

Klöckner Pentaplast GLOBAL ANTI-BRIBERY & CORRUPTION POLICY

The Klöckner Pentaplast Group, including LINPAC and their respective subsidiaries (hereafter referred to as “**Klöckner Pentaplast**” or the “**Company**”) is committed to conducting all business in accordance with the highest standards of international business ethics, including all applicable laws prohibiting bribery and corruption. These include, but are not limited to, the UK Bribery Act 2010 (the “**UKBA**”), the U.S. Foreign Corrupt Practices Act 1977 (as amended) (the “**FCPA**”), and similar legislation of all countries in which the Company does business (“**Anti-Bribery Laws**”). Anti-Bribery Laws prescribe standards of conduct for all of our officers, directors and employees. When permitted by law, we also expect intermediaries, agents, distributors and any other third party with whom we may do business to comply with this policy (collectively, with employees, officers, and directors, “**Company Personnel**”).

In furtherance of our commitment to doing business in a fair and ethical way, we strictly prohibit all acts of bribery and corruption by any Company Personnel. The governing Board of the Company has therefore determined that the Company should adopt this Anti-Bribery Policy (the “**Policy**”) to help Company Personnel better understand, identify, and prevent violations of Anti-Bribery Laws. Please note, however, that the guidance in this Policy cannot address every potential situation that you may encounter in your work for our Company and that may give rise to questions about compliance with these laws. You should always exercise good judgment and common sense in dealing with situations where bribery and corruption risks may arise.

This Policy should be read in conjunction with the Company's Code of Business Conduct and Ethics (“**Code of Conduct**”) and International Trade Compliance Guidelines.

If you have any questions, you should never hesitate to contact the Compliance Officer, who is responsible for the administration and the implementation of this Policy. ***Please note that reporting actual or potential violations is required.*** You must immediately contact the Compliance Officer if you believe or suspect that a violation of this Policy has occurred or may occur. Failure to make such a report is itself a violation of this Policy, and may subject an employee to discipline.

Our Compliance Officer is Svetlana Walker. She can be contacted at: compliance@kpfilms.com.

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1. To Whom Does This Policy Apply?

All officers, directors, employees, third parties, agents, distributors, resellers, and anyone else acting on behalf of the Company, anywhere in the world, must comply with this Policy.

Collectively, these persons are referred to as “Company Personnel” throughout this Policy.

2. What is Prohibited?

In brief, our Company strictly prohibits all Company Personnel, wherever located, from:

- (a) offering or giving **anything of value, directly or indirectly**, to any person, including a **foreign governmental official** or a private individual, in order to **obtain or retain business**, or obtain **any improper advantage**; and
- (b) accepting or agreeing to accept anything of value where this would, or might be seen to be, improper or likely to influence the performance of any activity.

Each of these key terms is discussed further below.

- **“Anything of Value”** is broadly-defined and means anything that has value to the intended recipient. For convenience, all things of value are collectively referred to as “*payments*” in this Policy. It can include things such as:
 - Cash or cash equivalents (e.g., gift cards);
 - Non-cash items (e.g., gifts, entertainment, dinners, sports tickets, club memberships, flights, jewelry, wine, liquor, cigarettes, etc.), if intended to secure an improper advantage;
 - Offers of employment or internships;
 - Discounts;
 - Forgiveness of debt;
 - Favors or preferential treatment;
 - Provision of free services;
 - Political or charitable donations or contributions; and

- Any other financial or other advantage.

There is no de minimis exception for improper payments.

Anti-Bribery Laws are generally not intended to prevent Company Personnel from engaging in legitimate and reasonable business development activities, such as engaging in modest customer hospitality and entertainment. However, even small payments are prohibited under Anti-Bribery Laws if they are offered or given with an improper purpose. Moreover, the mere promise or offer of an improper payment can violate applicable Anti-Bribery Laws, even if the payment is never made, and even if the intended recipient of a payment takes no action in response to a promise, offer, or payment. Company Personnel must ensure all that gifts and business-related expenditures are made and received in accordance with the limits and guidance set out in this Policy.

- **“directly or indirectly”** covers both actions that you may perform, as well as actions that you may cause to occur through a third party. Our Policy prohibits improper payments that are made **directly** to a counterparty as well as improper payments made **indirectly** (e.g., through a third party, such as an agent or intermediary).

For example, giving a payment to a distributor when the circumstances indicate that such payment will be given to another party for an improper purpose, such as when you have reason to suspect that the payment will be given to a private customer to win a contract, would violate this Policy and Anti-Bribery Laws.

Even if receipt of a payment cannot be traced to a specific foreign governmental official or private sector individual, the mere belief by Company Personnel that an improper payment will be provided to a foreign governmental official can be sufficient to cause a violation of relevant anti-bribery laws, and therefore is prohibited by this Policy.

Our Company also strictly prohibits Company Personnel from **receiving, requesting, soliciting, or accepting** any improper payments. If any counterparty offers you an improper payment, you **must** report such incident promptly to the Compliance Officer.

Improper payments may include, but are not limited to:

- **Kickbacks** - Where a percentage from a contract or other financial award is improperly returned to the person awarding that contract or benefit.

For example: Winning a new contract by promising to pay the customer's representative a cash payment.

- **Inflated commissions** - Where higher than normal commissions are paid as a reward for improper behavior.

For example: Paying an agent extra commission knowing that it will be used to bribe a distributor.

- **Political or charitable donations** - Can be used as bribes or to conceal payments that are made with improper purposes.

For example: Making a donation to a political party to support legislation that is favorable

to the Company.

- **Excessive or inappropriate entertainment** - This can be used to influence business contacts to make decisions in the Company's favor that they otherwise might not have made.

For example: Giving a company director and his family an expensive holiday before he makes a decision to assign a contract where the Company has submitted a tender.

For example: Accepting a cruise from a Company supplier before making a decision to renew the supplier's contract.

- **Expensive gifts** - These can be given to influence the recipient.

For example: Giving an expensive iPad to a distributor so that the distributor will stock the Company's products.

For example: Receiving an iPad in exchange for selecting a particular supplier for a resin for the Company's products.

- **Facilitation payments or "grease" payments** - These are small non-discretionary payments to government / public officials to speed up routine administrative processes.

For example: Paying a governmental official \$20 to speed up the permitting process for the Company.

Our Policy and many domestic laws strictly prohibit all facilitation or grease payments.

If you have any doubt as to whether an action might create risk of bribery or corruption, you must immediately contact the Compliance Officer.

- **"Foreign governmental official"** is defined broadly, and includes:
 - Employees of wholly- or partially- state-owned enterprises (e.g., manufacturing joint ventures, state-owned companies, state-owned banks, pension funds);
 - Employees of non-U.S. governments as well as persons who are appointed or elected to government office, *at any level*;
 - Any person acting in an official capacity for a government, government agency, or state-owned enterprise (e.g., someone who has been given authority by a governmental entity to carry out official responsibilities);
 - Any candidate for political office, or any official or employee of a political party, or a political party itself;
 - Any person holding a legislative, administrative or judicial position of any kind (whether appointed or elected) of any country or territory (e.g., a judge); and
 - Any officer or employee of a public international organization (e.g., the United Nations, the World Bank, or the International Monetary Fund).

It may not be obvious whether a person with whom you are dealing is a foreign governmental official. For example, executive assistants at a packaging company's partially state-owned joint venture could qualify as foreign governmental officials, as could professors at public universities, and members of a royal family.

If you have any questions about whether an individual is a foreign governmental official under this Policy, you should promptly contact the Compliance Officer.

- **“To Obtain or Retain Business”** covers nearly all interactions that the Company may have with persons and entities outside of the Company itself.

Essentially, any action taken by our Company with the goal of staying in or otherwise conducting business can be considered to be for the purpose of “obtaining or retaining business,” including:

- Paying taxes or utility bills;
 - Obtaining or renewing leases for facilities or office space; and
 - Obtaining or renewing authorizations necessary for our business operations.
- To **“secure an improper advantage”** means obtaining an advantage for our Company that may not be offered to its competitors, or some other advantage that is only available to us if we make an illegal or improper payment.

It can also include situations where there is no direct advantage for the Company, but the relevant person is being induced or rewarded for acting improperly in the performance of his or her functions.

Generally, it includes any commercial or financial benefit or advantage, such as:

- Any confidential or proprietary information that would not otherwise be available to us;
- A decision to provide the Company with more preferential terms in an agreement;
- A favorable decision relating to setting up a new factory or joint venture;
- A decision by a governmental official not to impose a fine or tax, or to minimize such a fine or tax; and
- A payment to prevent enforcement of an applicable law or regulation.

3. Gifts & Entertainment Guidelines

As a matter of respect for the rich and diverse business customs practiced in the international markets in which we do business, we recognize that appropriate business conduct in different jurisdictions might differ somewhat based on local ethical business practices. Nonetheless, the actions of all Company Personnel must always be consistent with this Policy and all other relevant Company policies and procedures. **If you are unsure of applicable laws and/or provisions of this Policy or other Company policies and procedures with respect to providing business courtesies in any circumstance, you should promptly contact the Compliance Officer.**

Under Anti-Bribery Laws, large or extravagant gifts or entertainment, as well as a widespread pattern of smaller gifts and entertainment, may be considered bribery. Therefore, it is our policy that **no gifts or entertainment may be provided to any foreign governmental official without prior written approval from the Compliance Officer.**

Further, all gifts or entertainment provided to any party or accepted by Company Personnel must be reasonable in value and appropriate under the circumstances.

Depending on your individual responsibilities, additional regulatory requirements may be applicable to gifts and entertainment that you may give or receive.

In order to ensure compliance with anti-bribery laws and high ethical standards of business conduct, we have adopted certain requirements for gifts and entertainment, including limits on gifts and entertainment expenditures, which are set forth below.

- Gifts or entertainment may not violate any Anti-Bribery Laws, or any policies of the intended recipient.
- Gifts or entertainment must serve a valid business purpose, and must not be given in exchange for new business, a contract renewal, or any other benefits, advantages or favorable decisions.
- Gifts should not be lavish.
- Gifts or entertainment should be presented or accepted openly and transparently, with no attempt to conceal the identity of the giver or recipient.
- Whenever possible, gifts should contain the Company's corporate logo.
- No gifts may be made of cash or cash equivalents (e.g., gift cards).
- If the value of the expenditure or gift is valued at more than **€200**, or the equivalent amount in other international currencies from any person or firm that does or seeks to do business with the Company for a commercial relationship, prior written approval must be obtained from the Compliance Officer.
- In some locations, it is acceptable and common to provide public officials token gifts. This practice should be confirmed first with the Compliance Officer.

You should also consult the Gifts & Hospitality Guidelines and the Code of Conduct, which are available on the Company intranet.

Any exceptions to these standards must receive prior written approval from the Compliance Officer. You must inform the Compliance Officer before you take any action that would contravene these standards. The Compliance Officer will review your request and respond to you in writing within 1–2 business days.

4. Working with Third Parties

In many instances, bribes made by third parties can cause our Company to violate anti-bribery laws. In fact, more than 85% of anti-bribery enforcement actions involve improper payments made by or through third parties! In addition, in some countries, we can be held legally responsible and criminally liable for failing to prevent such acts.

In order to minimize risk that may arise from doing business with third party distributors, resellers, agents and consultants, we must ensure that appropriate, risk-based due diligence is conducted on third parties so that we can detect, prevent, and deter improper conduct.

Our due diligence process requires consideration of:

- The location of services to be performed and the perceived “level of Corruption risk” in the country in which the third party operates on behalf of the Company;
- The nature of service(s) to be provided by the third party;
- The frequency and the nature of interactions with foreign governmental officials (on the Company's behalf); and
- The fee or payment structure.

As may be warranted by the circumstances, and before conducting business or entering into a business relationship with any new third party, such as with distributors, agents or resellers, Company Personnel shall conduct an appropriate due diligence review of the potential new party,

which may include completion of a Third Party Due Diligence Questionnaire (a “Questionnaire”). Company Personnel may not trade or otherwise commence dealings with any such new third party until the due diligence review has been completed and sign-off has been received from the Internal Audit/Compliance or Legal Department.

A Questionnaire may also be required for existing third parties if:

- A Questionnaire has not yet been completed for the existing third party,
- A Questionnaire had previously been completed but material changes have occurred since the Questionnaire was completed (e.g., if the prior Questionnaire related to a different project or involved the provision of different goods/services or if the third party has undergone a change of ownership or control),
- The third party has not completed a Questionnaire in the prior two (2) years.

The Legal Department or its designees will be responsible for administering the Questionnaire completion process, and maintaining appropriate records of due diligence.

Any questions regarding the Third Party Due Diligence Questionnaire or the overall due diligence process should be addressed to the Compliance Officer.

5. Risk Assessments

The Company regularly assesses the bribery and corruption risks that arise in connection with the Company’s business. The Company shall review its compliance with applicable Anti-Bribery Laws annually, including by identifying any particular bribery-related risks of the jurisdictions where the Company does business and the Company’s counterparties, and implementing appropriate steps to mitigate such risks.

The Compliance Officer shall be responsible for undertaking such assessments and will make any necessary recommendations to the Klöckner Pentaplast Board.

6. Training

The Company will provide periodic training to Company Personnel regarding anti-bribery requirements and how to ensure compliance with Anti-Bribery Laws and this Policy. All Company Personnel must participate in such training when required, and attendance records shall be retained by the Company for at least five years.

7. Potential Red Flags

The following is a non-exhaustive list of risk factors (**red flags**) which could indicate risks for corruption and bribery. **Please note that these are not exhaustive, and any potential signs that something may be amiss should be reported promptly to the Compliance Officer.**

- The country where business will take place is known to be high-risk for corruption and bribery.
- Requests for payments to be made in cash, upfront, or to a bank in a location or country in which the counterparty is not located.
- Excessive payments for services rendered.
- Lack of detail in invoices; for example, large non-itemized invoices or fees.
- Lack of supporting documentation for invoices or expense reimbursements.
- Previous investigations, prosecutions or sanctions for any corruption-related offense.
- Lack of cooperation in providing requested information and documents.

- Lack of transparency in any prior written or oral agreements with the counterparty.
- Absence of publicly available information substantiating the existence of the counterparty (e.g., corporate records),
- Personal relationships between a counterparty and foreign governmental officials who will be involved with, or can influence the process for which the third party has been engaged.

8. What Are the Consequences of Bribery and Corruption?

Bribery and corruption will not only hurt our Company—it may also have serious consequences for you. Bribery and corruption are frequently criminal offences and may result in heavy financial penalties for individuals and the Company, as well as imprisonment.

In addition, bribery and corruption can also cause serious damage to the Company's brand and reputation. Substantial fines, debarment from competing for public contracts or participating in tenders in one or more jurisdictions, and negative news are only a few of the potential consequences.

Many of our customers are similarly concerned about preventing bribery and corruption, and seek to ensure that their own counterparties do not do business in an unethical manner. If we do not comply with applicable anti-bribery laws, we may lose our customers' confidence and business.

9. Reporting Potential Issues

- If you think that a violation of this Policy has occurred or may occur, you **must** immediately report the circumstances to the Compliance Officer. **Failure to make such a report is itself a violation of this Policy, and may subject an employee to discipline.**
- In the event the violation of this Policy involves a member of the Senior Management, the Audit Committee should be contacted using the contact information specified in the Code of Conduct and listed at the end of this Policy.
- **Anonymous reporting is permitted.** You may also submit a confidential report to the Ethics Hotline, details of which are listed at the end of this Policy. You do not need to provide any identifying information about yourself to make this report.

Regardless of how you choose to report a potential issue, your concerns will be taken seriously and investigated quickly. Where permitted by local law, your anonymity will be protected if you wish.

The Company will not tolerate retaliation of any kind against employees or other persons who submit complaints in good faith. Additionally, no employee will be adversely affected or disciplined by the Company because the employee refuses to carry out an order or directive that violates any applicable laws or this Policy.

Following the receipt of any complaint submitted in accordance with this procedure, the Compliance Officer, Senior Management or the Audit Committee will investigate each matter and, if appropriate, take corrective and disciplinary action, which may include, alone or in combination, a warning or letter of reprimand, reassignment, demotion, loss of merit increase or termination of employment/contract.

After evaluation of relevant evidence, the person(s) mentioned in the report will, where

possible, be immediately notified and given an opportunity to respond; including to oppose the processing of their personal data on legitimate grounds, to access that data and to correct any inaccurate information. Notification to such person(s) may however be delayed in exceptional circumstances, in particular if it is necessary to ensure an effective internal investigation and the protection of evidence.

10. [kpEthicsHotline](#)

Web Address: <http://kp.ethicspoint.com>
EthicsHotline Toll-Free Number

Country	Direct Dial	2 Step Dial
Argentina	0800-345-1337	
Australia	1800490532	
Belarus	882003210534	
Brazil	0800 729 2269	
Canada	(833) 945-1574	
China	4001201766	
Czech Republic	800 022 626	
Egypt		1. From an outside line dial the AT&T Direct Dial Access® for your location: 02-2510-0200 Egypt (Cellular) 2510-0200 Egypt (Cairo) 2. At the prompt dial 877-281-5511.
France	0 800 99 12 42	
Germany	0800 1821267	
Hungary	(80) 088 573	
Italy	800035821	
Mexico	8006819376	
Netherlands	0800 0222382	
Poland	800005139	
Portugal	800 181 327	

Romania	0800 890 479	
Russia	8 (800) 100-69-49	
Slovakia	0800 002 654	
Spain	900876112	
Switzerland	0800 121 105	
Thailand	1800014748	
Turkey	080049240880006	
U.A.E.	8000321108	
United Kingdom & Northern Ireland	0800 102 6532	
United States	(877) 281-5511	