Code of Conduct
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Hexion Ethics Line:

+1 877 482 6908

You can also submit your concern online at:
hexion.alertline.com

Outside of the U.S. and Canada, dial the AT&T direct code first then the Ethics Line number.
A Message from Craig Rogerson

Dear Associates,

Ethics and Integrity are core values at Hexion. This means that we do the right thing; we say what we mean and we do what we say. We are our word. To live these core values, we have developed a comprehensive compliance program that supports and enhances our business. The cornerstone of our program is Hexion’s Code of Conduct.

Operating in an ethical manner is the foundation for ensuring that all of us worldwide comply with the letter and the spirit of the law. As Hexion associates, we value our reputation for integrity. We strive to adhere to the highest ethical standards and to comply with all laws and regulations applicable to our business. Each of us has a responsibility to maintain and advance the ethical values of the Company. We must always remember we are judged not only by the business results we achieve but also by how we achieve them. We believe organizations that operate in this manner build value over time and have the best chance for long-term success.

Our Code of Conduct, including its supporting policies, provide guidance on the high standards of integrity and the conduct expected of us. While our Code cannot address every situation we may encounter, it serves as a resource and as a guidepost for us. Each of us has a responsibility to read and understand the Code of Conduct. Hexion has numerous resources to answer questions regarding the Code or a compliance concern, including managers, the Legal Department or globalcompliance@hexion.com.

We recognize our shared responsibility to report suspected inappropriate conduct or unethical behavior. In addition to the resources mentioned above, we have the option to contact the Hexion Ethics Line to submit concerns on anonymous basis (subject to local limitations in certain countries). More information about the Hexion Ethics Line is available in the Code section entitled “Getting Help and Reporting Concerns.” Hexion does not tolerate retaliation against any associate who in good faith reports a suspected violation of the law or the Code of Conduct.

Hexion’s policy with respect to ethical behavior is firm. Any of us who violate the Code or any other policies and procedures of the Company will be subject to disciplinary action, which may include termination of employment. Depending on the nature of the violation, we may also face civil or criminal penalties.

Thank you for your continued commitment to our high standards of ethics and integrity.

President and Chief Executive Officer
One Clear Vision

We are the leading global specialty materials company that creates extraordinary, innovative and highly valued products. Our people deliver breakthrough solutions that enable customers to make it in today’s world…and tomorrow’s. We are Hexion, the partner of choice.

Our mission is to create exceptional value for our customers, to operate in a safe, sustainable and responsible manner for our associates and communities, delivering outstanding returns for our investors.

Our Commitment to Environmental, Health and Safety

We are committed to environmental health and safety excellence throughout our worldwide operations as a means of living up to our social responsibilities and building the value of our businesses. We pledge to work in a sustainable manner toward the vision of no accidents or injuries and minimizing impact to our environment.

Hexion is committed to providing a safe and secure workplace. We believe that safety is everyone’s responsibility. Everyone is expected to immediately report incidents, injuries and unsafe conditions. The goal is simple—we want everyone to go home the same way they came to work.

Hexion understands its responsibility to act as a good steward to our environment and the communities in which we operate. We strive to conserve our natural resources and assure safe handling of hazardous materials by reducing their use where practical. Hexion works to meet or exceed environmental laws and regulations and we consider the EHS risks associated with new acquisitions, products and operations.

As a member of the American Chemistry Council, we are committed to the principles of Responsible Care®. We embrace product stewardship by providing our distributors and customers with information necessary to handle and manage our products safely.
Our Commitment to Each Other
Mutual Respect

Hexion believes in the creation of a respectful and friendly work environment. We hold ourselves to a higher professional standard and treat one another with dignity and respect. We embrace and respect our associates’ different backgrounds, cultures, experiences and opinions. We believe our diversity makes Hexion more competitive and stronger in the global marketplace.

We are an Equal Opportunity, Affirmative Action employer. We never make employment decisions based on a person’s gender, minority status, sexual orientation, gender identity, protected veteran status, status as a qualified individual with a disability or any characteristic protected by law. We make an affirmative effort to consider candidates that are reflective of today’s workforce. We make hiring and promotional decisions based on qualifications and performance.

Hexion believes all associates have the right to expect a workplace free from harassment, bullying or abrasive behavior. Harassment can be described as any unwelcome behavior that creates an intimidating, hostile or offensive work environment. This includes sexual harassment or behavior that consists of unwelcome sexual advances, request for sexual favors or other verbal, written, emotional or physical actions of a sexual nature towards another associate. Hexion does not tolerate harassment of our associates of any kind. Associates are encouraged to speak out and report any behavior that makes them uncomfortable or that they believe is inconsistent with our Mutual Respect Policy.

Hexion does not tolerate reprisal or retaliation against those who report concerns in good faith.

Substance Abuse

We have a shared commitment to the health, safety and welfare of all of our associates and the communities where we do business. We maintain a drug free workplace to ensure our associates and our communities are safe. The use, possession, sale or distribution of illegal drugs or alcohol on or off duty, at any of our workplaces is strictly prohibited, including the unauthorized use or misuse of prescription medications.

Respecting Human Rights

Respect for fundamental human rights is at the core of our operational philosophy. Any form of forced or involuntary labor, including child labor, slavery or human trafficking by the Company is not acceptable or permitted. In addition, Hexion expects third parties acting on our behalf to comply with applicable (labor) laws and demonstrate respect for human rights.
Our Commitment to the Marketplace

Compliance with the Laws

Hexion complies with all laws, rules and regulations governing our businesses. A variety of national, state, provincial and local laws apply to our businesses, and some carry criminal penalties. Hexion will investigate, address and report, as appropriate, all violations. Notify the Legal Department if you become aware of possible violations.

We think globally. Legal requirements may be inconsistent with local culture or past practices. We understand that compliance with laws is still required even if our Company is at a competitive disadvantage.

Antitrust Laws

Our commitment is to preserve free and competitive markets. Hexion prohibits predatory or unfair business practices. We are expected to comply with all applicable antitrust and competition laws in all of the countries where Hexion conducts business and are subject to the requirements of Hexion’s Antitrust and Competition Policy. Violations of antitrust laws can damage the Company’s good standing and reputation. Violations can also subject the Company and any associates involved to criminal and civil fines and penalties.

When interacting with competitors:
- Do not agree with competitors to fix prices, rig bids, or allocate markets. Remove yourself from discussions on these topics and immediately notify the Legal Department.
- Review and follow Hexion’s Guidelines for Contacts with Competitors and Careful Communication Guidelines.
- Seek guidance from the Legal Department when in doubt.

Money Laundering Prevention

Money laundering is the attempt to conceal the origin of illegally obtained money. People who are involved in criminal activity may try to “launder” the proceeds of their crimes to hide them or make the proceeds appear legitimate. Most countries in the world have laws against money laundering. These laws make the acceptance or processing of the proceeds of criminal activity illegal. At Hexion, we are committed to complying with all applicable anti-money laundering laws throughout the world. We will conduct business only with reputable customers whose funds are derived from legitimate sources. Hexion’s “Know Your Customer” procedure allows us to take reasonable steps to ensure the company does not accept illegally obtained money. Our standing in the marketplace can suffer severe damage if we fail to detect those relationships and transactions that place us at risk. Notify the Legal Department of any suspicious activity.
Improper Payments

Offering money or anything of value to gain an unfair advantage in any situation is never acceptable and strictly prohibited by Hexion. We do not permit offering anything of value to obtain any improper advantage in selling goods and services, conducting financial transactions, or representing the Company’s interests. This is true for interactions with government officials or individuals in the private sector. Hexion is subject to various anti-corruption laws, including the Foreign Corrupt Practices Act, UK Anti-bribery and other U.S. and international laws and regulations governing international business practices. We are expected to comply with the letter and spirit of these legal requirements, even if they are inconsistent with local practice, or would place Hexion at a competitive disadvantage.

Hexion does not permit associates or third parties acting on our behalf to make “facilitation payments” to government officials. A facilitation payment is typically a small payment made to a government official to expedite a clerical or administrative task such as mail delivery, scheduling of inspections or processing paperwork. Hexion does permit a direct payment to a government agency (as opposed to an individual) for expedited service such as expedited approval programs for passports or visas. For additional information, see Hexion’s Anti-bribery Policy and Red Flags.

Working with Governments

Hexion may conduct business or have interactions with local, state, provincial, and national governments (including government-owned enterprises). We must follow the highest ethical standards and comply with the letter and spirit of all laws when interacting with a government entity or official. Many countries have specific laws on interacting with government entities or officials. For example, in the U.S., it may be illegal to knowingly make false or misleading statements to a government official. It is crucial that government entities and officials have confidence in the accuracy of the information we provide.

We have a shared responsibility to ensure all communications, including reports, certifications, representations, statements, proposals and claims made to government agencies are truthful, complete, accurate, and not misleading.

Before engaging in business discussions with any government official or entity, become familiar with and understand the agency rules and other regulations that may apply. Contact the Legal Department before offering anything of value, such as a gift, contribution, or entertainment, to any government official, department, agency, or representative.

A bribe can take many forms, including:
- Cash
- Kickbacks
- Gifts and Entertainment
- Travel
- Political or Charitable Contributions
- Hiring or Job Placements

Hexion prohibits all acts of bribery, including offering anything of value with the intent to:
- Induce a government official to act improperly
- Rig or circumvent a procurement process
- Evade health and safety rules
- Avoid import and export rules
International Trade

Hexion Inc. is a United States based organization; therefore we are subject to and follow U.S. import and export laws even if the laws may seem inconsistent with local practice in other countries. Associates handling international business should be aware and understand U.S. import and export laws as well as any applicable local laws.

Hexion carefully screens its customers and suppliers to ensure the Company is compliant with any applicable import and export laws. Should you have any question on doing business with a particular company or region of the world, contact the Global Trade Compliance Team.

Anti-Boycott

As a U.S. company and under U.S. law, associates may not participate or support an unsanctioned, foreign boycott. If you are asked to participate in or receive a request for information that may be related to an illegal boycott, immediately contact Global Trade Compliance to properly address the matter and ensure any applicable reporting obligations are satisfied.
Our Commitment to Honesty and Integrity

Gifts and Entertainment

Gifts and entertainment can play an important role in developing and strengthening our business relationships. Gifts and entertainment should never be used to gain an improper advantage or improperly influence a business decision. We must use good judgment and common sense when offering or accepting gifts or entertainment. Never solicit a gift or entertainment. Gifts and entertainment should be reasonable and appropriate and given or received in the ordinary course of a legitimate business activity.

We should avoid any gift or entertainment that could embarrass or damage the Company’s reputation. Gifts or entertainment involving illegal conduct, drugs, prostitution or adult sexual entertainment are prohibited. Giving or receiving cash or cash equivalents (including gift cards) is prohibited.

For situations involving a government official, we must adhere to Hexion’s Anti-bribery Policy and comply with applicable legal requirements. Contact the Legal Department for advance review and approval for any gift or entertainment that is intended for a government official.

Hexion’s Gifts and Entertainment Policy should be consulted for additional guidance and information on accepting or offering gifts and entertainment. Regional addendums have been established to address local requirements and limitations in Europe and Asia.

Conflicts of Interest

A conflict of interest is any situation where an associate has a personal or outside interest that conflicts (or appears to conflict) with Hexion’s interests or the ability to fulfill his or her work responsibilities. Some common forms of conflicts of interest include outside employment, personal investments or family or personal relationships. For additional examples of conflicts of interest, see Hexion’s Conflicts of Interest Policy.

The appearance or perception of a conflict of interest can be just as damaging as an actual conflict. A potential or actual conflict of interest can negatively impact our credibility and reputation and can create mistrust and misunderstandings.

Transparency is crucial. Identifying a potential conflict of interest and promptly disclosing a potential conflict of interest allows the Company to take steps necessary to avoid any impropriety. The process is simple: If you think you may have or if you become aware of a conflict of interest, disclose the matter to the Legal Department, your manager, HR Representative or globalcompliance@hexion.com. If the Company determines a conflict exists, it will determine the steps necessary to remove or mitigate the conflict.
Financial Integrity

Hexion maintains the highest integrity in its financial reporting, accounting operations and in making other public disclosures such as filings with the Securities and Exchange Commission (SEC) and press releases. Failure to insist on accurate financial reporting and adequate disclosure to the public can destroy Company value and may result in significant penalties for the Company and any associates involved.

Our associates understand and adhere to Hexion's accounting and financial reporting policies. We are committed to maintaining accurate books and records and a system of internal controls that is sufficient to assure management’s control and responsibility over the Company’s assets. Our financial statements and all books and records accurately reflect all transactions of the Company in accordance with Company policies and generally accepted accounting policies.

Hexion prepares its public disclosures with information that is accurate, complete, relevant, timely and understandable as required by law in the countries where we do business. Reports or other documents filed with the SEC and other public communications will contain, full, fair, and accurate disclosures.

We communicate openly and honestly with our internal and independent auditors. Associates are expected to act in good faith and with due care, without misrepresenting material facts or allowing independent judgment to be subordinated by others.

Associates are encouraged to report any concerns regarding questionable account or audit matters to any member of the Audit Committee, General Auditor, Compliance Officer or where not prohibited by local law, anonymously to the Hexion Ethics Line.
Insider Trading

The securities laws dealing with insider trading are intended to ensure fair and honest stock markets. Conduct in violation of securities laws can subject individuals as well as the Company to civil and criminal penalties and is contrary to our values.

During your employment, you may become aware of information regarding Hexion or another company with which we do business that should not be disclosed. Confidential business information should be restricted to those associates who “need to know” especially if it concerns any entity that has publicly traded securities. You and your immediate family members should not buy or sell securities of the Company or any other entity if you possess material, non-public information about that company. Communication of material, non-public information to another person who trades or advises others to trade based on that information is also illegal. We must be diligent to ensure we do not misuse information for our own or someone else’s personal gain.

Be aware that material, non-public information can include:

- Company earnings projections.
- Significant accounting actions such as write-downs of assets, increases in reserves, or earnings restatements.
- The filing of a significant lawsuit.
- The fact that a major acquisition or sale of assets is being negotiated.
- Reaching an agreement with a customer or supplier that could have a significant impact on the Company’s revenues or income.
- The hiring or termination of a key executive.

Civil penalties include fines of up to three times the profit gained or losses avoided, and can be imposed upon the trader and his tipper.

Criminal penalties can include fines of up to $5,000,000 for persons ($25,000,000 for the Company) and up to 20 years in prison. The illegal trader’s employer and supervisors may also be held liable as “Controlling Persons” and be fined up to $1,000,000 or three times profits gained or losses avoided.
Intellectual Property and Confidential Information

Our intellectual property, which includes our confidential information, is vital to the Company’s success in the marketplace. Intellectual property can include patents, trademarks, copyrights, trade secrets, know-how, business plans, pricing, customers, suppliers, plant operation guidelines, confidential business transactions and other proprietary information. During the course of your employment, you may become aware of confidential information belonging to the Company or entrusted to it by third parties. We have a responsibility to protect our confidential information and the confidential information entrusted to us by third parties. Doing so allows our businesses to continue to grow through product innovation and increases our shareholder value.

Improperly using or disclosing confidential information can create serious financial, strategic or competitive problems for the Company. We must never use Hexion’s intellectual property or confidential information for our own personal benefit.

When dealing with confidential information, be sure to:

- Restrict confidential information to those associates who “need to know”
- Do not talk about sensitive business information in public places
- Clear and coordinate all discussions of business matters with the media through the Investor Relations Manager
- Do not provide any confidential information to a third party, including former employees, without obtaining a Non-Disclosure Agreement
- Never take confidential and/or proprietary information belonging to the Company for yourself
- Use a screen protector on your laptop to protect information when you are working outside the office (hotels, airplanes, conferences, etc.)
- Be cautious of cold calls and emails outside the organization asking for names and phone numbers, market research information, or customer information
- Do not click on unfamiliar links in emails from outside our organization
- Do not use flash or thumb drives to store confidential information
- Use labels to designate information as “Confidential”
- Do not store confidential information on your personal computers or mobile devices
- Use passwords, encryption and access restrictions to protect electronic information
- Keep physical records that contain confidential information in locked offices and drawers; don’t leave confidential information on your desk or in the open
- Do not leave your laptop, smart phone or other mobile devices in unsecured locations
- Do not forward company email to a non-company account
- Use code names for mergers, acquisitions, dispositions, or other confidential business transactions or projects
- Never share your password
Protection of Privacy

Hexion is committed to the protection of personal data. Personal data is any data that directly or together with other data allows to identify an individual. Our information-based society is constantly creating increasing amounts of personal data, such as individual consumer and financial data, which must be protected from unauthorized or illegal disclosure. Hexion will take due care to protect personal data that we collect from, or maintain about, our associates, customers and suppliers. Each of us must take care to protect personal data in our possession from inappropriate or unauthorized use or disclosure.

Hexion complies with all applicable privacy laws, regulations, and treaties. We take the appropriate steps necessary to ensure that we adequately use and maintain the confidentiality of personal data by limiting access for employment and business purposes only. We act in accordance with our Privacy Policy and all applicable laws.

If you become aware of an unauthorized use or illegal disclosure, promptly notify your Manager, HR Leader, Privacy Team or globalcompliance@hexion.com.

IT Acceptable Use and Cyber-Security

Hexion is committed to providing our associates with the IT systems and equipment necessary to perform their job responsibilities and further the goals of the Company. Systems and equipment are provided for Hexion business purposes. Limited personal web use which is not an abuse of Company time and/or resources and which does not violate Hexion’s IT Acceptable Use Policy is permitted.

Downloading, displaying, storing or distributing materials that may be considered obscene, racist, sexist, threatening, or otherwise offensive, harassing or that creates a hostile work environment for others is prohibited.

You should refrain from keeping personal items or information that you consider private in your work area or on Company information systems. Hexion reserves the right to gain access to these areas, in accordance with applicable local laws or workplace agreements.

Hexion systems must be protected from unauthorized access, theft, misuse and abuse. The company has invested in multiple layers of cyber defense; however, you are the most important resource to the Company when it comes to Anti-Phishing and Cyber Security. You may not realize it, but you are empowered as the last line of security defense. If you suspect something suspicious, it is your obligation to inform our IT and Security teams. We must be cautious when working with emails received from external sources. Opening attachments or browsing sites which may be malicious can result in the breach of corporate systems. Be sure, secure.
Getting Help and Reporting Concerns

Associates are expected to promptly report compliance concerns. Contact your Manager, HR Representative, the Legal Department, globalcompliance@hexion.com or use the Hexion Ethics Line (subject to local limitations).

Why Contact the Hexion Ethics Line?

If you have a concern and don’t feel comfortable speaking up in person, or if you wish to remain anonymous, you can contact the Hexion Ethics Line. The Hexion Ethics Line is operated by an independent provider and does not use caller identification. The Hexion Ethics Line is a multilingual resource available to associates 24 hours, 7 days a week, 365 days a year. Trained specialists, with assistance from qualified interpreters as necessary, will take a report in your local language. Hexion will respond to every hotline report and corrective actions will be taken as appropriate.

For US and Canada dial +1 877 482 6908; International, Dial the AT&T Direct Code for your country, then +1 877 482 6908

www.hexion.alertline.com

How the Process Works

1. First, tell us what happened. You will be asked a series of questions regarding your concern. If you are using the telephone, it may take a few minutes for a translator to join the call. Please be patient and remain on the line.

2. Next, tell us how we can contact you regarding the concern. If you do not want to provide your name, you have the option of remaining anonymous.

3. When you submit your concern, you will be given a Report Number and a Personal Identification Number (PIN) and instructions on using the hotline or website to follow up on your report.

4. Hexion will respond to every report will be investigated and corrective actions will be taken as appropriate.

Non-Retaliation Policy

Hexion does not tolerate reprisal or retaliation against those who report concerns in good faith.

Concerns to Report in the EU are Limited to the Following:

- Antitrust and fair trading
- Espionage or sabotage
- Falsification of financial records
- Falsification of travel and expense reports
- Destruction of business records
- Gifts, bribes and kickbacks
- Misrepresentation of information
- Trading on insider information
- Unauthorized use or disclosure of confidential information
- Fraud and embezzlement
- Concerns about specific threats to employee health or safety
- Concerns about environmental compliance
- Misuse or misappropriation of Company assets
- Other crimes or offenses detrimental to the Company
- Trade compliance issues
Policy References

**Anti-bribery Policy**
- Anti-bribery Policy Regional Addendum – Europe
- Appendix 1: Anti-bribery Red Flags

**Antitrust and Competition Policy**
- Appendix 1: Careful Communication Guidelines
- Appendix 2: Guidelines for Contact with Competitors

**Conflicts of Interest Policy**

**Delegation of Authority Policy**

**Gifts and Entertainment Policy**
- Gifts and Entertainment Policy Regional Addendum – APAC
- Gifts and Entertainment Policy Regional Addendum – Europe

**Global Mutual Respect Policy**

**IT Acceptable Use Policy**

**Privacy Policy**

**Records Retention Policy and Schedule**

Please note: Any compliance policy issued or amended after the adoption of this Code of Conduct will automatically form part of this Code of Conduct.

Hexion: Helping you make it in today’s world.

Our global team produces the best in specialty chemicals and performance materials and provides the technical expertise to customize them to your exact needs. The result? Specific solutions, not generic products, leading to thousands of breakthroughs that improve bottom lines and enhance lives.

Reach our Global Customer Service network at:

**U.S., Canada and Latin America**
+1 888 443 9466 / +1 614 986 2497
E-mail: 4information@hexion.com

**Europe, Middle East, Africa and India**
+800 836 43581 / +39 0331 355349
E-mail: 4information.eu@hexion.com

**China and Other Asia Pacific Countries**
+86 2 1386 04835
E-mail: 4information.ap@hexion.com

Please refer to the literature code HXN-261 when contacting us.

World Headquarters
180 East Broad Street
Columbus, OH 43215-3799

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