Conduct and doing the right thing. Under no circumstances will retaliation against you be tolerated.

Retaliation can take many forms, from being unfairly dismissed, to being the target of bullying or derogatory comments by managers or peers. We take all claims of retaliation seriously, investigating each one thoroughly, and taking appropriate action. We consider acts of retaliation to be acts of misconduct which, if substantiated, could result in disciplinary action up to, and including, dismissal.

## Speak Up

If you have a question or need to report a possible violation of the Code of Conduct, Smithers policies, or the law:

- *Talk to your manager, human resources representative, or General Counsel*
- *Use Smithers Global Reporting Options:*

**By Telephone (free of charge):**

from the United States:

877-820-0005

from another country:

800-603-2869

**Online:**

[www.lighthouse-services.com/smithers](http://www.lighthouse-services.com/smithers)

“Our greatest asset is you  
and your service. Thank  
you for everything you  
do everyday to make  
Smithers great.”

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J. MICHAEL HOCHSCHWENDER  
*CEO, SMITHERS*



NOTES REGARDING THE CODE OF CONDUCT

Smithers may make changes to the Code of Conduct or company policies at any time.

Smithers supports our employees' right to speak out publicly about matters of public concern or engage in certain activities related to the terms and conditions of their employment. Nothing in the Code of Conduct or in any of our policies is intended to limit or interfere with the right to engage in concerted protected activities, such as discussions related to wages, hours, working conditions, health hazards, and safety issues.