



OUR ETHICS CODE

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1. OUR ETHICS CODE



Our Chief Executive describes the importance of ethics



CEO
Scott Fawcett

At Essentra, the Board is committed to doing business in the right way to continually earn the trust of our customers, suppliers, investors and other stakeholders which includes the wider marketplace. To enable our sustainable growth and continued success, we all need to live our Essentra values – we care about our customers as well as each other, we deliver on our promises and we strive to be an effective team. We conduct our activities guided by the highest ethical standards and we ensure our business practices comply with all legal or regulatory requirements.

Our Ethics Code is a framework to assist in making ethical decisions and is supported by further policies and guidance notes. None of these documents can address every issue that an Essentra employee may face in the performance of their duties. However, together with common sense, clear thinking and good faith behaviour, our Ethics Code provides a framework and structure to guide each of us in determining the correct course of action.

In the event you ever witness or have concerns about behaviours that fall below the standards required under our Ethics Code, please speak up via your line management, HR or use the confidential [EthicsPoint Portal](#). In accordance with our [Essentra Right to Speak Policy](#), we are committed to ensuring that any concerns can be raised for investigation in confidence (including anonymously) and without fear of reprisal or retaliation.

The Legal and Governance team is responsible for the development and promotion of our Ethics Code and monitoring compliance with the 'Be Smart, Be Sure' culture we need to demonstrate. However, responsibility for following our Ethics Code and for upholding Essentra's overall integrity and reputation, both globally and locally, rests with each of us individually.

2. OUR VALUES



OUR PURPOSE

We help customers build a sustainable future

OUR VISION

To be the world's leading responsible, hassle-free supplier of essential components

OUR GOALS

Market leader with a unique proposition in a fragmented £8-10bn market.

Clear strategy to drive organic growth and market share gains supported by digitalisation and sustainability.

High margin business with scope to expand through scale efficiencies, operational effectiveness and pricing.

Strong returns and cash conversion enabling value enhancing M&A.

OUR AMBITION

To double the revenue and triple operating profits

LIVING OUR VALUES

We care about our customers

We care about each other

We deliver

We are an effective team

We must all live the Essentra values – we care about our customers as well as each other and we deliver on our promises. Together, we are an effective team.

3. HOW TO USE OUR ETHICS CODE



Situations involving ethics can be complex – sometimes you may struggle to know what’s the right thing to do. You may spot something that doesn’t seem right – maybe it is not safe, or you think it is not being done properly as it should be. You may wonder if it seems ethically right.

Our Ethics Code is intended to help guide you through this; it defines the rules, processes and behaviours we all must follow to protect each other and the business. As a global business, Essentra must take into account all the local rules in the countries in which we operate.

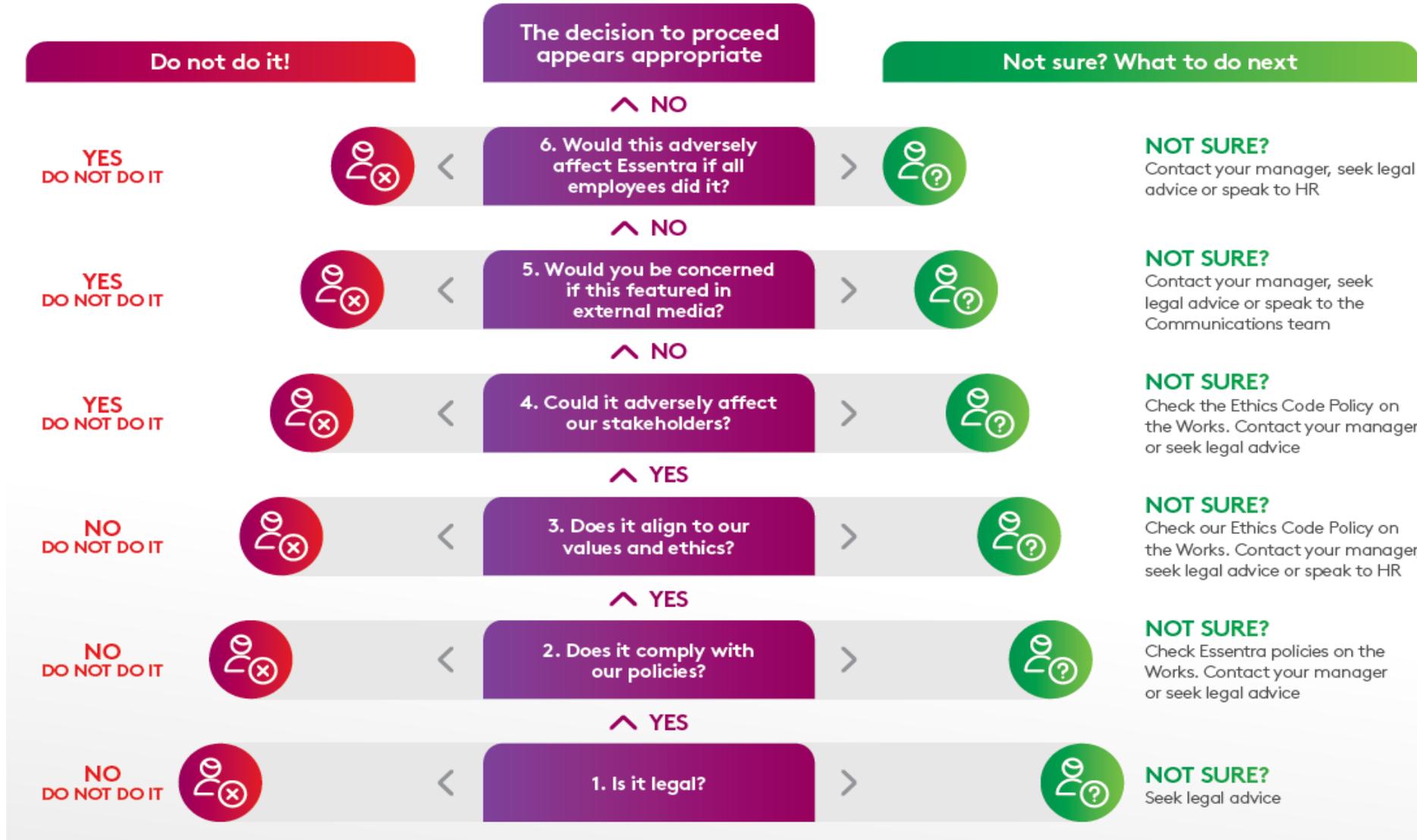
When you have read our Ethics Code, you will find the [Ethics Decision Tree](#) on the following page to help guide you through any potential decisions you need to take when faced with an ethical challenge or question. If you are in any doubt on compliance related matters, please contact your Line Manager, HR, a member of the Legal and Governance team or email compliance@essentra.com.



4. OUR ETHICS DECISION TREE



Ask yourself key questions to help you make the right decision



5. COMPLIANCE WITH LAWS, RULES AND REGULATIONS



Our Ethics Code includes reference to particular areas of law and compliance applicable to Essentra.

Essentra is committed to complying with both the letter and the spirit of all laws, rules and regulations that govern its business across the many international jurisdictions within which it operates, irrespective of whether they are specifically referenced in our Ethics Code.

Employees must observe the applicable legislation for the country in which they operate, and guidance or legal advice should be sought whenever appropriate.

Failure to comply with laws, rules and regulations may expose Essentra to penalties, fines and reputational damage. Employees involved in any failure to comply with laws, rules or regulations may be exposed to personal criminal or civil liability, including potential imprisonment or personal fines.

Any employee who knows of, or suspects any failure to comply with laws, rules and regulations should report them to their Line Manager, HR or in accordance with the [Essentra Right to Speak Policy](#).



Link [here](#) to make a confidential Right to Speak report on EthicsPoint

6. YOUR RIGHT TO SPEAK



At Essentra we need to ensure we have an aspiring and motivational working environment, which maximises the considerable talent we have across our Company and allows it to flourish. We expect all our employees to live our Essentra values as these define the standards we expect of everyone.

The [Essentra Right to Speak Policy](#) and process is in place to enable any employee to report any circumstances where they genuinely and reasonably believe that the standards of the Ethics Code, or the Company's wider policies and guidance notes, are not being upheld.

Essentra is committed to ensuring that employees feel able to raise any such concerns openly in good faith, without fear of victimisation or retaliation and with the support of the Company. Employees should in the first instance, consider discussing any concerns with their Line Manager or HR. If they believe that might cause an issue, employees can access the [EthicsPoint Portal](#) to report any concerns on a confidential basis, anonymously if necessary, or use the confidential individual helpline telephone numbers, which are displayed at each business location.



7. HEALTH AND SAFETY



No one should suffer injury or harm whilst at work. Safeguarding employees is our number one priority at Essentra. In our aspiration to be a responsible business, we need to protect the business and the environments in which we operate to ensure our continued sustainability. We owe this to future generations as we 'Build For The Future'. As a responsible employer, we are committed to achieving and maintaining the highest standards of occupational health and safety. We are taking STEPS to reduce the number of accidents and incidents, with the goal of achieving zero accidents.

Essentra Thrives highlights our approach to look after the physical and emotional wellbeing of our people. We approach this through leadership that is both empathetic and supportive to all our people, accepting everyone as a whole person, not just the person who comes to work. We take active steps to encourage everyone to look after their physical health through exercise and nutrition, building the resilience they will need to manage the constant changes we all face in life. We create the space, the time and the support and respect the fact we are a diverse Essentra family with an open culture of inclusion.

We offer an Employee Assistance Programme (EAP) to all employees – this service provides confidential support and advice 24 hours a day; 7 days per week, 365 days per year. Support for financial worries, housing concerns, family challenges and relationships can be discussed.

8. SUSTAINABILITY AND ENVIRONMENT



Sustainability means using resources wisely so that we can continue to have what we need now without running out or harming the environment for the future. Sustainable practices aim to create a harmonious relationship between human activities and the natural environment, promoting long-term well-being for both people and the planet.

Strategies such as renewable energy adoption, waste reduction, conservation of natural resources, and social equity initiatives, among others are used to meet sustainability practices and goals.

At Essentra we are aiming to be the world's leading, responsible, hassle-free supplier of essential industrial components. We are committed to supporting our customers to achieve their sustainability goals and objectives, by developing sustainable industrial component solutions for them.

For more information on our Sustainability Policy, please click [here](#).



9. DIVERSITY AND INCLUSION

Essentra is committed to equal opportunities at work; employees should not engage in or support any form of discrimination based on race, colour, language, caste, national or ethnic origin, indigenous status, sexual orientation, religion, disability, gender, marital status, union membership, political affiliation or age. Our culture promotes diversity and inclusion, where our individual differences are valued and harnessed. Everyone should be encouraged and feel comfortable to be themselves at work.

If you experience any behaviours that go against our desire to be a diverse and inclusive organisation, please speak with your Line Manager in the first instance. Where a problem is considered to be of a sufficiently serious nature and cannot be resolved with the support of your Line Manager, you can raise a HR grievance, which will be dealt with promptly, fairly and in complete confidence. Otherwise raise any issues confidentially in accordance with the [Essentra Right to Speak Policy](#).

10. BULLYING AND HARASSMENT

Any type of harassment (physical, verbal, sexual or other) directly contradicts our values and is strictly prohibited. Essentra does not tolerate any form of harassment, including intimidation or bullying and expects all employees to maintain the highest standards of personal and professional conduct.

It is the responsibility of all employees to ensure that the workplace is free from any form of harassment and to promote a respectful workplace. If any employee is subject to or is witness to harassment in the workplace, they should raise it with their Line Manager, HR or speak up in accordance with the [Essentra Right to Speak Policy](#).



11. INSIDE INFORMATION AND SHARE DEALING



The [Essentra Share Dealing Policy](#) states that no employee may trade in Essentra shares whilst in possession of inside information. No employee may disclose inside information to any third party, including other employees, other than in accordance with Essentra's strict protocols for the management of inside information.

Inside information is information which, if it were made public, would be likely to have a significant effect on the Essentra share price.

Examples of inside information may include mergers and acquisitions, changes in financial performance or forecasts, major litigation or changes in senior management.

If you become aware of someone who is using inside information for personal gain or is sharing this information with others which breaks our business confidentiality rules, you should report this to your Line Manager or in accordance with the [Essentra Right to Speak Policy](#).

The use or misuse of inside information may expose any employee to fines or imprisonment.

If in doubt, seek guidance from sharedealings@essentra.com.





12. PROTECTION AND PROPER USE OF ESSENTRA ASSETS

The Company's assets are the foundation from which Essentra provides its products and services worldwide, and employees are responsible for the protection and proper use of these assets. This includes establishing and complying with procedures that ensure that Essentra's assets are not put at risk or used in an inappropriate or wasteful manner. Business assets span many categories; they can be physical, tangible goods, such as vehicles, real estate, computers, office furniture, and other fixtures, or intangible items, such as intellectual property. In all cases, employees should ensure that their use of Essentra's assets does not prejudice the Company's interests.

13. BOOKS, RECORDS AND ACCOUNTS

The integrity of Essentra's books, records and accounts is essential. Essentra is committed to ensuring that all business transactions are recorded and maintained with accuracy and completeness, supported by documents that properly describe all third party dealings.

The falsification of any book, record or account, including the submission of any false claim for expense reimbursement is prohibited. Under no circumstances shall any accounts or payments be established or maintained "off book", and the storage or destruction of all books and records relating to Essentra's business activities must comply with Company procedure.

Information to be included in any external communication to stakeholders, or in any document to be filed with any regulatory authority or governing body must be complete, accurate and timely when submitted.

14. IT SECURITY POLICY



The [Essentra IT Security Policy](#) defines information security governance practices and principles in response to known and perceived threats to information and cyber security within Essentra. Threats may be external, internal, deliberate or accidental. These threats are now more common than ever. Each of us has a responsibility to be vigilant, doing our part to ensure we protect Essentra systems and information.

The core principles of IT and cyber security are:

- **Confidentiality** – we need to protect our data so only authorised access is allowed. We use access control systems that utilise passwords, multi-factor-authentication, encryption and other defences to ensure confidentiality.
- **Integrity** – our data needs to be reliable and not improperly modified, either by accident or maliciously. In legal contexts we must prove that we maintain our data properly. Document version control, file versions in the cloud plus frequent backups help restore data to the correct state.
- **Availability** – business data needs to be accessible for legitimate authorised users so our business can function correctly. System uptime, restore capability and disaster recovery processes support this.
- **Security and Privacy by Design** – we must consider data security and privacy within significant business changes such as large projects, new IT applications and acquisitions/divestments. Risk assessments must drive data handling decisions against our Data Protection Policy, applicable laws, regulations and contracts that we must comply with, e.g. the General Data Protection Regulation (GDPR) in the EU.



15. IT ACCEPTABLE USE POLICY



The [Essentra IT Acceptable Use Policy](#) describes the acceptable use of Essentra IT equipment, resources and information and is generally defined as any activity that may reasonably be expected to be carried out by an authorised person (i.e. our employees) with legitimate access for business purposes. Limited personal use is permitted within reason if it is appropriate and does not create productivity loss, impact service or resource availability or introduce liability or other risks to Essentra.

Examples of unacceptable use of IT (but is not limited to):

- Attempting to, or providing unauthorised IT access
- Sharing usernames and passwords with other users
- Installing, copying or utilising unauthorised software/hardware
- Copying, reproducing, sharing or transmitting data or information that undermines the intellectual property/trade secrets
- Connecting any network enabled equipment to the corporate network without IT approval
- Connecting personal devices to our IT infrastructure unless it is approved as an IT exception, for business purposes
- Accessing data where the user knows or ought to know they should not have access
- Introducing data-interception, password-detecting or similar software or devices
- Any hacking, reconnaissance or system compromises
- Knowingly introducing any computer virus, malware, remote access/control, automated script/trigger or malicious/destructive software
- Using Essentra systems for bulk/spam email campaigns



16. RELATIONSHIPS WITH CUSTOMERS AND SUPPLIERS



Essentra is committed to dealing fairly with customers and suppliers, ensuring that its relationships are managed to the highest standards of ethical business practice and in accordance with all applicable laws, rules and regulations.

As detailed in the [Essentra Third Party Due Diligence Policy](#), appropriate due diligence must be undertaken before doing business with third parties, particularly when appointing agents, engaging with distributors or dealing with third parties in sanctioned countries, to ensure that no unacceptable risks are posed to Essentra when transacting with such third parties.

Employees have a responsibility to ensure that all the Company's activities support the delivery of excellence in both products and service, and should not take unfair advantage of any third party through manipulation, concealment, abuse of privileged information or misrepresentation of material facts.

In addition, employees shall ensure on an ongoing basis (as far as is reasonably practicable) that all third parties working with, or on behalf of Essentra (which includes suppliers and customers) are complying with these requirements and are not engaged in modern slavery or the employment of children. For more details on our Modern Slavery Statement, click [here](#).



17. BRIBERY AND CORRUPTION



Essentra does not engage in or tolerate any conduct which may constitute bribery or corruption, whether directly by an employee or indirectly through a third party (such as an agent acting on the Company's behalf) or a family member.

In nearly all countries the act of giving or receiving a bribe will be a criminal offence both for Essentra and the individuals involved. Bribery generally involves paying or offering to pay money or something of value to someone in business or in the public sector in order to obtain or retain a commercial advantage, or to induce or reward the recipient for acting improperly. It is worth noting that a person receiving a bribe can be as guilty of an offence as the person who provides the bribe.

As detailed in the [*Essentra Anti-Bribery and Corruption Policy*](#), Essentra will not authorise or be a party to any financial payment or benefits in kind, with the intention of inducing or rewarding any person to perform improperly a function or activity that they are otherwise expected to undertake in good faith, impartially or from a position of trust (e.g. the award of a contract or an order).



18. CONFLICT OF INTERESTS



Essentra is committed to ensuring that all employees avoid any activities that might lead to or suggest a conflict between their personal interests and the interests of the Company. A conflict of interest is where an employee (or their friends & family) may personally benefit from a business decision, relationship or agreement prejudicing their judgement. This can lead to the potential for bribery and corruption. Examples of where a conflict may arise are as follows (but are not limited to):

- **Personal relationships:** Hiring or having a family member or close personal friend within the workplace or engaging in a business relationship with them. This includes doing business with companies in which you, a family member or friend have a significant interest.
- **Financial interests:** Directly or indirectly having a financial interest, including holding a directorship or senior management position, or shares in any of Essentra's customers, suppliers, competitors or other business partners.
- **Outside employment:** Taking hours or resources away from work to hold a second job, impacting the duties and quality of work you provide Essentra.

All employees are required to declare any conflict or potential conflict of interest on the [Essentra Conflict of Interest Disclosure Portal](#) in accordance with the [Essentra Conflict of Interests Policy](#), and to update any declarations in the event of any change of circumstances.



19. GIFTS AND ENTERTAINMENT



All employees must ensure that they deal with third parties in a way that avoids their independent judgement being influenced by personal advantage – or any perception that this may be the case. Employees are generally permitted to offer or accept business gifts provided they are offered or accepted in accordance with the Gift Principles detailed in the [Essentra Gifts and Entertainment Policy](#). Any gift or entertainment which is deemed to be outside the Gift Principles should be politely declined where possible.

DO (including but not limited to):

- ✓ Think twice – could the gift or entertainment impair your independence and objectivity? How might others perceive it?
- ✓ Consider the appropriateness of the type of gift or entertainment being offered.
- ✓ Get advance approval from your Line Manager and ensure the approval is recorded.
- ✓ Declare on the [Essentra Gifts and Entertainment Disclosure Portal](#) where necessary.
- ✓ Comply with the Monetary Value Threshold Guidance shown below.

DO NOT (including but not limited to):

- ✗ Provide lavish or frequent gifts or entertainment to any third party.
- ✗ Accept or offer any cash/cash equivalent items.
- ✗ Actively ask for or demand any form of gift or entertainment.
- ✗ Offer or accept gifts or entertainment that do not comply with applicable laws and practices.

MONETARY VALUE THRESHOLD GUIDANCE

- Meals should be less than £75 per head or such equivalent value in local currency.
- Gifts should be valued at less than £100 per head or such equivalent value in local currency.
- Entertainment (such as invitations to ordinary sports, theatre, other cultural events) should be valued at less than £250 per head or such equivalent value in local currency.



20. POLITICAL AND CHARITABLE CONTRIBUTIONS AND PUBLIC OFFICIALS



Essentra prohibits providing contributions, gifts or assistance to political parties, whether directly or indirectly. This includes any political fundraising activity by any candidate for/or holder of any state or local office (or an elected committee or similar association for such candidate) and/or political party of a state or locality.

Essentra also prohibits providing gifts or entertainment to any public official for the purpose of exerting any improper influence or otherwise influencing their official or commercial actions to gain a business advantage for the Company.

Essentra does not prohibit making direct or indirect contributions to charities. However, caution should be exercised to ensure that charities are not being used as a cover for political purposes, or to channel improper payments to public officials/to other third parties for unethical purposes.



21. SANCTIONS AND EXPORT CONTROLS



Sanctions and Export Control laws restrict the countries and people we can do business with. The laws apply to all Essentra activities globally as detailed in the [Essentra Sanctions and Export Controls Policy](#).

At Essentra, we value our business partners and honour the trust that they have placed in us. For the protection of all our business partners, Essentra must regularly assess its supply chains, including its customers, suppliers and banking arrangements to ensure compliance with applicable sanction regimes and export controls.

A comprehensive third party due diligence process must be undertaken where necessary to ensure a clear understanding of the risks potentially involved in doing business with any third party.

22. ANTI-MONEY LAUNDERING

Money laundering is the act of making illegally obtained money look like it came from legal sources. It involves hiding the true origin of the money through complicated transactions, so that it can be used without raising suspicion.

The [Essentra Anti-Money Laundering Policy](#) pursues the prevention of and prohibits money laundering and any activity that facilitates money laundering or the funding of terrorist or criminal activities. The Policy prohibits the use of cash for business transactions.



23. ANTI-TRUST AND COMPETITION LAW



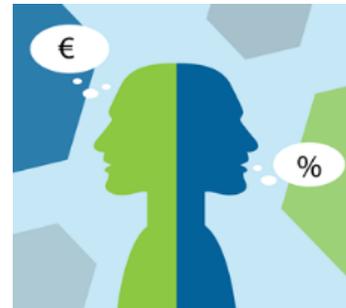
Essentra is committed to ensuring fair competition at all levels of trade.

Any agreement or conduct which has a damaging effect on market competition may violate anti-trust or competition laws and must be addressed. Examples of potentially anti-competitive agreements or practices include arrangements between competitors that control prices, allocate customers, or seek to limit production or capacity and exchanges of confidential or commercially sensitive information such as pricing. Abuse of a dominant market position must be avoided.

All employees must be particularly careful in any discussions with competitors and trade associations where there might be the potential for concerted activity amongst its members.

Ensure agreements with suppliers and customers containing restrictions on price, products or territory and/or including any elements of exclusivity, are carefully analysed with the benefit of legal advice before being entered into. Such arrangements should not be entered into with competitors, save for very limited exceptions cleared after detailed legal review.

For more information, read the [Essentra Anti-Trust and Competition Law Policy](#).



24. DATA PROTECTION AND PRIVACY



Essentra is committed to ensuring that personal and confidential information is preserved and protected and that its business practices and the behaviour of all employees comply with the requirements of all applicable data protection, security and privacy laws and regulations.

Confidential information includes commercial details, personal data and trade secrets and no employee shall access, modify, disclose (internally or externally) or make use of such information, unless they have the proper authority and the purpose for doing so is consistent with the legitimate execution of their duties and in accordance with the rights of use for such information.

The [*Essentra Data Privacy Policy*](#) states that employees must always respect the privacy of others and take steps to keep personal information safe and secure.



25. SOCIAL MEDIA POLICY



The [Essentra Social Media Policy](#) is to set expectations for appropriate behaviour and ensure that an employee's posts will not expose the company to legal problems or public embarrassment. The Policy covers online postings and conversations – both company-related as well as personal ones as they are linked to Essentra. Always exercise good judgement and common sense when engaging in online interactions.

When you engage in online conversations you are responsible for what you write: Be genuine, personable and relatable in your conversations – people want to talk to people, so try to avoid making a pitch. When you're engaging in a conversation about our company or our industry, identify yourself as an employee of Essentra. Be honest about who you are and what you do at Essentra.

When you're stating your own opinion, make that clear and highlight the opinions are your own and not the opinions of Essentra. You should avoid making comments that may reflect poorly on Essentra and you should always check the accuracy and sensitivity of what you are posting.



26. COMPLIANCE WITH OUR ETHICS CODE



All employees are required to live our values and are personally responsible for complying with this Ethics Code. In addition, employees should ensure that third parties working with or on behalf of Essentra are aware of the Ethics Code and as appropriate, any relevant supporting policies or guidance notes.

Failure to observe the terms of the Ethics Code or any of the supporting policies and guidance notes may result in disciplinary action where an employee's conduct will be subject to formal review. In the most serious cases, such reviews may potentially lead to the termination of employment and/or result in personal criminal or civil liability. Similarly, if you fail to report an act you are aware of, that contravenes the terms of the Ethics Code, you may also be subject to disciplinary action.

Any employee who knows or suspects any failure to comply with our Ethics Code should report it to their Line Manager, HR or in accordance with the [Essentra Right to Speak Policy](#).