

# Code of Ethics and Business Conduct

## I. PURPOSE

Exide Technologies S.A.S. (“we”, “us”) has established this Code of Ethics and Business Conduct (the “Code”) to ensure that we and our controlled affiliates and controlling bodies<sup>1</sup> (collectively the “Company”), through our directors, officers, and employees, conduct business honestly, with integrity and in strict compliance with the law.

This Code memorializes the Company’s commitment to these fundamental principles and provides procedures for ensuring that the Company’s standards of integrity and ethical conduct are consistently and effectively maintained. This Code applies to every member of any controlling body and every employee of the Company.

Third parties representing the Company – such as agents, sales representatives, and distributors – shall be required to follow this Code and other applicable Company policies when acting on the Company’s behalf. On another hand, suppliers may be requested by the Company’s representatives to comply and certify its compliance with the principles contained in the present Code of Ethics.

Similarly, to the extent possible, we shall cause non-controlled affiliates to adhere to this Code and other applicable Company policies. In any event, to the extent that the Company determines that a non-controlled affiliate is not committed to the principles set out herein, we shall withdraw from such association.

We are a European company, operationally headquartered in France conducting business worldwide. The Company views its controlling body members and employees as Company ambassadors, whose conduct, both within and outside the workplace, has a direct and significant impact upon the Company’s business and reputation. The Company expects all controlling body members and employees to:

- Obey the applicable laws and regulations governing our business conduct worldwide.
- Be honest, fair, ethical, and trustworthy in all our activities and relationships.
- Avoid all conflicts of interest between work and personal affairs.
- Foster an atmosphere in which fair employment practices extend to every member of the diverse Company’s community.
- Strive to create a safe work environment, protect the environment and contribute positively to the communities in which we operate.
- Sustain a culture where ethical conduct is recognized, valued, and exemplified by all employees.

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<sup>1</sup>A “controlled affiliate” is an entity which either controls, or is controlled by, Exide Holdings Europe SAS, directly or indirectly, by way of holding directly or indirectly more than 50 percent of the voting rights in the respective entity. A “controlling body” means any board or other body delegated and exercising authority over Company policy or its implementation.

- Give the Company their best efforts, undivided loyalty, and attention.

## **II. DEVELOPMENT AND ENFORCEMENT OF THE CODE: Group Compliance Committee**

The Company's Group Compliance Committee ("Compliance Committee") provides guidance and assistance to controlling body members and employees. It periodically reviews, revises (if necessary) and implements the Code and other applicable Company policies. The Compliance Committee also oversees investigations into alleged violations of the Code, applicable Company policies, and/or applicable law. A list of the members of the Compliance Committee and the Compliance Charter is posted on the Company's intranet. The Company General Counsel is the owner of this Code. Besides the reporting channels set out in this Code, you are encouraged to contact directly the General Counsel for any concerns or issues relating to, or deriving from non-compliance with the Code.

### **Reporting Non-Compliance**

If you believe that (a) you or someone else has violated or potentially may have violated the Code, other Company policies, or the law, or (b) if you are unsure whether conduct you or someone else is considering engaging in may violate the Code, other Company policies, or the law, you must report the matter to at least one of the following:

1. The Group Compliance Committee Secretary available at [compliance@exidegroup.com](mailto:compliance@exidegroup.com)
2. Your Local Human Resources Manager
3. The Company's Confidential Whistleblower Hotline: Electronic reporting is available at [www.lighthouse-services.com/exide](http://www.lighthouse-services.com/exide). Employees can also report any issues by email ([reports@lighthouse-services.com](mailto:reports@lighthouse-services.com)) or by phone. You can find your local toll free number on inside the Company and/or in the posters available at our sites.
4. Your local Legal Department Manager
5. Group Director Internal Audit

The Company will not retaliate against anyone who in good faith reports a violation or suspected violation of the Code, other Company policy or the law, nor will we tolerate any harassment or intimidation of anyone who reports a suspected violation. On the contrary, the Company welcomes, appreciates and requires efforts on the part of its employees to communicate possible wrongdoing.

It is helpful to the Company for you to identify yourself when reporting violations or suspected violations, because this will better enable the Company to investigate the suspected wrongdoing. However, the Company recognizes that in some cases you may wish to remain anonymous, and the Company encourages all good faith reports of violations. If you make an anonymous report, the Company asks that you provide as much detail as possible regarding the allegedly wrongful conduct, the individuals involved and the basis for the allegations.

### **Questions Regarding the Code**

The Company is committed to providing accessible, timely and specific guidance to controlling body members and employees who have questions regarding the Code or other Company policies, or who seek guidance concerning legal or ethical issues. If you have a question, you are

encouraged to consult the Human Resources Department, the Legal Department or the Group Compliance Committee Secretary. Please be aware that legal counsels in the Legal Department are Company legal counsel. Accordingly, they do not and cannot represent or provide individual legal advice to individual employees.

### **Investigations of Violations**

Reported potential violations of the law, the Code or other Company policies will be investigated promptly, as appropriate. Employees are expected to cooperate in all Company investigations. Generally, employees are not authorized or permitted to conduct any investigations on their own. Investigations are generally conducted by Human Resources, Internal Audit and/or the Legal Department and/or such external persons as are designated by a duly authorized Company Officer. Whenever an employee is part of a Company investigation, the employee will have an obligation to respect the confidentiality of the procedure. A breach of confidentiality of a Company Investigation will be considered a violation of this Code.

In the event it is determined that evidence of a violation of the law, this Code or Company policy exists, the individual who is the subject of the investigation will ordinarily be notified and have an opportunity to respond to the allegations, but such notification may not occur until after records have been reviewed and witnesses interviewed. Subject to local law, a person suspected of such violation can be suspended with or without pay while the investigation is conducted. If there is insufficient evidence of a legal, Code or Company policy violation, the investigation may be closed without notification to the individual. In certain instances, an individual may be terminated without prior notice of an alleged violation if in the Company's discretion such action is necessary and permitted by the applicable laws and regulations. All investigations will be managed in accordance with applicable collective agreements, laws, and regulations

The Company will cooperate with appropriate government authorities to the fullest extent that is reasonable and practical in investigating an offense. Controlling body members and employees are expected to do the same. It is a violation of this Code and local law to conceal an offense or to alter or destroy evidence.

### **Consequences of Non-Compliance**

All the Company controlling body members and employees shall follow both the letter and the spirit of applicable law, the Code and other Company policies. Controlling body members and employees who fail to do so might be subject to disciplinary action up to and including termination of employment in accordance with the employee's country laws and regulations. Failure to comply with the Code, other Company policies, and the law may have severe consequences both for the individuals involved and for the Company. If you violate the Code, other Company policies and/or the law, you may subject yourself to the risk of prosecution, imprisonment, and fines and you may be required to reimburse the Company for losses or damages that result from such violations. The Company may also be subject to prosecution for these violations. In all instances, the Company will follow the applicable laws and regulations to determine the consequences of non-compliance as indicated in this section.

### **Discipline for Violations**

The following are examples of conduct that may result in discipline:

1. authorizing or participating in actions that violate applicable laws, the Code or other Company policies (referred to herein as "violations").

2. failing to report violations or withholding relevant and material information concerning violations of which you are aware or should be aware.
3. a supervisor's inadequate supervision of an employee that results in the failure to prevent or detect, in a timely manner, a violation by that employee;
4. retaliating or attempting to or encouraging others to retaliate, directly or indirectly, against individuals who in good faith report violations; and
5. submitting reports of violations or suspected violations that you know or should know are false.

### **Criteria for Disciplinary Actions**

The Company will follow whatever procedures and take whatever disciplinary action it deems necessary under the circumstances and in line with applicable laws and regulations. Factors the Company may consider in determining the appropriate discipline to impose for a violation include:

- the nature of the violation and the actual or potential effect of the violation on the Company and other employees;
- whether you were directly or indirectly involved in the violation;
- whether the violation was willful or unintentional;
- whether the violation represented an isolated occurrence or a pattern of conduct;
- whether you reported the violation;
- whether you withheld relevant or material information concerning the violation;
- the extent to which you cooperated with the investigation;
- if the violation consisted of the failure to supervise another employee who violated the Code, other Company policies, or the law, the extent to which the circumstances reflect inadequate supervision or lack of diligence;
- if the violation consisted of retaliation against another employee for reporting a violation or cooperating with an investigation, the nature and effect of such retaliation.
- any disciplinary action the Company may have imposed previously for similar violations; and
- your previous conduct regarding the Code.

### **Waivers**

The Company does not permit any violations of the applicable law and regulations. Depending on the subject, any request for a waiver of the Code must be submitted in writing to the Compliance Officer or the Human Resources Manager in the Country. They will discuss this with the Legal Department and/or Global Compliance Committee who has authority to decide whether to grant a waiver. However, a waiver of any provision of this Code for a director or an executive officer must

be approved by the Chief Executive Officer and will be promptly disclosed to the extent required by law or regulation. The Group Compliance Committee will regularly report to the Board of Directors or its designated committee any waivers that have been granted to employees.

## **Certifications**

All controlling body members and salaried employees must sign a certificate confirming that they have read and understand this Code. We will also require an annual certification of compliance with the Code by all officers with the title of Vice President or above. However, failure to read the Code or sign a confirmation does not excuse you from complying with this Code. Certification is also required by all salaried new joiners including officers and directors, by which they confirm having read and understood the Code.

### **III. LEGAL AND ETHICAL STANDARDS**

#### **A. General**

The Company is a European company, operationally headquartered in France conducting business worldwide. As a result, our operations are subject to the laws of many countries, provinces, states, municipalities, and organizations (such as the European Union). Regardless of where you work, it is important that you comply with the laws and procedures of the country where you work, and all other applicable laws and regulations. In some instances, there may be a conflict between the applicable laws of two or more countries. If you encounter such a conflict, it is especially important to consult with the Legal Department to understand how to resolve the conflict properly.

Section B below summarizes certain laws and ethical principles that are of particular importance to the Company. **In addition, you should read and understand the detailed policies maintained on the Company's intranet site. If you do not have web access, you may obtain printed copies of these policies from your manager, the Legal Department, or a Human Resources manager. You must read and comply with these Company policies.**

The Company recognizes that the Code and other Company policies cannot possibly anticipate all potential scenarios and problems that you may encounter. To a certain extent the Company must rely upon each of you to act with integrity, to use your best judgment, to seek guidance when necessary and to handle situations ethically and responsibly.

#### **B. Description of Certain Key Laws and Ethical Principles**

##### **1. Antitrust and Trade Laws**

Antitrust and trade laws are intended to preserve and promote fair and open competition. The Company is committed to strict compliance with the spirit and intent of all antitrust and trade practice laws. These laws generally forbid (i) agreements among competitors that fix prices or terms of competition or otherwise unreasonably restrict competition, and (ii) exclusionary conduct by a firm with monopoly power or a dangerous probability of obtaining market power. The purpose of the antitrust laws is to encourage vigorous competition on the merits.

Under antitrust laws, unlawful agreements need not take the form of a written contract or consist of express commitments or mutual assurances. Courts can -- and do -- infer agreements based on circumstantial evidence such as the exchange of current or future price information or competitive strategies.

Any communication with a competitor's representative, no matter how innocent it may seem at the time, may later be subject to antitrust scrutiny. You must conduct all relations with competitors and other third parties, including social activities, as if they were completely in the public view, as those relations may later be subject to probing examination and unfavorable interpretation. Trade association meetings, for example, serve a perfectly legitimate and worthwhile purpose. However, these meetings also can provide an opportunity for improper discussions. Informal gatherings outside official trade association meetings are particularly risky from an antitrust perspective. Employees attending social functions with competitor representatives should limit their conversation to "small talk" and avoid topics that could be construed as collusion by competitors. Please contact the Legal Department if any questions.

European Union ("E.U.") and Member State competition laws and regulations apply to all businesses operating in the E.U. and applicable Member States. Non-compliance with E.U. and Member State competition laws will expose the Company and the employee to substantial penalties, including substantial fines and imprisonment. Accordingly, you must comply with the laws of the E.U. and relevant Member States.

The above description does not exhaust the reach of the antitrust laws. Please contact the Legal Department if you have any questions concerning the application of the antitrust laws to any current, proposed, or contemplated business transaction or practice of the Company, or their application to anyone with whom the Company does business.

The Legal and Human Resources Departments provide on-going anti-trust training. All Employees with the title of Vice-President or higher are required to complete the indicated training programs. Depending on your function and role, you may be required to participate and complete requisite training and will be provided notification of this requirement in due course. Failure to complete requisite anti-trust training could lead to disciplinary actions in accordance with this Code.

## **2. Conflicts of Interest**

Business transactions with suppliers, customers and others should be based on economic merit benefiting the Company and not on personal gain to employees. You must not occupy positions or become involved in situations that place you in a conflict of interest with the Company unless you have received prior written approval. Such conduct is not only against Company policy but may also be illegal. Even the potential for an appearance of a conflict of interest can be detrimental to the Company and must be avoided.

A conflict of interest may arise when an employee or agent of the Company engages in any activity that detracts from or interferes with his or her full and timely performance of services for the Company. A conflict of interest may also arise when an employee or agent of the Company, a member of his or her family, or an individual with whom he or she has a close personal relationship, either directly or indirectly through another person, firm or entity, has a financial or other interest which might influence the individual's judgment on behalf of the Company. The Company construes the phrase "member of his or her family" broadly to include at least an individual's spouse, child, spouse of a child, parent, in-law, sibling, dependent or an adult sharing the individual's residence.

To avoid such actual or potential conflicts of interest between any employee and the Company, a periodic review of personal interests and company relations with outside concerns is required. For the sake of clarity, the term “outside concern” refers to suppliers, customers and others doing or seeking to do business with, or competing with the Company. To the best of their knowledge, employees should include the personal interest of any members of the employee’s immediate family or household when performing any such periodic review.

Because conflicts of interest can arise in many situations, no attempt will be made to catalog them here. However, the following general rule covers the most common problems:

With respect to any person, firm or entity that supplies goods or services to, purchases goods or services from, is a competitor of, or has an interest in the Company, its subsidiaries or affiliates, no Company employee or agent should, without prior approval:

- accept gifts (other than of a nominal value up to €50), loans (other than from established banking or financial institutions) or favors (such as entertainment) other than customary business courtesies. We do not accept any gifts that could influence (or be considered as intended to influence) our judgment or which may undermine our duty of loyalty to the Company. Cash gifts constituting or the free provision of services are strictly prohibited. The exceptional acceptance of gifts of above the nominal value of €50, would require the prior written authorization of the hierarchical manager of the employee. Should an employee be in doubt as to whether a gift can or cannot be accepted in accordance with these principles, please contact your hierarchical manager, your legal counsel or your human resources manager.
- receive compensation from, serve as an officer, director, partner, employee, proprietor, or consultant to or otherwise render services (either for pay or as a volunteer) to, an outside business concern;
- own or have a substantial interest, directly or indirectly, in any outside concern, except where such interest consists of securities of a publicly owned corporation and such securities are regularly traded on the open market;
- convey Company Confidential Information (as defined in Section 8.c. below) to persons not entitled to be aware of such information or use Confidential Information in any way to promote personal interests or gains;
- participate, directly or indirectly, in the purchase or sale of property or property rights which were known to be of interest to the Company;
- transact business with outside concerns in a manner that might have led the outsider to believe the transactions were with the Company, rather than with the individual; or
- divert a business opportunity from the Company to another company.

A “gift” is any tangible item of value, any service of value, or any favor not available to all employees on an equal basis. Examples of gifts include but are not limited to: expense-free use of an automobile, boat, aircraft, accommodations or other property; the payment of travel, vacation, entertainment, legal or accounting expenses, personal financial and tax-planning services or professional fees; special allowances, discounts or loans; individual club memberships; sports tickets, or furnishing of services for the benefit of an employee or his or her family.

If you become involved in a situation that creates a conflict of interest, or appears to create a conflict of interest, you should immediately advise your Human Resources manager, the Compliance Committee Secretary, or your local Legal Department contact.

### **3. Labor and Employment Law**

All employees must comply with applicable laws concerning labor and employment, and in addition, must promote the Company's goals of assuring equal employment opportunities for all in connection with hiring, assignments, training, compensation, promotion, employee benefits, employee discipline and discharge and all other terms and conditions of employment. The Company has established policies and programs to ensure compliance with labor and employment laws and these goals, including the Global Equality, Diversity and Inclusion policy.

#### **a. Equality, Diversity and Inclusion**

The Company is committed to encouraging equality, diversity and inclusion among our workforce and fostering a culture where each employee feels empowered to do their best work because they feel accepted, respected, and that they belong.

At the Company, we encourage a work environment that respects diverse opinions, values individual skills and celebrates the unique experiences our employees bring. The aim is for our workforce to be truly representative of all sections of society and our customers, and for each employee to feel respected and able to give their best.

Embracing diverse teams, with their unique experience, perspectives and capabilities allows us to drive innovation and strengthens the solutions we deliver to our customers.

The Company -in providing goods and/or services and/or facilities- is also committed against unlawful discrimination of customers or the public.

The Company takes seriously complaints of bullying, harassment, victimization and unlawful discrimination by fellow employees, customers, suppliers, visitors, the public and any others in the course of the Company's work activities. Such acts will be dealt with as misconduct under the Company's grievance and/or disciplinary procedures, and appropriate action will be taken. Particularly serious complaints could amount to gross misconduct and lead to dismissal without notice. These will be managed in line with appropriate labor laws in the countries and in line with legislations.

If you believe that you have been subjected to conduct that violates Company policies you should follow the procedures set forth in those policies applicable to the region in which you are employed.

#### **b. Nepotism and Other Relationships**

It is the Company's policy to provide equal opportunity to each employee and candidate for employment as well as to make every employment decision in a fair and appropriate manner. Because certain personal relationships – such as those between family members, roommates and individuals who are romantically involved – may create an actual or perceived conflict of interest, interfere with work performance, or affect employee morale, it may be inappropriate for certain relatives and others involved in personal relationships to work together. Such decisions regarding hire, promotion, transfer and the like must be reviewed and approved in writing by Human Resources or the Legal Department.



For the purpose of this Code, the term “relative” includes relationships established by blood, marriage or legal action.

It is the responsibility of every employee to identify to the country HR Manager any potential or existing personal relationship which falls under the definitions provided in this policy. Employees who fail to disclose personal relationships covered by this policy may be subject to disciplinary action based on applicable country law and legislation.

#### **4. Improper or Unrecorded Payments; Bribery / Excessive Gifts**

You must not make or facilitate improper payments including bribes, kickbacks or other payments or gifts to government officials, or give or accept improper gifts to or from customers, suppliers or other business contacts. You also must not create or maintain secret or unrecorded funds or assets or make false or fictitious entries in the Company’s books or records.

Improper payments may be in the form of gifts or the provision of services, as well as money. They may be made or received directly or indirectly, including arrangements that aid or abet others to make or receive an improper payment. Improper payments include payments prohibited by law, such as payments of any kind to or from governmental or regulatory officials; payments which represent bribes, kickbacks, or payoffs to or from government officials, customers, suppliers or others with whom the Company does business; and payments made with an improper intent.

In addition, any payment that you falsely report or intentionally do not report in accounting records is improper. You must report all payments made or received, and you must include supporting documentation stating the purpose for such payments or receipts. Unrecorded, off-the-record payments or receipts are not to be made.

You should be aware that gifts or payments to government and regulatory officials might violate applicable laws or international treaties, even if given without intending to influence that government official. Local law prohibits bribery of foreign as well as domestic government officials. You must immediately report to the Compliance Committee Secretary, your Human Resources Manager or your Legal Counsel any request by a government or regulatory official for an improper payment.

Company policy also prohibits employees from giving or receiving excessive or non-customary gifts or services to or from others with whom the Company does business, whether or not such gifts or services constitute unlawful or otherwise improper payments. See further guidance in section 2 of this Code.

#### **5. Government Contracts**

When contracting with national, state, local or foreign government entities, you must not make false statements or claims, and must not offer or receive bribes, kickbacks or any other, similar consideration.

You must comply with all national, state, local and foreign laws regarding bidding for and entering contracts with a government body. There are three fundamental principles that always apply when dealing with government contracts.

- You must not knowingly make or cause to be made to the government false or fraudulent statements or false claims for payment, whether orally or in writing. This

includes bids, proposals, requests for payment, or any other documents of any kind that contain false, fictitious or fraudulent information.

- You must not offer, give, solicit, or receive any form of bribe, rebate, gratuity, or kickback in connection with a government contract.
- You must not seek or receive information that the Company is not authorized to possess including, but not limited to, confidential or proprietary data of other competitors bidding for government contracts and non-public government documents relating to bidding or source selection.

You must immediately report any known or suspected violations of these principles to the Compliance Committee Secretary or legal department.

## **6. Advertising**

You must not create, approve or disseminate any advertising materials, including without limitation battery labels and promotional materials that are false or deceptive, are not adequately substantiated or otherwise violate applicable laws and regulations.

Applicable laws and Company policy prohibit false, misleading or deceptive advertising and related activities in the promotion and sale of products sold by the Company. In addition, fair and accurate advertising is important to preserve the Company's goodwill and reputation with its customers and the general public. Therefore, all advertising claims must be truthful and specific claims must be substantiated in writing before they are made.

If you have any questions concerning the appropriateness of any proposed advertisements, brochures or other promotional materials you should consult the Legal Department before publishing or disseminating the materials.

Agreements with competitors to curtail advertising or to advertise in certain ways could constitute antitrust violations. Thus, advertising plans should not be shared with competitors.

## **7. Intellectual Property**

You must use the Company's patents, copyrights, trademarks and trade secrets only in a manner that will safeguard them as assets of the Company, and you must not misappropriate or infringe such intellectual property of others.

International laws govern the use of material and/or information which may be the subject of a patent, trademark, or copyright, or which may be treated as a trade secret. The Company owns and uses patents, copyrights, trademarks, and trade secrets. It also at times may have in its possession material which it has purchased or used pursuant to an agreement with a third party (such as technical designs, the right to use a trade name or computer software), which may be protected by a patent, copyright, trademark, and/or may be a trade secret of the other party. The Company's use of these materials must be in accordance with the terms of any applicable agreement and must comply with the laws regulating the use of such materials.

### **a. Copyright Compliance**

Copyright laws grant a copyright to the creator of any work of authorship, such as books, articles, magazines, drawings, computer software and photographs. Copyright laws prohibit the unauthorized copying of copyrighted materials except under limited circumstances. A violation of

this prohibition can subject both the employees involved and the Company to substantial civil and/or criminal penalties.

#### **b. Trademark Protection**

A trademark is a word, symbol, name, device or combination thereof used to identify a product or line of products or services and to distinguish them from the products and services of other companies. The Company owns a number of trademarks that are well recognized by the public and are extremely valuable. You must be vigilant to use the Company's trademarks correctly and report any unauthorized use of the Company's trademarks by a third party.

Similarly, the Company is committed to respecting the trademark rights of others, and to avoiding the use of trademarks confusingly similar to those of other companies. A claim of infringement may arise from the use of a word or design that sounds like or is visually similar to a third party's trademark, particularly where there is similarity in product and/or in packaging or other "trade dress" (i.e., image, motif or concept).

Additionally, the Company is committed to comply with any agreements signed with third parties regarding the use of any trademarks.

#### **c. Trade Secrets and Confidential Information**

Confidential Information is a valuable asset to the Company and must be kept confidential. The Company has developed its own trade secrets and proprietary and confidential information, and may also have access to the trade secrets and proprietary and confidential information of other parties with whom it does business. Confidential Information includes, without limitation, information regarding the Company's, or its customers' or business partners':

- trade secrets or proprietary information.
- strategic sourcing information or analysis.
- patent applications, developmental or experimental work, formulas, test data, prototypes, models, and product specifications;
- financial information;
- sales and marketing strategies, plans and programs and product development information; customer lists;
- employees' and consultants' personnel information, including but not limited to benefits, perquisites, salaries, stock options, compensation, formulas or bonuses, and their non-business addresses and telephone numbers;
- organizational structure and reporting relationships; and
- business plans.

You must not use Confidential Information for any purpose other than Company purposes, either during or after employment with the Company, nor should you disclose such information to unauthorized employees or third parties such as customers, clients or outside contractors without prior approval from the Legal Department. You also must refrain from improperly using

Confidential Information obtained from former employers or other third parties, such as suppliers, customers or entities involved in the Company's negotiation of contracts, mergers, acquisitions or other business transactions.

You should address any questions concerning whether something is Confidential Information to your Human Resources manager or the Legal Department. If you are uncertain whether something is Confidential Information you should treat it as Confidential Information until you receive clarification from the Company that it is not Confidential Information. Confidential Information shall remain at all times the property of the Company.

## **8. Environment, Health & Safety**

The Company embraces its responsibility to operate in a manner that protects the health, safety and well-being of our employees, contractors, visitors, as well as the environment of those communities where we live and operate within a sustainable approach and zero impact aim. The Company conducts business with integrity, openness and honesty – every day, in everything we do, and recognizes that success is measured by more than just financial performance. The Company is committed to helping preserve, protect and, where possible, improve the environment for the sake of future generations and similarly expects each and every one of its employees to be mindful of the environmental impact of their individual and our corporate decisions and actions.

As such, we commit to operate under the highest ethical standards and in strict compliance with applicable laws and regulations, and we hold our sites accountable for all aspects of environmental, health and safety. Further, the Company is committed to being an accountable corporate citizen who will be open with stakeholders and who will work within our communities to advance laws, regulations, and practices that safeguard the public.

The Company and its employees must conduct the Company's business in a manner that reduces potential adverse environmental impact, protects the health and safety of neighbors and employees, enhances conservation of energy and natural resources and complies in all respects with applicable laws designed to protect the natural environment, and to protect the health and safety of all.

No employee or agent of the Company has authority to knowingly or intentionally engage in any conduct that does not comply with environmental, health or safety laws or to authorize, direct, approve or condone such conduct by any other person. Non-compliance with environmental, health and safety laws and regulations can have serious effects on the individuals involved, as well as on the Company. Both the Company and individual employees may be liable not only for significant costs of cleaning up pollution in environmental incidents, but also for significant penalties.

Each facility manager has responsibility to assure environmental, health and safety compliance at that facility, be it a recycling plant, battery plant, other manufacturing facility, distribution center or branch. The Environment, Health & Safety Department sets policy and provides guidance to each facility manager and other personnel to attain and maintain compliance. The Environment, Health & Safety Department also monitors performance and recommends steps to improve performance if appropriate.

In addition to these steps, each employee is expected to cooperate fully in the Company's environmental compliance program, including:

- If you become aware that the Company may be violating any environmental, health or safety law, regulation, or Company policy or that an employee is providing false information or data, immediately report such information to the Compliance Committee Secretary or the Legal Department. Furthermore, you should engage any higher authority in your chain of command, your Human Resources manager or the head of the Company's Environment, Health & Safety Department. Such conditions must be corrected immediately or the activity creating the condition must be stopped;
- Attempting to prevent violations of environmental, health and safety laws from occurring, and correcting promptly any such violations that do occur despite the Company's best efforts;
- Striving to maximize recycling and minimize the use of products or systems that may produce wastes or otherwise harm the environment.

## **9. False Statements and Schemes to Defraud**

You must not engage in any scheme to defraud a customer, supplier, or other person with whom the Company does business out of money, property, or services or wrongfully withhold or steal the property of others. You must always make truthful statements about the Company's products and services, must not willfully conceal material facts from anyone with whom the Company does business and must not knowingly make commitments that the Company cannot fulfill.

In particular, you must not knowingly and willfully make or cause to be made false statements, orally or in writing, to government officials. Similarly, you must not knowingly and willfully conceal or cause to be concealed material facts called for in a governmental report, application or other filing. These prohibitions extend to all communications with any country, state, local or foreign government agency. You can violate this policy and the law even if you do not personally make the false statement or conceal the material fact. For example, employees are prohibited from providing false information to any other employee or third party knowing that, or if under the circumstances it is likely that, the information will later be provided to the government.

## **10. Theft of Company Property**

You must not misappropriate Company assets, provide any products to any person or entity not in accordance with established Company policy, or retain any personal benefit from a customer, supplier or other person with whom the Company does business.

This prohibition includes unauthorized use of the Company's communications equipment, computers, related facilities, inventory, scrap or other Company assets, including Confidential Information. If you learn of a theft, fraud, embezzlement or misappropriation of Company property or resources, you must immediately report it.

## **11. Record Keeping**

Employees responsible for record keeping must accurately prepare all Company records to fairly reflect its transactions, assets and liabilities, and must maintain and safeguard such records and supporting documentation, in accordance with the Company's record management policies and procedures and applicable legal and accounting requirements. The Company complies with GDPR and other privacy regulations in regard to its records retention policies.

If you believe that the Company's books and records are not in accord with these requirements, you should immediately report the matter to the Compliance Committee Secretary.

**a. Preparation of Records; Compliance with GAAP**

The Company must keep books, records, and accounts which accurately and fairly reflect all transactions, disposition of assets and all other events that are the subject of specific regulatory record keeping requirements (such as generally accepted accounting principles and other applicable rules, regulations, and criteria for preparing financial statements). In addition, the Company must maintain records of all its assets and liabilities. Under no circumstances may there be any unrecorded fund or asset of the Company, regardless of the purposes for which the fund or asset may have been intended, or any improper or inaccurate entry knowingly made on the books and records of the Company.

No payment on behalf of the Company may be approved or made with the intention, understanding or awareness that any part of the payment is to be used for any purpose other than that described by the documents supporting the payments. All receipts and disbursements must be fully and accurately described on the books and records of the Company and must be supported by appropriate documentation properly describing the purposes thereof.

**b. Retention and Preservation of Records**

Numerous laws require the proper retention of many categories of records and documents that companies commonly maintain. In consideration of those legal requirements and the Company's business needs, the Company has established a Records Management policy and related record retention schedules containing the appropriate retention periods for the types of records created and received by each business unit or subsidiary.

In addition to the applicable retention requirements, the existence of pending or threatened litigation, investigations or subpoenas may require that certain information and documents be retained for longer than the Company's record retention policies require. The Company has established procedures to prevent the intentional or inadvertent destruction of documents that could lead to prosecution or obstruction of justice and the Legal Department will issue notices regarding such matters as they arise and will instruct that certain categories of documents not be discarded until the matter is resolved.

Unless the Legal Department has issued a notice of a pending matter requiring the continued retention of certain documents, all documents are to be discarded at the end of the period set forth in the applicable record retention policy.

You must comply with the document retention policy applicable to your particular function, business unit or subsidiary. Supervisory personnel are responsible for monitoring compliance with the applicable policy within their departments, including appropriate retention and destruction of documents. Please consult with your manager if you are unsure concerning records retention policies that apply to your position.

**12. Responding to Inquiries from the Government, Press & Public**

Only authorized Company officials are permitted to respond to inquiries for Company information from the media, the financial community, investors and others. Without attempting to respond, employees are to refer all such inquiries promptly to the head of your business unit and the Legal Department.

If you are contacted by attorneys, government agents, investigators or other third parties concerning potential or actual litigation or investigations, whether or not the litigation or investigation involves the Company, you must immediately notify the Legal Department. Employees also must promptly refer any oral or written requests for information, documents or testimony to the Legal Department. Immediate reporting to the Legal Department is particularly critical when requests are made in the form of a complaint, summons, subpoena, order to show cause or other document legally requiring that an appearance be made or a response be given. All original legal documents must be sent immediately to the Legal Department. Under no circumstances are you to provide any answers, information or documents before contacting the Legal Department. You are to inform the person making the request that, as a matter of Company policy, such requests are handled by the Legal Department.

### **13. Political Activities and Contributions**

The Company complies with all laws and regulations concerning the use of Company funds, assets, facilities or services to support political parties or candidates and complies with all campaign finance and political ethics laws. The Company will not solicit employees or members of their families for illegal political contributions, nor request or direct employees to donate their time, efforts or energies to any candidate or political party. Likewise, under no circumstances will employees be permitted to request or direct the involvement in such activities of any employees under their chain of command. Employees are prohibited from using coercion to urge anyone to engage in fundraising on behalf of, or make a contribution to, a candidate or political committee.

The Company encourages employees to participate in the political process, express their personal views on policy or political matters and engage in political activity. Such activities must take place on an employee's personal time and at their own expense. The Company fully recognizes your right to decide whether, to whom and in what amount to make monetary or non-monetary contributions to political candidates. However, if you engage in such activity or make public statements concerning your personal political views you must not speak or act on behalf of the Company and must avoid even the appearance of doing so.

The Company may, in accordance with the law, use its resources in order to establish and fundraise on behalf of a political action committee and solicit employee participation. The Company also may communicate with its employees, to the extent permitted by law, concerning policies, proposals and legislative updates regarding issues of interest to the Company and its employees.

### **14. International Business**

Employees must strictly comply with all laws of each country in which they conduct business. Employees also must be respectful and tolerant of the values and customs of the communities and countries in which the Company does business.

#### **a. Anti-bribery Laws and Regulations**

Employees and agents of the Company must not make payments or offers of payment to any foreign government official, employee or agent of a foreign government official, political party official, candidate for political office or official of a public international organization to induce that official to influence any governmental act or decision or to assist the Company in obtaining or retaining business. This policy applies to payments in the form of gifts as well as money and includes the use of personal as well as Company funds.

While some country laws may allow certain types of payments to foreign officials, including payments to “facilitate” routine government actions, determining what payments are permissible involves sophisticated judgment and knowledge of the host country’s practices. This area of the law is very complicated. The slightest mistake may expose both the Company and its employees to criminal prosecution, large fines and imprisonment. Therefore, the Global Compliance Committee or the Legal Department must approve in advance any proposed payment you believe is “facilitating” or otherwise exempt from the law.

#### **b. Import and Customs Controls**

The Company operates in numerous countries around the world, including in the United States, Member States of the European Union, Asia and Africa. The Company shall comply with all customs and trade laws, which may require that all imported goods be properly classified and valued upon entry to the applicable country, with the appropriate quota or export/import licenses, labels, country of origin markings, bills of lading and commercial invoices. You should address any questions concerning the importation of goods or the Legal Department.

#### **c. Export Controls**

The Company operates according to and is subject to all applicable export control laws and regulations and it is important to consult with the legal department regarding export controls in order to ensure compliance with the Company’s Export Procedure who can provide an updated list of embargoed and sanctioned countries and individuals with whom it is strictly prohibited from doing business including but not limited to Iran, North Korea, Crimean Russia and Cuba.

#### **d. Anti-Boycott Laws**

While the Company is not directly subject to U.S. anti-boycott laws, which are designed to prevent businesses from cooperating with unsanctioned foreign boycotts of countries friendly to the United States, it is important to consult with the Legal Department in the event of particular U.S. Nexus context and circumstances.

#### **e. U.S., European Embargoes & Sanctions**

Since the Company maintains U.S. investors, Employees must conduct the Company’s business in accordance with certain trade restrictions imposed under the International Emergency Economic Powers Act and the Trading with the Enemy Act. There is also a list of persons and entities with which the Company may not transact business. The prohibitions and restrictions imposed under those laws affect exports, imports, travel, currency transactions and assets and accounts with certain countries, whether direct or through third parties. Before doing business with a foreign country, you must confirm that no trade restrictions are in effect with respect to that country. No Company’s Employee, agent or distributor shall conduct business, directly or indirectly with any entity associated with, or end-shipments to North Korea, Iran, Cuba or Crimean-Ukraine.

All exports and business must follow the Company’s Export Procedure. All proposed contact with countries subject to sanctions that permit limited trade must be reviewed in advance with the Legal Department. Please note that the U.S. embargo of Cuba applies both to U.S. companies and to their foreign subsidiaries. Company’s employees are obligated to refer any export -related issues to the legal department.



## **Certification and Acknowledgement**

I acknowledge that I have received and have read the Company's Code of Ethics and Business Conduct ("Code"). I understand that compliance with the standards and procedures outlined in the Code and applicable Company policies is a condition of continued employment with the Company.

In addition, through the signature of the present certification, I acknowledge that neither I nor any member of my family or household has an interest or arrangement which could be construed as a conflict of interest. To this extent, I undertake to make prompt and full disclosure of any future interest or arrangement by me or any member of my family or household as described in section 2, or any interest or arrangement which could be construed as a possible conflict of interest.

Furthermore, I certify that if I violate or learn of a violation of the Code, any Company policy or applicable law or regulation, I will report it immediately according to the procedures set forth in the Code.

Failure to read the Code or sign the present Certification and acknowledgement does not excuse you from complying with this Code.

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Name (please print)

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Signature

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Date

<b>Document owner</b>	
<b>Name:</b>	<b>Function</b>
Andrew Derksen	Vice President Legal and General Counsel

<b>Approval for correct format / visual / System integration</b>			
<b>Name:</b>	<b>Function</b>	<b>Date</b>	<b>Signature or Electronic Approval</b>
Cristina de Celis	Management System Leader	8/11/2021	

<b>Approval for content and implementation</b>			
<b>Name:</b>	<b>Function</b>	<b>Date</b>	<b>Signature or Electronic Approval</b>
Cristina Loureiro	Legal counsel – Spain	10/11/2021	
Sharon Cottam	VP Human Resources	9/11/2021	
Andrew Derksen	VP Legal and General Counsel	8/11/2021	

<b>REVISION</b>			
<b>CHANGE LEVEL</b>	<b>SECTION</b>	<b>REVISION</b>	<b>REASON FOR CHANGE</b>
10/11/2021	ALL	Policy adjusted to our standalone company.	Separation from the US

Note: *changes from previous edition are highlighted in grey in order to be immediately visible*