

DSS Code of Conduct

**DuPont
Sustainable
Solutions**

A message from our CEO

As an independent consulting company, our success is dependent upon our people, our decisions and the culture we build together in the new DSS.

We are a community of highly talented and experienced professionals committed to saving lives, enhancing the capabilities of our people and bringing sustainable changes to a wide range of clients across the world! It is our people, individually and collectively, that differentiates us and enables us to generate lasting changes with our clients.

We foster a culture of creativity, teamwork and transparency and streamline our systems and processes to:

- Extend accountability and decision making throughout the organization
- Enable employees to work with agility and independence
- Empower employees to act like owners
- Enhance our focus on Delivering Value to clients

DSS is flexible, nimble, independent, value focused firm supported by the DuPont legacy and resources.

We provide our people with opportunities to further develop and advance their careers through hands-on, experiential learning at client engagements and through collaboration and sharing with DSS teammates across practices and across geographies.

Transparency and frequent feedback on business expectations and career progression is a commitment shared by all managers.

Our purpose – to make the world a better, safer place — remains critical to our growth. We live the Core Values and Mission Critical Behaviors that have been vital to changing our culture and growth trajectory in DSS.



Davide Vassallo
Chief Executive Officer
DuPont Sustainable Solutions

Version: October 2019

TABLE OF CONTENTS

1.	MISSION CRITICAL BEHAVIORS & CORE VALUES	5
2.	HIGHEST ETHICAL BEHAVIOR	6
	a. Conflict of interests	6
	b. Company assets	6
	c. Bribery	7
	d. Dealing with Governments	7
	e. Competition	7
	f. Business across borders	8
	g. Confidentiality	8
	h. Data Protection and Data Security	8
	i. Keeping Records and Financial Integrity	8
3.	RESPECT FOR THE PEOPLE	8
	a. Equal opportunity	8
	b. Non- harassment	9
	c. Human rights	9
	d. Communication	9
4.	ENVIRONMENTAL STEWARDSHIP	9
	a. Environment protection	9
	b. Product stewardship	10
5.	SAFETY & HEALTH	10
	a. Safe workplace	10
	b. Respect for guidelines	10
	c. Drugs & Alcohol	10
	d. Workplace violence	10
6.	ETHICAL DECISION MAKING PROCESS	11

7.	REPORTING AND ENQUIRIES	11
	a. Speak up!	11
	b. General enquiries	12
8.	WE LIVE OUR VALUES	12

1. Mission Critical Behaviors & Core Values

DSS actively contributes to making the world a better place by helping our clients to save lives, protect assets, reduce the impact on the environment and improve outcomes. To achieve this ambition, DSS has identified certain behaviors that we believe are foundational to our success and foster the culture we believe will help us fulfill upon our mission and bring our values to life. These behaviors surface in different ways depending on one's job, but they apply to all of us.



The Code of Conduct applies to all of us who are part of the DSS team and defines a set of expectations for the behaviors and conduct of DSS employees, contractors, consultants and anyone performing work on behalf of DSS. “We”, “us” “ours” refers to each of us at DSS, no matter where located. The Code of Conduct is supported by, and should be read alongside, the full set of DSS policies.

2. Highest Ethical Behavior

We conduct ourselves and our business affairs in accordance with the highest ethical standards including transparency and honesty in all dealings and interactions, and in compliance with all applicable laws and regulations applicable to each person's roles and responsibilities, striving always to be a respected corporate citizen worldwide.

a. Conflict of interests

We must be ethical and transparent and not let our personal activities and interests conflict with DSS interests. We must avoid even the appearance of a conflict of interest.

Some examples of conflicts of interest may notably emerge when:

- Accepting outside work employment or conducting an activity which conflicts with our duties as DSS employees, or competes with DSS;
- Using corporate information acquired in the course of employment with DSS for personal purposes, such as insider trading;
- Taking personal advantage of a corporate opportunity acquired in the course of employment with DSS;
- When you or a member of immediate family takes a significant financial interest in, or role with a position of influence in an entity which is a competitor of DSS or seeks to do business with DSS;
- Giving a company benefit acquired as a result of, or in the course of being employed by DSS, to a friend or relative;

It is our responsibility to continuously disclose, discuss and decide with management how to address any potential or actual situations where there is a conflict of interest.

b. Company assets

We should always obtain, use, share, or dispose of company property that is under our control with DSS' interests front of mind, and we should demonstrate that we safeguard DSS' assets. It is not authorized to use DSS' assets for any form of personal benefit or to perform work for a third party outside the scope of employment.

DSS' assets include, but are not limited to computer and communications systems, internet, software, printers, copiers, records (notably financial records and reports) and expense requests, non-public information, intellectual property rights our brand and reputation.

We should think of the company assets as if they were our own and manage them like we would manage our own. We respect the following principles in relation to DSS' assets:

- Make sure we are authorized to obtain, use or dispose of the assets;
- Acquire necessary assets for DSS at a competitive price;

- Use DSS' assets correctly for appropriate purposes and efficiently, without causing significant waste or unnecessary costs for DSS; and
- Secure DSS' assets to prevent misuse.

c. Bribery

DSS is committed to strengthening all of its relationships with customers, suppliers, and other business associates. Naturally, such a commitment will result in circumstances where we will be in a position where he or she may be considering providing (or receiving) gifts and other entertainment to foster good business relations. However, good judgment and care must be taken so as not to give the impression that the gift is being given to induce preferential treatment or a or a favorable business outcome to DSS (or conversely, received by DSS with an expectation that DSS will provide preferential treatment or a favorable business outcome to the gift provider).

We are all accountable to follow our strict internal guidelines and in this regard we should all be familiar with the Anti-Bribery Policy. To prevent bribery or any other form of corruption, we never provide gifts or entertainment, sponsorships, donations and facilitation payments, with the expectation or intention of improperly influence other persons' business decisions, and do not make illegal or unethical payments.

In all situations, we must be ethical, transparent and exercise good judgment in line with regional customs and business practices, and exercise moderation to avoid the appearance of inappropriate conduct.

d. Dealing with Governments

DSS' business often requires that we interact with officials of various governments around the globe. Rules are not the same and are generally more stringent when we deal with governments than when we deal with individuals.

Any benefit conveyed by DSS to a public official must be fully transparent, properly documented and accounted for, and in this regard we should all be familiar with the DSS Anti-Bribery Policy.

e. Competition

DSS believes in fair marketplace competition and conducts its business in accordance with competition and antitrust laws. Each of us should be familiar with competition restrictions.

Competition laws usually prohibit agreements or actions that unreasonably restrain trade or reduce competition. Examples of such prohibited conduct may include fixing or controlling prices or to set other terms and conditions of sale, restrictive dealings, boycotting specified suppliers or customers, entering into agreements or arrangements with a competitor to allocate customers, products, territories, or markets and/or limit the production or sale of products or services. Furthermore, we do not market services in a misleading way, nor make it disparaging or untruthful allegations regarding competitors. It is strictly forbidden to obtain confidential information on competitors by using illegal or unethical means.

f. Business across borders

Every place which DSS conducts its business may have distinct laws, regulations and ways of transacting business, notably regarding imports, exports, sanctions, antiboycott, anti-money laundering and customs. We must be familiar with these laws and abide by local customs while we honor our DSS core values and uphold our standards. Therefore, each of us must understand the relevant laws and regulations that help safeguard the reputation of DSS as a responsible global company.

g. Confidentiality

DSS takes its obligations of confidentiality seriously in respect of its internal confidential or proprietary information. Confidentiality of non-public information obtained suppliers, clients, employees, agents, consultants and other third parties must be protected by each of us in line with legal and contractual requirements.

h. Data Protection and Data Security

DSS commits to its data protection and security obligations very seriously.

All our people must comply with the particular laws and regulations relating to collection and use of personal data in jurisdictions within which they operate. We must report data security breaches as soon as possible to the Data Protection Officer.

You have the right know how we collect, use and store your personal information in our systems. All of our people are notified according to local law.

i. Keeping Records and Financial Integrity

DSS maintains processes and internal controls so transactions are recorded and conducted in accordance with recognized accounting and business practices. DSS keeps records including financial records, that are complete, accurate, timely and in accordance with relevant laws. DSS keeps applicable records for the appropriate retention periods reflecting applicable laws, regulations and good business practices.

3. Respect for the People

We treat our employees and all our partners with professionalism, dignity and respect, fostering an environment where people can contribute, innovate and excel.

a. Equal opportunity

DSS does not discriminate against any employee or applicant for employment because of age, race, religion, color, gender, disability, national or ethnic origin, ancestry, marital status, family status, sexual orientation, gender identity or expression, or veteran status with respect to any terms or condition of employment, including hiring, promotion, demotion, transfer, recruitment, termination, rates of pay, or other forms of compensation and selection for training.

b. Non- harassment

We do not tolerate harassment of any kind. Harassment can unreasonably interfere with an individual's work performance or create an intimidating or offensive work environment. In most countries, harassment may constitute a criminal offence. We must never address slurs or derogatory comments to anybody, nor request or promise something in exchange for sexual favors. Other offensive behavior or bullying are also strictly forbidden. Inappropriate use of company computers and communications systems will be disciplined.

c. Human rights

As a responsible business, DSS upholds Human Rights. We do business with companies who share the same commitment.

As part of our commitment, we take the necessary steps to ensure decent working conditions on our own sites on one hand, but also with our partners, on the other hand. In particular, this includes a prohibition on forced labor, human trafficking, slavery and child labor.

d. Communication

Only persons specially authorized by DSS can officially communicate on behalf DSS with outside parties such as journalists, research analysts, government or law enforcement officials. Please contact your local Communications team member for guidance.

In personal activities on social media, we must be polite, respectful, and remember that one's conduct may impact DSS' reputation. We should always be mindful of the content we create, share or post, remembering the interests of DSS and our obligations of confidentiality.

4. Environmental stewardship

We find science-enabled, sustainable solutions for our customers, always managing our businesses to protect the environment and preserve the earth's natural resources, both for today and for generations into the future.

a. Environment protection

DSS is committed to conducting its business in an environmentally responsible manner and each of us is, in turn, is committed to continuously improving the sustainability of the business. DSS is committed to complying with applicable environmental laws, regulations and standards.

Each of us should consciously limit the maximum use of non-renewable energy or raw materials. To contribute to our sustainable practice, we should try and minimize our personal and business ecological impact and reduce our environment footprint.

b. Product stewardship

We should pay specific attention and monitor the quality and efficacy of our products and services in order to anticipate and respond to all possible expectations and requirements from our business partners or the society. DSS is committed to development environmental friendly technologies in respect of its products and services.

5. Safety & Health

We share a personal and professional commitment to protecting the safety and health of our employees, our contractors, our customers and the people of the communities in which we operate.

a. Safe workplace

DSS maintains a physically and emotionally safe and healthy workplace for all employees in compliance with all applicable laws and regulations. Any form of reckless, aggressive or abusive behavior in the workplace will not be tolerated by DSS. We commit appropriate and sufficient resources to protect and support our safety efforts.

b. Respect for guidelines

We should all abide by the safety rules and guidelines issued by DSS on the workplace, such as access, safety or application guidelines. Each of us has the authority and responsibility to stop work to prevent an unsafe incident from occurring.

c. Drugs & Alcohol

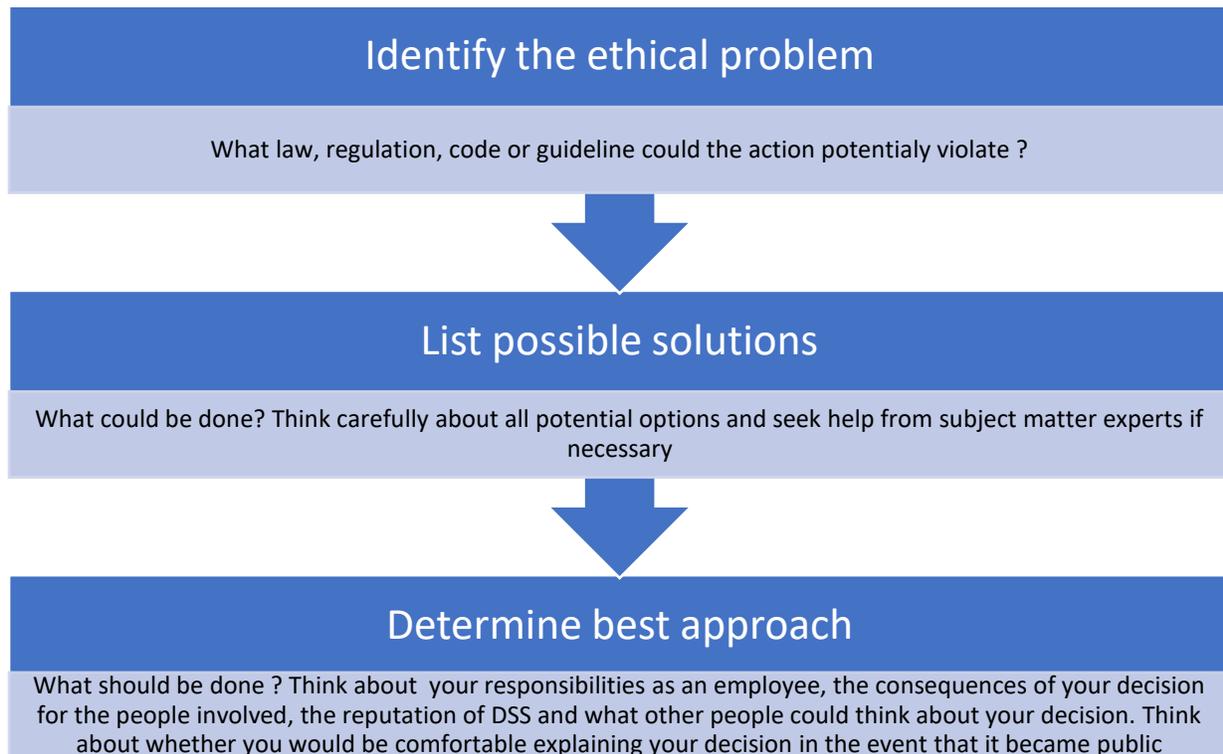
We take the necessary measures to ensure that the use of alcohol and/or abuse of drugs by employees does not endanger the health, safety, and security of our employees, our operations, our clients, our communities, or all people who come into contact with our workplace and workforce. We do not tolerate unlawful possession, use or distribution of alcohol or drugs by DSS employees in the workplace or while on business, or elsewhere, if engaging in any activity on behalf of representing DSS.

d. Workplace violence

We are committed to maintaining a workplace free from threats and acts of violence. Each employee, and everyone with whom we come into contact in our work, deserves to be treated with courtesy and respect. We do not tolerate threats or violent activities. Any potentially dangerous situations must be reported immediately to your immediate supervisor.

6. Ethical decision making process

You are facing an issue and don't know how to solve it? Follow the process below for structured and disciplined guidance. This is not a one size fits all scheme. Always pay attention to the specificities of the situation you are facing. Review the situation with you supervisor before acting in case of doubt.



7. Reporting and enquiries

a. Speak up!

We are all accountable for the implementation of this Code of Conduct. If you see or suspect a violation of law or this Code of Conduct, or improper business practices and conduct generally, please say something. We should all foster a culture of accountability, responsibility and reporting, when necessary, without any fear of reprisal. Everybody who raises a concern in good faith will be supported by DSS and will not be subject to retaliation. Any act or threat of retaliation will be considered a violation of the present Code of Conduct.

You should raise concerns directly to your Supervisor in the first instance, or if you feel more comfortable, to a member of the Human Resources team or of the Legal team. The concern can be raised anonymously as long as this process is in accordance with the local law.

The Ethics Committee will open or delegate a fully confidential and impartial investigation of all allegations. Information will be disclosed to others only on a need-to-know basis and everyone is required to fully co-operate with such an investigation as is necessary, respecting confidentiality obligations and personal privacy as appropriate. Employees who are being investigated for a potential violation will have the opportunity to be heard during the investigation process and prior to any final decision rendered by the Ethics Committee or its delegate.

In the event an investigation results in a finding of wrong doing on the part of a DSS employee, DSS is committed to taking the appropriate actions as necessary in respect of the DSS Employee, and to the extent necessary, will make improvements or changes to any finding of inadequacy in DSS processes or procedures.

b. General enquiries

If you have an ethical concern or question, you can refer to the section dedicated to the “ethical decision making process”. In case of doubt, you should contact your Supervisor in the first instance, or if you feel more comfortable, please contact a member of the Human Resources team or of the Legal team directly.

8. We live our values

We should always keep our core values in mind:

- Highest ethical behavior
- Respect for the people
- Environmental stewardship
- Safety & Health

And reflect them in our day to day behavior:

1. Comply with the Code of Conduct and all applicable law, regulations and guidelines.
2. Consider our actions. Ask ourselves, use good judgement and ask for guidance.
3. Avoid conflict of interests and disclose potential conflicts.
4. Use DSS’ assets properly, like our own.
5. Keep all business information confidential and do not talk to third parties without prior written authorization.
6. Do not bribe or accept a bribe. Report any suspicious behavior.
7. Respect the environment on both personal and professional levels.
8. Respect all the people we meet and interact with.
9. Watch out for safety and others.
10. Raise any concern and report any violation of the law, this Code of Conduct, or other policies.

DSS is a leading provider of operations management consulting services that enable organizations to protect their employees and assets, realize operational efficiencies, innovate more rapidly and build workforce capability.

consultdss.com

**DuPont
Sustainable
Solutions**