

GCP Applied Technologies. (“GCP” or the “Company”) is committed to operating with the highest standards for business ethics, human rights, environmental protection and workers’ rights and expects our business partners to share this commitment. GCP’s policy is that all third party vendors that provide products or services to the Company including all of their affiliated enterprises that are directly or indirectly involved in the provision of those products or services (“Supplier” or “Suppliers”), act in compliance with this Code of Conduct (the “Code”) and adopt practices that are consistent with it.

Scope

GCP follows the principles in this Code and requires that its Suppliers do the same. Furthermore, GCP encourages its Suppliers to require their own suppliers and subcontractors to follow the principles of this Code in their operations.

Our Standards

GCP strongly believes in socially responsible business practices wherever we operate, particularly in the areas of human rights and labor standards, business ethics, the environment, and sustainability in our supply chain. We recognize that the relationship we have with our Suppliers is critical to our success and expect very high standards from them in each of these important areas as well.

Human Rights and Labor Standards

1. Human rights will be respected at all times. Harassment or discrimination against employees in any form is not acceptable. This includes, but is not limited to, discrimination or harassment based on gender, ethnic origin, religion, sexual orientation, skin color, disability, marital status, pregnancy, political affiliation, union membership, veteran status or age.
2. Child labor will not be used. GCP does not tolerate any form of exploitative child labor as defined in the International Labor Organization Convention 182, Article 3 (Worst Forms of Child Labor). Accordingly, we observe all applicable laws regarding the employment of minors and do not employ any young person in a way to restrict their educational opportunities or expose them to workplace hazards that are likely to endanger their health and safety. All GCP Suppliers are required to meet this same minimum standard.
3. Compensation and benefits must comply with all applicable local laws relating to minimum wages, overtime hours and legally mandated benefits. Where no wage law exists, GCP Suppliers are expected to provide wages that meet or exceed the local industry standard.
4. No form of forced or compulsory labor may be used; employees shall be free to leave employment after customary notice.
5. Suppliers shall respect and adhere to the right of employees to freedom of association and recognition of employees’ rights to collective bargaining, where allowable by law.
6. Workers shall have safe and healthy working conditions that meet or exceed applicable standards and local laws for occupational safety and health.
7. Suppliers must be compliant with local, provincial and national occupational health and safety laws and have the required permits, licenses, and permissions granted by local, provincial and national authorities.
8. Suppliers must have documented health and safety policies and/or procedures and appropriate safety infrastructure and equipment in place.

9. When on GCP sites, Suppliers must fully comply with applicable GCP policies and directives.

Business Ethics

1. All business will be conducted with honesty and integrity and in compliance with all relevant anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act and other countries' laws intended to deter corruption and bribery in commercial relations and among government officials and political candidates. There will be no payments, gifts, entertainment or other services or advantages offered or given to any GCP employee or third party that are intended to influence the way in which the GCP employee or third party conducts his or her duties. Similarly, GCP will not offer or give such payments, gifts, entertainment, or other services or advantages to any Supplier that are intended to influence the way in which the Supplier conducts its business.
2. All Suppliers are required to notify GCP should they receive any request from a GCP employee for any payments or similar benefits described above to be made to themselves, another GCP employee or any third party in violation of this Code. Notifications under this paragraph shall be made exclusively by contacting the Company's Ethics and Integrity in Action Hotline <https://secure.ethicspoint.com/domain/media/en/gui/46019/index.html>
3. All Suppliers are required to comply with all applicable trade controls, as well as all applicable export, re-export, and import laws and regulations.
4. All Suppliers are required to conduct business in full compliance with antitrust and fair competition laws that govern the jurisdictions in which they do business.
5. All Suppliers must avoid the appearance of or actual improprieties or conflicts of interests. Suppliers must not deal directly with any GCP employee whose spouse, domestic partner, or other family member or relative holds a significant financial interest in the Supplier. In the course of negotiating the Supplier agreement or performing the Supplier's obligations, dealing directly with a Supplier personnel's spouse, domestic partner, or other family member or relative employed by GCP is also prohibited.
6. All Suppliers are required to honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy. They must create, retain, and dispose of business records in full compliance with all applicable legal and regulatory requirements. GCP requires that all Suppliers be honest, direct, and truthful in discussions with regulatory agency representatives and government officials.

The Environment

1. Supplier operations will be carried out in an environmentally responsible and efficient manner and will make best efforts to minimize adverse impacts on the environment.
2. Suppliers must be compliant with local, provincial and national environmental laws and have the required permits, licenses, and permissions granted by local, provincial and national authorities.
3. All products and services will be delivered to meet the environmental, quality and safety criteria specified in the relevant contract between GCP and the Supplier and in accordance with the local laws in effect at the point of delivery, and will be safe for their intended use.

Supplier Self-Monitoring and Reporting

This Code underlies all of GCP’s contractual relationships with its Suppliers. Fulfillment of its principles will be taken into consideration by GCP when qualifying and selecting its Suppliers. Should any of the requirements in this Code be in violation of the national law in any country or territory in which a Supplier operates, the law should always be followed. In such cases, the Supplier must always inform GCP immediately upon receiving this Code or immediately after discovering such conflicts.

Suppliers must inform GCP if they have faced charges or have been subject to legal proceedings, within the five years preceding the date that Supplier signs and dates this Code below, related to the areas covered by this Code: business ethics, human rights, workers’ rights, and the environment. If any such charges or proceedings are made or occur after this Code is signed by the Supplier, then the Supplier must notify GCP immediately of this occurrence.

Once business or a contract has been awarded, it is GCP’s expectation that its Suppliers will constantly monitor their own compliance in meeting the standards set forth in this Code and promptly notify GCP of any material inability or failure to do so.

Failure of a Supplier to comply with the requirements in this Code may be considered a material breach by GCP in the related contract(s) or transactions between GCP and Supplier and GCP may terminate such contract(s) or transactions with Supplier at its discretion as a result.

Method of Notification

Notifications under this Code should be made by contacting the Supplier’s primary GCP Business partner. In the alternative, communications may also be made to GCP’s Ethics and Integrity in Action Hotline (<https://secure.ethicspoint.com/domain/media/en/gui/46019/index.html>) where they will be received directly by GCP’s legal department. Communications or notifications of violations of anti-bribery or anti-corruptions laws may **only** be made through the GCP Ethics and Integrity in Action Hotline.

Acknowledgement

By signing this document, the Supplier assures and agrees that they comply with the content of this Code.

Name of Supplier: _____

Signature of Authorized Supplier Representative: _____

Name of Authorized Supplier Representative: _____

Job Title of Signatory: _____

Date: _____