



## CODE OF CONDUCT AND ETHICS POLICY

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### Introduction

Innotec is committed to conducting its business in an ethical, legal, environmentally sustainable and socially responsible manner. This policy covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees. All employees must conduct themselves accordingly and seek to avoid the appearance of improper behavior.

If this Code conflicts with applicable laws, rules, or regulations, you must comply with such laws, rules, or regulations. If you have any questions about such conflicts, ask Human Resources how to handle the situation. Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment with Innotec. If you are in a situation which you believe may violate or lead to a violation of this Code, follow the guidelines described below under Reporting.

#### 1. Compliance with Laws, Rules, and Regulations and Company Policies

Obedying the law, both in letter and in spirit, is part of our core values. All employees are expected to respect and obey the laws in the city, state and country in which we operate, just like they do our company policies.

#### 2. Conflict of Interest

A conflict of interest exists when a person's personal interest interferes or potentially interferes in any way with the interests of Innotec. A conflict situation can arise when an employee takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest may also arise when an employee, or members of his or her family, receives improper personal benefits as a result of the employee's position at Innotec. Transactions between Innotec and entities in which an employees or their relatives have an interest, employment of relatives, and similar situations may give rise to conflicts of interest. It may be a conflict of interest for an employee's relatives to work for a competitor, customer, or supplier. An employee shall not work for a competitor, customer, or supplier in any capacity unless specifically authorized by Human Resources. The best policy is to avoid any direct or indirect business connection with Innotec's customers, suppliers, or competitors, except on Innotec's behalf. Conflicts of interest are prohibited as a matter of company policy, unless specifically reviewed and approved by Human Resources. Employees are expected to avoid activities, financial interests, and relationships that may present possible conflicts of interest or the appearance of a conflict. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with Human Resources. Any employee who becomes aware of a conflict or potential conflict should promptly bring it to the attention of Human Resources.



### **3. Corporate Opportunities**

No employee may use their position at Innotec to extort, bribe or cause corruption. Employees are prohibited from acting on personal opportunities that are discovered through the use of corporate property, information or position without the consent of Human Resources. Employees are obligated to advance legitimate Innotec interests when the opportunity to do so arises.

### **4. Competition and Fair Dealing**

We seek to outperform our competition fairly and honestly. Misappropriating proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present representatives or employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the company's customers, suppliers, competitors, and other employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage or affect business decisions. No gift or entertainment should ever be offered, given, provided or accepted by any Innotec employee, or relative of an employee unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff, and (5) does not violate any laws, rules, or regulations. Please review with Human Resources any gifts or proposed gifts which you are not certain are appropriate or in accordance with company policy or practice.

### **5. Discrimination and Harassment**

Diversity is a tremendous asset. Innotec is committed to providing equal opportunity in all respects and will not tolerate any illegal discrimination or harassment of any kind, as set forth in the Anti-Harassment Policy.

### **6. Record-Keeping**

Innotec requires honest and accurate recording and reporting of all information. Many employees regularly use business expense accounts, which must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your Coach. All of Innotec's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect Innotec's transactions and must conform to applicable legal requirements, to Innotec's system of internal controls, and to Innotec's applicable policies and practices. Business records and communications may become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to email, internal memos, and formal reports.



## **7. Confidentiality**

All employees are obligated to maintain and protect the confidential information entrusted to them by Innotec and/or its customers, as required by Innotec policy, applicable laws, rules, or regulations. Confidential information includes all nonpublic information that might be of use to competitors, and harmful to Innotec or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us through the use of Nondisclosure agreements. The obligation to preserve confidential information in accordance with Innotec policy and practice continues even after employment ends.

## **8. Protection and Proper Use of Company Assets**

All employees should endeavor to protect Innotec's assets and ensure their efficient use consistent with Innotec policy and practice. Theft, carelessness, and waste have a direct impact on Innotec's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Innotec equipment should not be used for non-Innotec business, though incidental personal use may be permitted. The obligation of employees to protect Innotec's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information, and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate company policy and practice. It may also be illegal and result in civil or even criminal penalties. The above applies to customer information as well where appropriate.

## **9. Payments to Government Personnel**

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country. In addition, the U.S. government has a number of laws, rules, and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer, or delivery to an official or employee of the U.S. government of a gift, favor, or other gratuity in violation of these rules would not only violate company policy but could also be a criminal offense. State and local governments, as well as foreign governments may have similar rules.

## **10. Sustainability**

All employees are expected to support Innotec's sustainability programs, policies, and practices that guide the compliance with environmental, social, and governmental/legal requirements and industry best practices. Such practices include seeking adherence with international human rights conventions in defiance of child labor, forced labor, and human trafficking, as well as conflict minerals management.



**11. Reporting any Illegal or Unethical Behavior**

Innotec has an "Open-Door Policy" for all employees to encourage effective communication, facilitate working as a team, and to discover observed illegal or unethical behavior, especially when in doubt about the best course of action in a particular situation. It is our policy and practice not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct. Employees should follow the process for reporting any illegal or unethical behavior as outlined in the various policies. Any employee may submit a good faith concern either in person or confidentially at [People.Team@innotecgroup.com](mailto:People.Team@innotecgroup.com). Working together, with our customers and suppliers, we can create a positive work environment for all.