



Doing the Right Thing

Code of Ethics

Johnson Matthey
Inspiring science, enhancing life

Our Code

Our Code will help you find and understand the principles, standards and Johnson Matthey policies that apply in your work with Johnson Matthey.

It is divided into four sections: **People**, **Market**, **Company** and **Planet**.

Throughout our Code you will find information about where to go for help, depending on the topic.

Make sure you familiarise yourself with the contents.

Think carefully about the topics that relate to your role with Johnson Matthey and ask for help if you need further guidance. A list of supporting policies and standards can be found on page 88.

If you have a general question, or want to **Speak Up** about something, please look at page 10 for further information.

Our Code online

To view go to
ethics.johnsonmatthey.com



Our commitments

Our Code contains six commitments that help guide our decision making to make sure we are Doing the Right Thing. I commit to:

- Understanding and following the principles in the Code
- Asking for help and **Speaking Up** when I have concerns
- Working safely and respecting the rights of others
- Doing business responsibly, fairly and legally
- Protecting Johnson Matthey's brand, assets and reputation
- Supporting Johnson Matthey's ambition to build a sustainable business

Introduction

I commit to understanding and following the principles in the Code

A message from our Chief Executive	2
Putting our Code into context	4
Doing the Right Thing	6
Why might someone do something wrong?	8
Making good decisions	9
Asking for help and Speaking Up	10
I commit to...	13

People

I commit to working safely and respecting the rights of others 16

Health and safety	18
A positive working environment	21
Data protection	24
Human rights	26
Conflicts of interest	29

Market

I commit to doing business responsibly, fairly and legally 32

Third parties	34
Bribery and corruption	37
Gifts and hospitality	40
Fair competition	43
Financial crime	46
Trade and export controls	49
Transaction warning signs	52

Company

I commit to protecting Johnson Matthey's brand, assets and reputation 54

Corporate security	56
Information security	59
Intellectual property	62
Business and financial reporting	64
Accuracy of records	66
Communicating externally	68
Social media	71
Inside information	73

Planet

I commit to supporting Johnson Matthey's ambition to build a sustainable business 76

Integrity of our supply chain	78
Environment	81
Product stewardship	83
Community investment	85

A message from our Chief Executive



“We all need to take accountability for behaving ethically and making good decisions in our everyday work.”

Welcome to the Code of Ethics, which is our guide to Doing the Right Thing at JM.

In our business, we talk a lot about Doing the Right Thing and that is because it underpins everything we do. From how we interact with each other in the workplace, to how we do business with customers, suppliers, and other third parties, the way we behave must be ethical and consistent with our values. Saying this is easy, but the Code is here to help us live it when faced with the everyday pressures that arise in life.

We all need to take accountability for behaving ethically and making good decisions in our everyday work. Please take the time to familiarise yourself with the Code and ensure you understand your personal responsibility for Doing the Right Thing. Always ask for help if you need it. If you ever see or hear of something that does not seem right to you, please **Speak Up**. The sooner you say something, the sooner we can take action to prevent something bad from happening.

We all have a role in safeguarding JM's reputation together, every day, wherever we are. Please refer to the Code often in your work to ensure you play your part in Doing the Right Thing.

Thank you.

Liam Condon
Chief Executive

Putting our Code into context

How we behave and operate as a company matters.

Johnson Matthey's culture is the personality of the company – how we do things here and what is important to us. The way we describe and how we live our culture is captured in our values. Johnson Matthey has five values that reflect the way we work when we are at our best. Our values recognise what has made us successful in the past and what will make us successful in the future.

Living our values for our people

- **Protecting people and the planet**

- We practise the highest standards of health and safety, promote wellbeing for people both inside and outside of work, and seek to safeguard our planet.

- **Acting with integrity**

- We do the right thing, for people and for the world. We do what we say we'll do, expect the same of each other and **Speak Up** when there's a problem. We place importance on relationships internally and externally, treating others with respect and care.

- **Working together**

- We encourage collaboration inside JM and out, sharing and embracing diverse viewpoints. We tackle problems together, put our ideas into practice and take pride in combining our contributions to create something better for JM and our customers.

- **Innovating and improving**

- We adapt and embrace new ideas to make us stronger and our world cleaner and healthier. We are confident and resilient through change; growing and developing ourselves and JM, to ensure we are a leader in our chosen markets.

- **Owning what we do**

- We take accountability for our own work, and know we are also part of something bigger. We take the initiative, seek clarity and demand high standards from ourselves and our colleagues.

Vision

Our vision is for a world that's cleaner and healthier today and for future generations.

Strategy

Science

Invest in our world class science and technology.

Customers

Use it to solve our customers' complex problems; lead in high margin, tech driven markets.

Operations

Operate as a safer, more connected, agile and efficient global business. Enabled by our three key transformation programmes.

People

Deliver through our great people.

Values

Protecting people and the planet

Acting with integrity

Working together

Innovating and improving

Owning what we do

Our Code



Our Code underpins our values and strategy helping us all understand what Doing the Right Thing means at JM.

Wherever you are, our Code is there to help.

Doing the Right Thing

I commit to understanding and following the principles in the Code

What is our Code?

Our Code is a framework to help us all to do the right thing. It is, in part, a roadmap to help you find and understand the company's principles, standards and policies that apply in your work. It is also an expression of our shared values and the way we do business, that will help us work openly, honestly and ethically. Often, we need to make decisions or face ethical dilemmas at work when there is no specific rule or clear guidance. In these situations, we still need to make the right decision. Although our Code doesn't offer an answer for every situation, it will help you navigate them. Refer to it often in your work, use good judgement, and always ask for guidance if you need it.

Who does it apply to?

Our Code applies to everyone in our company at every level, everywhere. People and organisations who work with us must act consistently with our Code when acting on our behalf or in our name.

Who do we do business with?

As a company, Johnson Matthey wants to do business with people and organisations whose values are aligned to ours so that our reputation is not damaged by poor choices of business partner. We choose our third parties (including our customers) carefully and take steps to make sure we know who we are dealing with, whether they are customers, suppliers, partners, agents, distributors, logistics providers or any other party we have a relationship with.



What am I responsible for?

- Familiarise yourself with the contents of the Code (in particular the commitments).
- Think carefully about the topics that relate to your role, and understand and follow the policies, principles and standards associated with these topics.
- Use the Code to help you navigate difficult decisions – even where there is no rule.
- Ask for help or training if you need it.

If I am a manager, do I have any special responsibilities?

As a manager in Johnson Matthey, you have a particular responsibility to promote good business conduct and make sure the people working for you support and protect our culture of Doing the Right Thing. You can do this by:

- Being a role model for acting consistently with our Code and living our values.
- Holding your team accountable for behaviour that is not in accordance with our Code and our values.
- Communicating frequently with your team, individually and collectively, on what Doing the Right Thing means.
- Not shying away from difficult conversations.
- Making time to listen and offer guidance.
- Supporting those who **Speak Up** and never allowing retaliation.
- Celebrating positive examples of Doing the Right Thing.
- Proactively removing barriers to Doing the Right Thing.
- Recognising training and development gaps for yourself and your team and addressing them.

Who can I go to if I have questions about the Code?

Throughout the Code you will find information about where to go for help if you want further guidance, depending on the topic. If you have a general question, or want to **Speak Up** about something, please look at page 10 for further information.

What do I do if the Code conflicts with Johnson Matthey policies and procedures or with local laws or custom and practice?

Johnson Matthey operates in many countries around the world in the context of many different cultures, laws and political environments. Conflicts may arise between the requirements of this Code and with the company's policies and procedures or with local laws or custom and practice. We should always comply with the highest applicable standard. If the situation is unclear to you, please consult with Group Legal or Group Ethics and Compliance before proceeding.

Why might someone do something wrong?

Good people don't always do the right thing. This can be for a variety of reasons:

- ▶ **They don't know or aren't aware** – We should know the policies and procedures that apply to our specific job, but it is not possible to be an expert in everything. **Know when and who to ask for help.**
- ▶ **They are under a lot of pressure** – Even if we feel we are under performance or time or budget pressures it is never 'business at any cost'. **If you feel under any pressure to do something that you think is not right, Speak Up.**
- ▶ **They don't want to stand out from the crowd** – We often want to feel that we belong and don't want to go against the group. It can take courage to take a different view. **You will be supported when you raise concerns and Speak Up.**
- ▶ **They convince themselves an action is OK because it gives them something they feel they deserve** – We sometimes try to justify unethical behaviour because of a perceived injustice or unfair treatment. **There is no justification for doing the wrong thing.**
- ▶ **They don't care** – Some people know what the policies and procedures are, but they choose to ignore them or not take them seriously for a variety of reasons. **If you see someone breaking rules or acting improperly, Speak Up.**
- ▶ **They think no one will notice** – Some people do the wrong thing when they think no one will notice, especially if it involves 'small' decisions. **You should always do the right thing even when you know no one is looking.**

Warning signs that something might be wrong. Be careful if someone says:

"We have no choice"

"Just shred the document"

"It's the way we do things around here"

"Everybody does it"

"No one will ever know"

"I don't want to know"

"It's all for a good cause"

"We can hide it"

Making good decisions

You are trusted to make good decisions at JM.

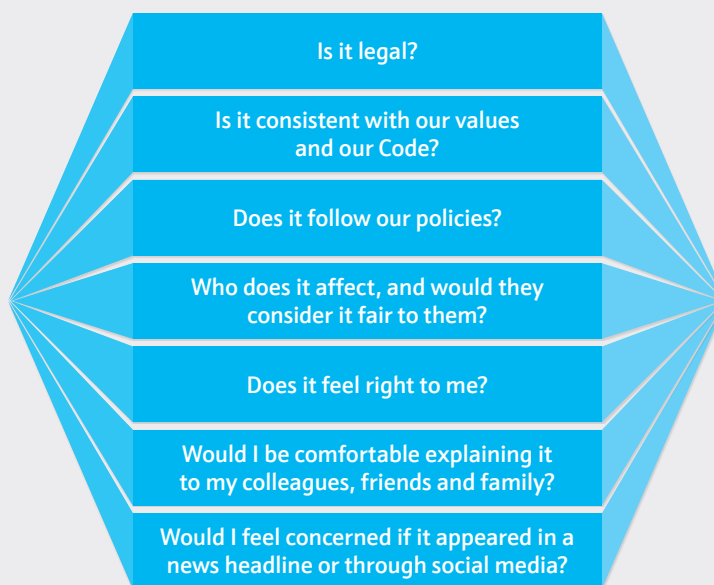
At times though, you may be faced with difficult decisions or dilemmas where it is unclear to you what the right thing to do is. You should apply your judgement and act in accordance with the principles in the Code and our values, taking the time to stop, think clearly about the issue and ask for help if needed.

What is the ethical dilemma or decision I need to make

?

THEN ASK...

These questions will help you when making a difficult decision:



AND ALWAYS REMEMBER:

You should never feel the need to make difficult choices on your own or without support.

STOP!

If you answer no, or you are unsure when responding to any of these questions, you should STOP and ask for further advice.

Advice can be obtained if you do any of the following:

- ▶ Talk to your manager
- ▶ Consult with your local Human Resources or Legal department
- ▶ Speak to an Ethics Ambassador
- ▶ Consult the Group Ethics and Compliance team

Or report your concern via Speak Up if you feel uncomfortable by any other method.

For more information on raising a concern and what happens next, see page 10.

Asking for help and Speaking Up

I commit to asking for help and **Speaking Up** when I have concerns

Asking for help

Sometimes you may be in a situation where you aren't sure of the best course of action. The Code provides information on a range of topics as well as details on further resources which provide helpful guidance. If, after reviewing these, you are still unsure what to do, there are a number of people who can help, including your manager and Human Resources (HR). It is always better to ask for help than to not say anything at all.

Speaking Up

There may be times when you see, know of, hear about or suspect something which is unsafe, unethical or unlawful or that may not be in accordance with our Code, our policies and procedures. In this situation you have a responsibility to **Speak Up** and raise the concern promptly. The earlier you **Speak Up** the more likely it is that the impact of the situation can be minimised. Don't wait for others to **Speak Up** or until something has actually gone wrong before **Speaking Up**.



There are several different channels you can use to ask for help and raise a concern:

Your manager

As a general guideline, your manager is the first person to approach when you have questions, need further advice or want to raise a concern.

Ethics Ambassadors

Ethics Ambassadors are an additional point of contact for you to ask questions, ask for guidance or raise concerns. They should be able to point you in the right direction for advice or assist with general queries.

HR, Group Legal, Group Ethics and Compliance

You may choose to ask questions, ask for advice or raise a concern directly with HR, Group Legal or Group Ethics and Compliance.

Speak Up line

You may use JM's **Speak Up** line. This telephone/online service is hosted independently of JM and all concerns raised this way are investigated at the direction of the Ethics Panel.

Other group functions

Where your question or concern is within the expertise of another group function, such as Group EHS, you can raise it with your local or group contact in these functions.

To find telephone contact details, or raise a concern online, you can go to:

www.JM.ethicspoint.com

We aim to make sure all concerns raised are dealt with promptly and thoroughly.

Asking for help and Speaking Up continued

Confidentiality and anonymity

When you **Speak Up**, the information you provide will be dealt with confidentially. This means that it will only be shared with people on a strict need to know basis.

Whilst it is easier for Johnson Matthey to address concerns when they are raised openly, we understand that in some situations you may not feel comfortable doing this. If you do not want your identity to be known once you have raised a concern, you may ask that it is not disclosed unless you authorise this or if the disclosure is required by law. You can raise concerns anonymously (where legally permitted) as well as openly through the **Speak Up** line.

We encourage reporters to identify themselves wherever possible. This enables the investigation team to:

- Check facts and ask for clarifications.
- Make sure you are comfortable that the investigation will not inadvertently reveal your identity or point towards you.
- Keep you updated during the investigation.
- Communicate the outcome of the investigation to you.

We never allow retaliation

We encourage you to **Speak Up** and the company will protect employees that do raise concerns. Johnson Matthey takes very seriously any claims of retaliation or discrimination against anyone as a result of raising a concern or assisting in an investigation. We will deal with retaliation by taking disciplinary action in order to protect those who do the right thing by **Speaking Up**.

Line managers should be aware of, and sensitive to, the potential risk of sources of retaliation and should actively work to prevent them.



What happens when I raise a Speak Up?

Speak Up concerns come through to a small number of people from the Group Ethics and Compliance team. They will assess the concern and consider next steps, including asking for clarifications from the reporter, and deciding who is most appropriate to conduct an investigation.

Each **Speak Up** is reported to the Ethics Panel. The Ethics Panel is made up of Senior Leaders in roles independent of any of the Sectors. The Ethics Panel's role includes making sure there is effective review and/or investigation of **Speak Up** concerns and that investigations are carried out fairly and consistently. Once investigations have been completed, the panel makes recommendations based on the findings.

For more information on the **Speak Up** process please contact an **Ethics Ambassador or a member of the Ethics and Compliance team**.

If someone comes to you with a concern you should listen carefully before assessing the situation and considering what to do next. In some cases, it may be possible to resolve the concern without escalating it beyond those involved and/or the relevant manager(s), but you should never hesitate to inform Group Ethics and Compliance if you are at all concerned. In other cases, it will need to be escalated to the appropriate group function. If you are ever in any doubt as to what to do, contact Group Ethics and Compliance. Further practical step by step guidance is provided within the **Speak Up** policy to assist you when someone raises a concern with you.

More help and resources

- **Speak Up** policy
- Local Human Resources
- Group Legal
- Ethics Ambassadors
- Group Ethics and Compliance

I commit to...



Please see our
commitments
overleaf >

JM



I commit to understanding and following the principles in the Code



I commit to asking for help and Speaking Up when I have concerns



I commit to working safely and respecting the rights of others



I commit to doing business responsibly,
fairly and legally



I commit to protecting Johnson Matthey's
brand, assets and reputation



I commit to supporting Johnson Matthey's
ambition to build a sustainable business

Our commitments

What do our commitments mean to our Ethics Ambassadors?

I commit to understanding and following the principles in the Code

" Making the right decision isn't always easy, but the Code is really useful when I get stuck. "

I commit to asking for help and **Speaking Up** when I have concerns

*" I feel confident to **Speak Up** and raise my concerns and I would encourage others to do so. "*

I commit to working safely and respecting the rights of others

" At JM, we are all about putting people's safety first and the Code reinforces that. "

I commit to doing business responsibly, fairly and legally

" For me, it's all about doing business the right way and not at any cost. "

I commit to protecting Johnson Matthey's brand, assets and reputation

" I'm proud to work for JM, the company has a good reputation and its values reflect my own. "

I commit to supporting Johnson Matthey's ambition to build a sustainable business

" Our world is changing and it's all our responsibility to take care of our company – now and for the next 200 years. "

People

I commit to working
safely and respecting
the rights of others



Health and safety	18
A positive working environment	21
Data protection	24
Human rights	26
Conflicts of interest	29



Health and safety

At Johnson Matthey, health and safety is our priority.

This means we are focused on protecting our people and we set high safety standards. By working together, we can make sure we all have a safe working environment and achieve and maintain a strong safety culture.

Safety Principles

All employees must adhere to Johnson Matthey's Safety Principles, which are the things you can expect us to stand by as an employer and also what Johnson Matthey expects from you as an employee:

- ▶ All injuries and occupational illnesses are preventable.
- ▶ Everyone is responsible for preventing injuries and occupational illness.
- ▶ Working safely is a condition of employment.
- ▶ The life saving policies and site safety rules must be followed.
- ▶ We will promote off the job health and safety awareness for our employees.



How does this apply to me?

- ▶ I know and support our Safety Principles and the EHS Behaviour Standard and act accordingly.
- ▶ I incorporate safe workplace behaviour every day and proactively look to minimise health and safety risks.
- ▶ I am mindful of my actions and the actions of others.
- ▶ I get involved in creating and promoting a safe working environment for everyone.
- ▶ I follow all EHS policies and challenge any policy requirement that seems incapable of being followed.
- ▶ I understand the importance of process safety and how this helps prevent significant incidents such as the release of dangerous and toxic chemicals.
- ▶ I am not afraid to have a safety conversation with anyone, however senior.

I do not:

- Rush or take shortcuts to get a job done.
- Casually dismiss warning signals or ignore unsafe behaviours.
- Fail to concentrate on what I am doing and what is happening around me.
- Assume that everything is safe.
- Carry out tasks for which I am not competent.

What would YOU do?

Q Whilst walking up a staircase you see a senior manager coming down the stairs carrying some bulky files in both hands. You notice that he is not holding a handrail because both his hands are full. You realise that, if he tripped, he would be unable to save himself from a painful fall down the stairs because he is not holding a handrail.

A Sometimes people forget even the simplest EHS rules, such as maintaining three point contact on stairs. It's important to try to help the manager avoid the risk of falling, so the situation needs dealing with straight away. It's also important that managers set good examples, so politely helping him to do so will reinforce safe behaviour in future and help raise overall standards. You should never be afraid to help more senior employees demonstrate safe behaviour.

Q You have a minor accident at work and call in from home to talk to your boss to tell him you need to take a couple of days off work as required by your GP. Your boss advises that you take personal holidays instead to avoid reporting the accident, which will make departmental statistics look bad.

A Concealing accidents at work is against JM's EHS policies and may even constitute a criminal offence in some countries. You should insist this accident is recorded and approach your EHS representative if this is not done.

Johnson Matthey's core values relevant to this section:

- ▣ Protecting people and the planet
- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- Global EHS Policy
- Group Life Saving Policies

A positive working environment

We all play an important role in creating a working environment that helps to get the best out of everyone.

As we deliver our strategy to create a cleaner, healthier world, today and for future generations, creating a positive working environment remains critical to our success.

Our policies, processes and procedures form a significant part of the foundations on which we conduct our individual roles, and it is vital that equality, inclusion and integrity underpin these foundations.

We do not tolerate any behaviour that contravenes our values, including any form of discriminatory or abusive behaviour such as bullying or harassment, and have policies in place to address such situations.

To achieve our full potential, our work environment must:

- ▶ **Enable** collaboration opportunities inside JM and out.
- ▶ **Empower** everyone to ask questions, **Speaking Up** in confidence when there are concerns.
- ▶ **Embrace** diverse ideas and points of view.
- ▶ **Expect** everyone to take ownership of their personal development and support others in doing the same.



A positive working environment continued

How does this apply to me?

- ▶ I actively seek and respect alternative views.
- ▶ I take pride in combining contributions with those of others, to achieve the best outcome.
- ▶ I ask questions and constructively debate in order to make appropriate, informed decisions and take action.
- ▶ I contribute beyond my team, whether within JM or with our customers.
- ▶ I take ownership of personal development.
- ▶ I look to understand what customers and colleagues value.
- ▶ I am inclusive and supportive, treating everyone with dignity and respect.
- ▶ I do the right thing, even when it is difficult.
- ▶ I recognise I may have biases that I am not aware of and challenge my judgement of people and situations.
- ▶ I embrace the JM values and demonstrate the expected behaviours in everything I do.



What would YOU do?

Q In preparing for a performance review with an employee, you become aware of the individual's reluctance to take on board the ideas of colleagues, and particularly those that are not aligned to their own. The employee has achieved some great results for the team but now some members are starting to feel undervalued as a result. What should you do?

A How we do things is just as important as what we do. A performance review should have a balanced focus on the expected 'behaviours' as well as the delivery of results. By setting measurable objectives that are both results and behaviour focused you can demonstrate a commitment to JM's values and a positive working environment. If unsure of how to approach the conversation, or if behaviours continue, you should seek guidance from your line manager or HR, explaining the concerns with specific examples.

Q A colleague is making you feel very uncomfortable by making inappropriate comments through Skype and emails which they consider to be jokes and informal chat but you feel this is not promoting the right inclusive culture in JM. You are worried about raising this as an issue but feel you cannot let this continue as it is affecting how you feel about coming into the workplace. What should you do?

A If you feel unable to speak directly to your colleague about this, seek support from your line manager or HR. If you wish to talk to someone outside of your team/business unit then you can also contact Group Legal or **Group Ethics and Compliance** for support. Failing this you can contact any GMC member. Harassment and discrimination of any kind is not tolerated in JM.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Working together
- ▣ Owning what we do

More help and resources

- Global Working Together Policy
- Global Diversity, Equity, Inclusion and Belonging Policy
- Global Smart Working Policy

Data protection

We respect and protect the personal data that we handle.

JM needs to collect and use personal data to run its business, and many of us use this data (whether it relates to other employees, customers, suppliers or others) to do our jobs. People need to be able to trust us to respect their privacy and protect their personal data when they are working with us or doing business with us.

Personal data is any information that either on its own or in combination with other data can be used to identify an individual. It can be factual (for example, name, email address, location or date of birth) or an opinion about that person's actions or behaviour in either their work or personal life.

There are laws and regulations in many of the countries in which JM operates which govern the way we handle personal data. We must always comply with local law, but as a minimum we will:

1. Only process personal data when we have a legitimate business reason, or a legal requirement for doing so.
2. Be open and transparent with people about the way we use their personal data.
3. Only use personal data for the purpose for which we collected it; unless we have the individual's consent to use it for a new purpose, or if we have a legal obligation to do so.
4. Only collect the amount of personal data that we need to conduct our business.
5. Take steps to ensure that any personal data we collect is accurate and kept up to date.
6. Not keep personal data for longer than we need it.
7. Keep personal data secure, and limit the people who can access it.
8. Ensure that any third party we share personal data with will also take appropriate steps to protect it.
9. Respect the rights of the people to whom the data relates.

How does this apply to me?

- ▶ I must understand what personal data is.
- ▶ I will only use personal data if I need it for my job.
- ▶ I will not keep personal data longer than necessary.
- ▶ I will keep personal data secure.
- ▶ I will only share personal data on a need to know basis.

What would YOU do?

Q You have been contacted by someone who has asked for the contact details of a former colleague of yours who has recently left Johnson Matthey so that they may wish them well in their new role.

A You should not provide this information without the individual's prior permission. You should direct the call to your local Human Resources department or, if you are still in contact with the former employee, you could offer to take a message and pass it on to them directly.

Q You are a line manager and realise that instead of sending a team member's sick note to HR you have sent it to someone else by mistake.

A You should try to recall the message immediately and should contact the person to whom you have sent it telling them it was sent in error and to delete it without opening it. If you are unable to contact them, you should seek advice from the Data Protection team at DPO@matthey.com.

To prevent this being an issue you should avoid sending information of a sensitive nature by email. If you have no other alternative you must password protect the document beforehand and send the password by separate means, not email (e.g. SMS or IM). Always check you have the correct recipient before sending.

Johnson Matthey's core values relevant to this section:

- ▣ Protecting our people and planet
- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- Global Data Protection Policy
- Global Information Security Policy
- DPO@matthey.com
- myJM Group Ethics and Compliance site

Human rights

Respecting human rights is fundamental to our way of business.

We recognise that we are responsible for the impact of our business activities on the people who work for or with us and the people within the communities where we operate.

We act on this responsibility by using our influence to promote and protect the human rights of all those we work with and alongside.

Johnson Matthey supports the principles defined within the International Labour Organization Core Conventions, the United Nations ('UN') Global Compact and the UN Guiding Principles on Business and Human Rights. Johnson Matthey complies with applicable laws and regulations regarding working conditions, labour standards, modern slavery, human trafficking, discrimination and harassment.



Amongst the principles we support are:

- ▶ We recognise the skills and contributions of each employee and ensure that they are justly and fairly remunerated.
- ▶ We promote a healthy balance between employees' working and home life and ensure that working hours and overtime conform to all applicable laws.
- ▶ We will not employ any person below the age of 16 years old and will comply with all laws prohibiting child labour. Those between 16 and 18 years old will only be employed as part of a supervised training programme.
- ▶ We will not use enslaved or involuntary labour of any kind and we prohibit human trafficking.
- ▶ We are committed to respecting employees' full and open communication without fear of reprisal, whether through management or other external consultative bodies.
- ▶ We do not tolerate any form of discrimination due to gender, marital status, age, race, ethnic origin, sexual orientation, religious beliefs, disability or any other protected characteristic.
- ▶ We prohibit all physical and verbal abuse or discipline, sexual or other harassment and any other forms of intimidation.
- ▶ We will be a true meritocracy that welcomes all forms of difference and that embraces diversity and promotes equality and inclusion, based on shared values.

How does this apply to me?

- ▶ I consider the wider impact of my actions on others.
- ▶ I respect the human rights of all those I encounter in the course of my work.
- ▶ I am committed to promoting a diverse and inclusive culture at Johnson Matthey.
- ▶ I am responsible for raising concerns about modern slavery and other labour related abuses in any part of Johnson Matthey.

What would YOU do?

Q You have an open role on your team. One of the candidates who applied for the role recently got married and has been open about starting a family soon. The training required for the role is expensive and you do not want to spend the money on the training if the individual is going to go out on parental leave in the near future. Do you even have to consider this individual?

A Yes, you must consider the candidate. We hire individuals based on their abilities, not based on their marital or parental status. To determine if the individual is qualified for the role you must fully consider their skills and experience fairly. If you have questions you should contact your local HR team.

Q I heard informally that one of our suppliers is under investigation for child labour violations. They have been a great supplier and I'm not aware of any previous problems. Should I ignore the rumours since we don't have any real proof?

A No. Johnson Matthey has a duty to respect human rights and this includes not permitting the exploitation of children. You need to let your manager and the procurement team know immediately and they will advise you on next steps in order to ensure our standards are met.

Johnson Matthey's core values relevant to this section:

- ▣ Protecting people and the planet
- ▣ Acting with integrity
- ▣ Working together
- ▣ Owning what we do

More help and resources

- Global Human Rights Policy
- Group and local Human Resources
- HR Policies
- Group Ethics and Compliance
- Group Legal
- Group Sustainability
- JM's Modern Slavery Statement
- myJM Group Ethics and Compliance site

Conflicts of interest

We are alert to the dangers of conflicts between the interests of employees and the best interests of Johnson Matthey.

Conflicts of interest arise where there is potential for an employee's personal, social, financial or political activities or relationships to interfere with his or her judgement or independence in doing what is best for Johnson Matthey.

Conflicts of interest can raise doubts about the quality of the business decisions made and the integrity of the person making those decisions. Perceptions of a conflict of interest can be just as damaging as an actual conflict of interest. We expect our employees to act with integrity and to avoid any actual conflicts of interest and to either avoid or, with the company's approval, manage any perceived or potential conflicts of interest.

It is important to disclose immediately to your manager, HR, Group Legal or Group Ethics and Compliance any situations that you believe may give rise to an actual, potential or perceived conflict of interest so that an appropriate course of action can be agreed. Often, conflicts of interest can be resolved in a simple and mutually acceptable way when discussed promptly and openly.



Conflicts of interest

continued

Some common situations that could lead to a conflict of interest are:

- ▶ Ownership of, or investment in, a company that has dealings with or is a competitor of Johnson Matthey.
- ▶ Hiring or supervising family or friends.
- ▶ Family or friends who work for a customer, supplier or competitor.
- ▶ Membership of an external board of directors.

How does this apply to me?

- ▶ I avoid situations where my personal interests may conflict with Johnson Matthey's.
- ▶ I disclose promptly any potential, perceived or actual conflict to my manager, HR, Group Legal or Group Ethics and Compliance (and will complete a Conflict of Interest Report Form to support my notification) so it can be addressed and appropriately resolved as soon as possible.
- ▶ I consult my manager or Group Legal if I am unsure whether a particular situation poses a conflict of interest.



What would YOU do?

Q A position has opened up at your site which you think your friend may be interested in; however, you are not sure whether you can put her forward for the role given your relationship.

A Some of our best hires come from employee referrals. If you feel that your friend is well qualified and would be a good addition to the company you should mention her, as well as your relationship, to your local HR team. You should ensure that you have no involvement in the recruitment process and the position should not be one you directly or indirectly supervise.

Q You are asked to serve on the board of a non-profit entity that conducts research in a field related to your work at Johnson Matthey. You would like to accept and believe it could be an interesting development opportunity for your career.

A You should discuss this opportunity openly with your manager. Not only may this position raise a conflict of interest but there may also be competition issues to consider. If a reasonable course of action can be agreed upon (and is documented in the Conflict of Interest Report Form) that eliminates the potential for a conflict of interest or competition issues, Johnson Matthey may grant approval for you to accept this board position.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- myJM Group Ethics and Compliance site
- Global Conflicts of Interest Policy
- Conflicts of Interest Guidance
- Group Legal
- Group Ethics and Compliance
- Group or Local HR



Market

I commit to doing business responsibly, fairly and legally



Third parties	34
Bribery and corruption	37
Gifts and hospitality	40
Fair competition	43
Financial crime	46
Trade and export controls	49
Transaction warning signs	52

Third parties

We need to be sure that we know who we are dealing with at all times.

We must ensure we do not work with third parties who damage Johnson Matthey's reputation by engaging in unethical behaviour or corrupt practices. We must know who we are dealing with in order that we can comply with detailed and technical laws such as those concerning bribery and corruption, trade and export controls and anti-money laundering. We must ensure that we are not indirectly facilitating corrupt or unethical practices by allowing money or materials to get into the wrong hands.

At Johnson Matthey, there are procedures that assist us with knowing who we are dealing with, whether they are customers, suppliers, partners, agents, distributors, logistics providers or any other third party with whom we have a commercial or other relationship. In particular, we have the Third Party Intermediary Procedure (which applies to agents, distributors, government intermediaries and certain logistics providers in the highest risk countries) to help us manage the risk of dealing with these parties throughout their working relationship with JM. We will only work with those that are of known integrity and who meet Johnson Matthey's standards of responsible and ethical business conduct.



How does this apply to me?

- ▶ I expect my suppliers, their employees and supply chains to operate to Johnson Matthey's standards of quality and integrity.
- ▶ I ensure that the appropriate due diligence has been carried out on customers, suppliers and third party intermediaries before dealing with them.
- ▶ I ensure that when I am dealing with a high risk third party intermediary, I follow the Third Party Intermediary Procedure.
- ▶ I am vigilant in recognising any warning signs that may indicate illegal, corrupt or any form of unethical behaviour.

Transaction warning signs

In any transaction or interaction with third parties there may be signs or signals that something is not quite right. These are called transaction warning signs or 'red flags' and should always be highlighted to Group Legal or Group Ethics and Compliance for investigation. For more information on how to recognise transaction warning signs, refer to the list of examples on page 52.

What would YOU do?

Q You are under a tight deadline to appoint an agent in Malaysia who could be important in obtaining a large contract in a new market. You haven't had time to undertake any due diligence on the agent but want to engage him today.

A You cannot engage this agent until they have been on-boarded under the High Risk Third Party Intermediary Procedure. You will need to prepare a business justification and gain approval as well as appropriate due diligence conduct and entering into an approved contract. You should speak with Group Legal or Group Ethics and Compliance for further guidance. They will assist with the due diligence process and put in place appropriate contractual requirements.

Q You have recently begun to supply goods to a new customer. You notice that some of the payments for the goods are being received from a seemingly unrelated entity in a different country and that the goods are not being shipped to the country in which your customer is based.

A You should take steps to prevent the receipt of any further payments until you fully understand the situation and have ensured that the appropriate due diligence on all parties has been undertaken. It is important that we not only know who all our customers are, but also ensure that payments are only being made by the relevant customers and that our goods and technologies are not being diverted to entities to whom we would not sell directly. Speak to Group Legal or Group Ethics and Compliance for further assistance.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Working together

More help and resources

- Global Anti-Bribery and Corruption Policy
- Global High Risk Transactions Procedure
- Sector Legal
- Global Financial Crime Policy
- Group Ethics and Compliance
- Group Sustainability

Bribery and corruption

We are committed to countering all forms of bribery and corruption and take a zero tolerance approach to any corrupt activity.

There is no place in our business for offering or receiving any form of improper payment or bribe.

Bribery is the offering, giving or receiving of any payment, benefit or gift that is intended to influence a decision or outcome improperly. A bribe can take many forms including cash, gifts, hospitality, promotional expenses, cash equivalents (such as gift cards), services, favours, political contributions or charitable donations, among other things.

Corruption is any unlawful, illegitimate or improper behaviour intended to gain an advantage. It includes bribery, fraud, extortion, theft, abuse of power and money laundering.

Facilitation payments are small unofficial payments made to secure or expedite the performance of a routine process an official is already under a duty to perform. These facilitation payments are bribes (regardless of size or local business practices) and it is our policy not to make them. However, if in exceptional circumstances there is a genuine belief that your life or liberty is at risk if a payment is demanded and not made, then an exception would be granted after the event as per the Global Anti-Bribery and Corruption Policy.

Not only do we not offer, give or receive bribes but third parties (such as agents, distributors/resellers, logistics providers, government intermediaries, etc.) acting on Johnson Matthey's behalf also are prohibited from offering, giving or receiving bribes.



Bribery and corruption

continued

Dealing with public officials

We must never offer, promise or give anything of value to any public official, directly, or indirectly, with the intention of influencing them in their work or in an attempt to obtain or retain business or a business advantage. Take particular care when dealing with employees of state owned entities, as under our Global Anti-Bribery and Corruption Policy these individuals are considered to be public officials. If there is any doubt as to whether an individual is a Public Official, employees should consult Group Legal.

Refer to the Gifts and hospitality section on page 40 to read more about how to exercise care when working with public officials.

How does this apply to me?

- ▶ I never offer, give or receive bribes.
- ▶ I always take personal responsibility for the prevention, detection and reporting of bribery and corruption.
- ▶ I avoid any activity that might lead to, or suggest, bribery or corruption occurring.
- ▶ I am aware that even the suggestion of bribery or corruption may damage both Johnson Matthey's and my reputation for integrity and hinder our ability to do business.

Transaction warning signs

In any transaction or interaction with third parties there may be signs or signals that something is not quite right. These are called transaction warning signs or 'red flags' and should always be highlighted to Group Legal or Group Ethics and Compliance for investigation. For more information on how to recognise transaction warning signs, refer to the list of examples on page 52.

What would YOU do?

Q A shipment of valuable chemicals is delayed in customs. Unfortunately, there is not an official fast track procedure. However, you have been told by a customs official that if Johnson Matthey provides a small payment, the shipment will clear tomorrow; otherwise it could be weeks.

A This type of payment is a facilitation payment and is illegal. Do not make the payment and report it immediately to your manager, Group Legal or Group Ethics and Compliance for further advice.

Q Your co-worker informs you he engaged a new supplier for Johnson Matthey. You are surprised to hear this, because you understood the supplier's pricing was above market. You become suspicious when you learn the supplier hired your co-worker's son shortly after the contract was signed.

A You should **Speak Up**. Raise the issue with your manager, Group Legal or Group Ethics and Compliance. Your co-worker may have accepted a bribe in the form of employment for his son. If true, your co-worker's decision not only deprived Johnson Matthey of the benefit of more advantageous offers from other suppliers, it might also constitute an offence and expose Johnson Matthey to legal liability. You should report your suspicion immediately, so it can be investigated and, if necessary, the harmful effects of your co-worker's conduct can be mitigated.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- myJM Group Ethics and Compliance site
- Global Anti-Bribery and Corruption Policy
- Global Gifts, Hospitality and Charitable Donations Policy
- Third Party Intermediary Procedure
- Group Legal
- Group Ethics and Compliance

Gifts and hospitality

We exercise care when offering, giving or receiving gifts and hospitality.

Gifts and hospitality can be used as a way to build or maintain legitimate and cordial business relations. However, sometimes it can be difficult to distinguish between a genuine gift or hospitality and a bribe, and we always need to think carefully about how we spend Johnson Matthey's money and resources.

When any gift or hospitality is offered, given or received, use your judgement and determine whether it is in accordance with our Global Gifts, Hospitality and Charitable Donations Policy and any local procedures regarding preapproval, monetary limits and recording that are applicable to your business. Additionally, you should consider more broadly how it could be perceived and always whether it is a good use of Johnson Matthey's money and resources. If in doubt, ask Group Legal or Group Ethics and Compliance for further guidance.

Any gift or hospitality must be:

- ▶ Offered, given or received in **good faith** – with the intention only to build or maintain legitimate business relations or offer normal courtesy; and either be:
 - Of **token** or minimal value (such as small promotional items, diaries, calendars or other similar items bearing the brand or logo of the provider); or
 - **Modest** in value and not lavish or extravagant.
- ▶ **Reasonable and appropriate** in terms of the type, value and occasion and frequency of provision in the particular circumstances, including in the context of local cultural sensitivities.
- ▶ **Consistent** with reasonable business practice.
- ▶ **Legal** and permitted under the receiver's own gifts and hospitality policy.

Gifts and hospitality to public officials

- ▶ Some countries have very strict limitations on the value and nature of gifts and hospitality that their public officials can accept. Accordingly, extra caution must be taken when giving or receiving gifts and hospitality to/from a public official. If the gift or hospitality is above the defined limits you should always seek prior approval (refer to Annex 1 of the Global Gifts, Hospitality and Charitable Donations Policy for more information). Also, we must be aware that the definition of a public official includes all employees of state owned businesses. Remember, it is not always obvious that someone is a public official, so if you are in any doubt as to who you are dealing with, ask, and consult with Group Legal or Group Ethics and Compliance, as necessary.

How does this apply to me?

- ▶ I never offer, give or receive gifts or hospitality that are, or may be construed as bribes.
- ▶ I think carefully before offering, giving or receiving any gift or hospitality and whether it is consistent with JM's Global Anti-Bribery and Corruption Policy.
- ▶ I always apply the correct recording and approval limits when offering or receiving gifts or hospitality.
- ▶ Where I am required to record my gift or hospitality, I always use the JM Gifts, Hospitality and Charitable Donations Register.
- ▶ I ensure I obtain preauthorisation if in any doubt as to the appropriateness of the gift or hospitality.

Examples of certain types of gifts or hospitality that are never acceptable, irrespective of value, include those that:

- Comprise cash or a cash equivalent.
- Are inappropriate or offensive (e.g. indecent or sexually oriented).
- Are concealed (provided secretly rather than openly).
- May give rise to, or may be seen as giving rise to, a conflict of interest.



What would YOU do?

Q You have received a £50 gift card from a supplier. It can only be used for getting goods at a specific group of shops. Can you accept it?

A No, you may not accept a gift card, certificate or voucher, whatever the value, from any business partner, because it counts as a cash equivalent and our policy is not to offer or accept cash or cash equivalents as gifts. You should politely decline the gift card and explain to the supplier that JM's gifts and hospitality guidance means you are unable to accept it.

Q You would like to host a two day technical conference for your key customers and other business partners. The primary objective of the event will be to promote future technical developments as well as strengthen business relationships. Is this okay?

A Yes. Hosting a conference with a clearly defined business purpose is acceptable business practice at JM. When organising your conference, you need to keep in mind to comply with the gifts and hospitality principles. All hospitality including meals, should be modest in value and not lavish or extravagant. It is not normal practice to cover the cost of your guests' travel arrangements or accommodation. If you are unsure or need further guidance contact Group Ethics and Compliance.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

- myJM Group Ethics and Compliance site
- Global Gifts, Hospitality and Charitable Donations Policy
- Global Anti-Bribery and Corruption Policy
- Local gifts and hospitality rules/guidance
- Gifts, Hospitality and Charitable Donations Register
- Group Legal
- Group Ethics and Compliance

Fair competition

We know that competing openly and fairly is best for business.

Competitive markets result in consumers having access to the highest quality goods at the best prices and allow the most efficient companies to survive and prosper.

Competition laws (sometimes called anti-trust or anti-monopoly laws) can be complicated and may differ between countries. However, there are common elements that concern the agreements we enter into with others in the supply chain (in particular our competitors), the sharing of sensitive commercial information, and the way we behave when we have a large share of a particular market or business.

Be aware of the following activities which are anti-competitive:

- ▶ Discussing or sharing competitively sensitive information with competitors including pricing, customers or strategies.
- ▶ Discussing or agreeing to the division or sharing of customers, territories or markets with competitors.
- ▶ Agreeing with competitors how (or whether) we will bid for specific contracts.



Fair competition

continued

How does this apply to me?

- ▶ I am mindful of competition law risks when dealing with third parties (particularly, competitors, those in my supply chain and customers) and understand and ensure that Johnson Matthey must make independent decisions on prices and strategy.
- ▶ I never engage in anti-competitive activities.
- ▶ I am aware that a customer of one part of Johnson Matthey may be a competitor in another part of Johnson Matthey and ensure that I act accordingly.
- ▶ I ensure that if I meet with a competitor, I avoid discussing or sharing confidential information relating to areas in which we compete. Completing the Johnson Matthey Competitor Meeting Form in advance and/or setting an agenda detailing the purpose of the meeting will be helpful in clarifying this and protecting Johnson Matthey and myself.



What would YOU do?

Q You are visiting a customer to discuss a contract that is currently out for tender. During the course of negotiations, the customer tells you the indicative bids of your competitors and offers to give you copies of their quotes.

A Because the customer has disclosed this information to you in the context of commercial negotiations with the sole intention of securing better terms from Johnson Matthey you may use this information provided you clearly record in writing the source of the information. However, you must not accept the offer to receive copies of competitor quotes. If you do receive these documents, you must contact Group Legal as soon as possible to determine what further steps need to be taken.

Q You are having lunch with one of your customers who you know to be a competitor to another part of Johnson Matthey. The conversation turns to pricing struggles your customer is having in a certain market. As you are not familiar with this market you do not know if there is a competition issue but you are concerned that there could be.

A You should address your concerns straight away by immediately but politely stopping the conversation and stating your concern. As soon as you leave the lunch, contact Group Legal to determine what, if any, further steps need to be taken.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- Global Competition Law Policy and Guidance
- Group Legal
- Group Ethics and Compliance
- Johnson Matthey Competitor Meeting Form

Financial crime

We all are responsible for being vigilant and recognising the warning signs that may indicate criminal activity.

At Johnson Matthey, we ensure that our businesses and services are not used to facilitate financial crimes, such as money laundering, tax evasion and terrorist financing, or to participate in other illegal activities that would hide the origin of criminal proceeds.

It is therefore vital that we know enough about the identity, background and operations of customers, suppliers and other third parties so that we can prevent any improper transactions from occurring.

- ▶ Money laundering is the process of taking the proceeds of criminal activity, concealing the origin of the illegally obtained money and making it appear legal by filtering, or 'cleaning', it through a series of transactions.
- ▶ Facilitating tax evasion is a corporate criminal offence and consists of a company's 'associated persons' (e.g., employees, agents, or others who provide services for or on the company's behalf) deliberately and dishonestly facilitating a third party taxpayer (such as our customer) in evading tax.
- ▶ Terrorist financing typically is motivated by ideological rather than profit seeking concerns, and may involve not only the proceeds of crime but also funds or assets obtained from legitimate sources.



How does this apply to me?

- ▶ I understand the need to know who we are dealing with and have conducted the relevant due diligence.
- ▶ I am alert to any changes in customer, supplier or other third party details, circumstances and profiles, which may increase financial crime risk.
- ▶ I always take personal responsibility for reporting of suspect counterparties, requests, transactions and/or payments.

Transaction warning signs

In any transaction or interaction with third parties there may be signs or signals that something is not quite right. These are called transaction warning signs or 'red flags' and should always be highlighted to Group Legal or Group Ethics and Compliance for investigation. For more information on how to recognise transaction warning signs, refer to the list of examples on page 52.

What would YOU do?

Q You have started working with a new refining customer. The customer recently has requested to change its bank account to one in a higher risk jurisdiction for money laundering and has requested that we return its metal to an unconnected third party at very specific times.

A While there may be legitimate reasons for these new instructions from your customer, both requests are potential transaction warning signs. You should speak with your customer to understand the reasons behind these requests. If the customer is evasive or unwilling to provide a viable explanation, you should reassess JM's relationship with the customer. These warning signs should also be escalated to Group Legal or Group Ethics and Compliance.

Q A JM contractor explains to you one day that he prefers to work as a contractor, rather than a full-time employee of a company, because he does not pay as much in taxes.

A This conversation suggests that the contractor might be evading tax, which could expose Johnson Matthey to the corporate criminal offence of facilitating tax evasion. You should discuss your concerns with Group Legal or Group Ethics and Compliance immediately.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- myJM Group Ethics and Compliance site
- Group Legal
- Group Ethics and Compliance
- Group Finance
- Group Tax
- Group HR

Trade and export controls

We understand our responsibilities when transacting internationally.

Much of Johnson Matthey's business involves the movement of goods, technology, services, data and money across international borders and must comply with all relevant laws.

These movements may be subject to export licensing requirements, end use/user restrictions, country embargoes, prohibitions on dealings with listed individuals, entities or banks or customs and/or tax requirements. It is therefore very important that we know what we are moving and who we are dealing with in order that we meet those requirements.

Goods include all raw materials, finished product, free of charge samples, production and research equipment and capital goods.

Technology includes information such as drawings, blueprints, plans, diagrams, models, designs, specifications, manuals, instructions and technical know how – regardless of whether it is delivered physically or electronically.

Always consider:

- ▶ **What:** Product classification: What is being imported or exported? Is it products, software or technical data? Does the nature of the goods or technology or the potential end use mean an export licence may be needed?
- ▶ **Where:** Destination: Where is it going? Is the ultimate destination country subject to any sanctions, embargoes or other restrictions?
- ▶ **Who:** End user: Who will receive the goods? Is the entity or individual you are dealing with a 'restricted' entity?
- ▶ **How:** End use: How will it be used? Is the potential or intended end use of the item controlled?

Trade and export controls

continued

How does this apply to me?

- ▶ I am aware that the movement of goods, technology, services, data or money (even to another Johnson Matthey facility or Johnson Matthey company) across international borders may be subject to export controls.
- ▶ I am aware that the movement of technology can occur through such means as physical, electronic (for instance, email), written and verbal exchange as well as through visual observations.
- ▶ I always ask questions if I am unsure whether the movement of goods, technology, services, data or money is permitted.
- ▶ I understand that restrictions may apply to me or members of our team depending on our nationalities and whether we are working on or facilitating particular projects or business relating to particular countries.

Transaction warning signs

In any transaction or interaction with third parties there may be signs or signals that something is not quite right. These are called transaction warning signs or 'red flags' and should always be highlighted to Group Legal or Group Ethics and Compliance for investigation. For more information on how to recognise transaction warning signs, refer to the list of examples on page 52.

What would YOU do?

Q You are finalising the first sale of catalysts to a new customer in Canada, with the potential for significant future sales. This sale will mean that your business meets budget this year and you want to meet their delivery expectations. You phone the buyer to finalise some details and he mentions they had previously not been able to find a supplier who was willing to supply catalysts for use at their plants in Cuba and Venezuela. This surprises you and after the call, you check back through all the relevant paperwork and find no mention of these countries.

A Contact your Sector Legal team and Group Ethics and Compliance to tell them what you have found and ask if the sale can go ahead. Regardless of whether the goods are delivered to that country, a sale to a sanctioned country could result in large fines for JM, loss of business from other customers not wishing to be associated with us, loss of confidence by stakeholders (such as banks or logistics providers) and reputational damage. Your Sector Legal team and Group Ethics and Compliance team will be able to conduct the required due diligence on all the parties involved, assess whether the sale is permitted, liaise with our banks and obtain the relevant authorisations from the regulatory authorities to allow the supply to go ahead.

Q Your business is building a new plant overseas and you are unsure whether trade controls need to be considered.

A Export and/or import licences may be required for any production equipment or raw materials shipped to the new plant. Also, licences may be required for any technical services provided in the form of technology transferred or technical services provided within that country. Speak to Group Legal to obtain further guidance.

Johnson Matthey's core values relevant to this section:

- ▣ Protecting people and the planet
- ▣ Acting with integrity

More help and resources

- Johnson Matthey Global Export Controls and Sanctions Policy
- Johnson Matthey Trade Compliance Manual
- Sector Legal
- Group Ethics and Compliance

Transaction warning signs

We should always be alert to possible transaction warning signs or 'red flags'.

Even if you are not directly involved in dealing with third parties, you need to be aware of potential areas where Johnson Matthey could be at risk. Remember, it's not business at any cost.

Transaction warning signs are indicators that something might not be right with the transaction. They might be indicators that something is wrong from a bribery and corruption, financial crime, sanctions and export controls, or other legal or compliance perspective. There might be multiple issues arising from any warning sign. A non-exhaustive list includes:

- Third party refuses to provide any or sufficient information in response to due diligence questions.
- Unusual payment structures are being requested or implemented by a third party, including payments to be made or received:
 - in cash or 'off the books';
 - to or from jurisdictions with elevated money laundering or tax evasion risk profiles;
 - to or from another party that has no relationship with Johnson Matthey; and
 - without an invoice or receipt for payment.
- Payments are being made that are not sufficiently described in invoices or supported by evidence of work performed.
- High commission or large total payments are being made to third party intermediaries.
- Lavish or frequent gifts and hospitality, charitable donations or sponsorship are being provided to third parties without sufficient justification.
- The third party's name or address is similar to one of the parties found on a denied parties or sanctioned parties list.
- The customer or purchasing agent is reluctant to offer information about the end use of the goods or provides unusual address information in relation to the destination of the goods.
- The third party requests unusual delivery terms or shipping arrangements (perhaps hiding who our goods are ultimately destined for).
- Purchases or sales that are unusual (e.g. do not fit the line of business or technical capability) for a particular customer, supplier or type of customer or supplier.



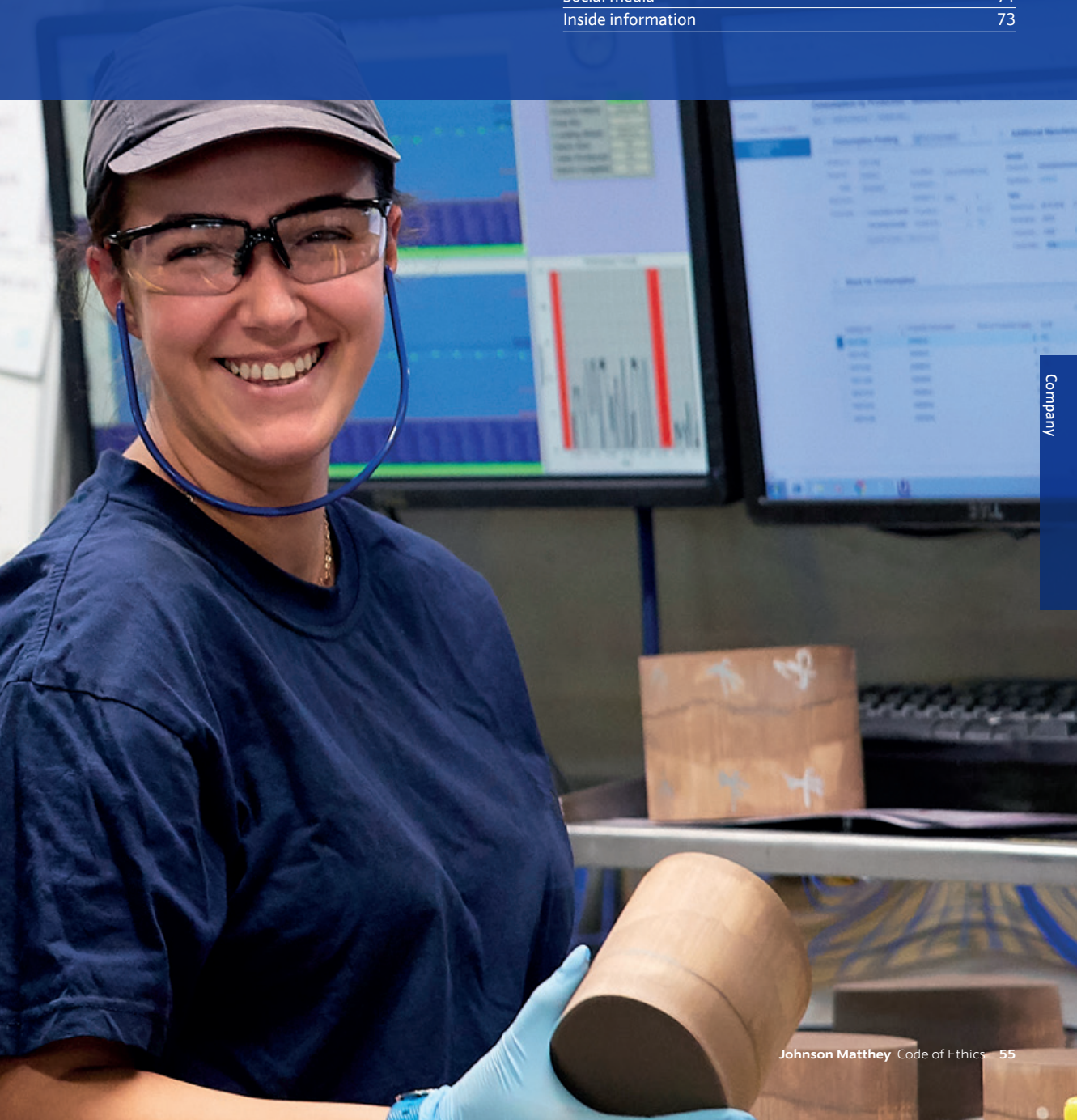
Report any transaction warning signs raised to Group Legal or Group Ethics and Compliance who can help you to review the situation before proceeding.

Company

I commit to protecting
Johnson Matthey's brand,
assets and reputation



Corporate security	56
Information security	59
Intellectual property	62
Business and financial reporting	64
Accuracy of records	66
Communicating externally	68
Social media	71
Inside information	73



Corporate security

We make sure everyone feels safe and secure at work.

At Johnson Matthey, we work hard to provide a secure working environment and minimise the potential impact of security threats wherever we conduct business.

We are committed to protecting our people, assets, products and reputation by ensuring we have an effective and robust approach to the management of security risks. We do this by establishing and meeting minimum security standards across our company and applying measures to ensure business continuity. Security will always be reflected according with Johnson Matthey's values and all employees have a role to play to minimise risks which arise from deliberate or accidental breach in site security or threats to colleagues.

Personal security and business travel

Johnson Matthey provides employees with the appropriate training and guidance for the security risks they face wherever they are based, or wherever they travel. We are all responsible for making sure we are aware of the security risks we face and how to respond to security incidents should they occur.



As Johnson Matthey employees, we sometimes need to travel for business and while commercial issues are important, they never take precedence over personal safety and security. We are committed to making sure that we all receive the most comprehensive advice prior to travelling and the best possible assistance when overseas including direction on extra precautions when travelling to certain high risk countries. All our sites must meet at least the minimum standards for physical security and we require our business partners, suppliers and contractors to take the same approach.

If you are a manager you have an additional responsibility to ensure that you have properly assessed the risks your teams face and that appropriate training and guidance and support have been made available.

How does this apply to me?

- ▶ I make sure I am aware of and follow my local security guidelines including what it means if I work in a high risk country.
- ▶ I know what to do if an emergency occurs at my place of work.
- ▶ I always take steps to reduce security risks including travel security, and advise management of risks as they become apparent.
- ▶ I ensure I take responsibility for any secure materials and equipment in my possession.
- ▶ I ensure that up to date and thorough inventories are kept of materials and products.

Business continuity management

Ensuring business continuity is critical and each site and office must be covered by a business continuity plan that is assessed and tested annually with management teams trained in the event of a security risk issue. Specific guidance on this and the minimum standards required can be obtained from the Corporate Security team.

What would YOU do?

Q I am due to go on a business trip soon and I've been told to check travel security before I go. Why? Surely my manager wouldn't be sending me somewhere unsafe?

A No, your manager wouldn't knowingly have done so – but there are some countries or locations where it is advisable to take extra security precautions and sometimes security situations can change quickly. You should make sure you know how to contact Corporate Security or the local country security manager and know what to do in case of emergency. Refer to the Travel Security Guidelines, and keep up to date with the latest travel advice and restrictions.

Q Someone you don't recognise is working in your office. They don't seem to be wearing a visitor pass.

A If you see someone who isn't wearing a visitor pass or appears to be acting suspiciously, politely ask them who they are here to visit and whether you can help. If you remain concerned, take them back to reception. If you have any doubts about your safety, don't approach the person and contact Site Security immediately.

Johnson Matthey's core values relevant to this section:

- ▣ Protecting people and the planet
- ▣ Acting with integrity

More help and resources

- myJM Security Knowledge Zone site
- Travel Security Guidelines
- Global Security Policy
- Group Security Manual
- Corporate Risk and Assurance department

Information security

We are all responsible for keeping Johnson Matthey's information safe and secure.

Johnson Matthey's information is critical to everything we do. From the emails we send and conversations we have, information is a valuable company asset which we must protect and manage with care. If we don't, and we allow our information to be at risk, it may impact our ability to operate effectively and safely.

At Johnson Matthey we keep confidential information that belongs to us, as well as information disclosed to us by a third party, safe and secure in order to protect our interests and those of our business partners. We will not disclose any confidential information, unless authorised to do so, or required by law, and then only in a controlled way.

Confidential information

Confidential information includes financial information, patents, business or marketing strategies, forecasts, know how, practices, systems and performance, product specifications and pricing, production and expansion capacity, customer and supplier arrangements (including contract terms) and personal data. In some cases, confidential information may include samples of materials or prototype equipment. Confidential information with technical content may sometimes be referred to as a trade secret.



Information security and technology use

We must all take steps to prevent unauthorised access to information we are responsible for or entrusted with, by keeping our user IDs secure, creating strong passwords and using systems responsibly.

We must try to avoid accidental introduction of any viruses, malware or spyware to JM's systems and only use computer hardware, applications and software that have been approved for use by JM IT. We should always be careful when opening email attachments and clicking on hyperlinks by considering whether the links make sense from a business perspective and whether they comes from a source you know.

Create, access and maintain

We should all exercise care when creating new information or communicating it. We must consider our audience and how it might be interpreted – or misinterpreted. If we create sensitive information, for example in documents or email, we are responsible for determining whether we should let others know that the information is sensitive.

Information needs to be usable: it should be accurate, well organised and easy to access when needed both now and in the future. We must also be aware of the potential legal and regulatory rules that may affect the way we manage, protect, retain and dispose of all our information including business records and personal information.

How does this apply to me?

- ▶ I am suspicious of any email from someone I don't know or about an unexpected topic.
- ▶ I keep passwords confidential and make them longer and stronger.
- ▶ I only use secure IT.
- ▶ I do not use personal email or platforms such as WhatsApp or WeChat to share confidential information.
- ▶ I never give out personal or classified information over the phone, in person or in any way unless I am certain who I am giving it to and that they are entitled to access that data.
- ▶ I support and encourage my colleagues in safe and secure working practices and report any concerns to my manager, site security manager the JM IT service desk.
- ▶ I think about the value of the data I create and apply the appropriate controls for access and maintaining it securely.
- ▶ I keep my desk clear of sensitive information and always lock my laptop away when I leave my workspace at the end of the day.

What would YOU do?

Q You are going on holiday for a week. Is it okay to give passwords to a colleague who you trust so that they can check for any important customer emails and log in to applications you use in your absence?

A You should never give your passwords to any other member of staff. If you are concerned that an urgent email may come in while you are away, either contact the customer in advance letting them know who they can contact in your absence or familiarise yourself with Outlook access to set up a 'rule' that will forward the email to your colleague.

Q You receive an email from a supplier regarding an invoice with a request to send payment using different banking details. You haven't seen any prior notification from the supplier and you're not sure what to do.

A Stop and think. It is unexpected, so you are right to be suspicious. Report it straight away to your manager, and the site security manager or the JM IT service desk.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Innovating and improving
- ▣ Owning what we do

More help and resources

- myJM Security Knowledge Zone site
- myJM Intellectual Property department site
- Intellectual Property department
- Group Legal
- Global Information Security Policy
- Global Acceptable Use Policy
- Global Information Classification Policy
- Global Data Protection Policy

Intellectual property

We value and protect our investments in Research and development (R&D).

At Johnson Matthey, we invest heavily in R&D each year to develop new products, processes and businesses.

R&D is fundamental to our growth and to Johnson Matthey's future success. The output of R&D programmes, such as inventions, know how and experimental data, is termed intellectual property (IP). It is important that our IP is properly managed and protected to safeguard Johnson Matthey's investment in R&D.

IP may be protected by intellectual property rights (IPRs) such as patents, which protect our inventions; trademarks, which protect our corporate identity and our brands; and copyright, which protects our communications. In addition, the law protects our trade secrets and confidential information.

We expect others to respect Johnson Matthey's IPRs and we likewise commit to respecting the validly registered IPRs of others and to protecting confidential information that has been disclosed to us by others in the same way as we protect our own confidential information.

How does this apply to me?

- ▶ I respect the IPRs of others.
- ▶ I take care when using publicly available text and images to ensure I am not breaching someone else's copyright.
- ▶ I alert the Intellectual Property department if I am aware that we have created IP that should be protected.



What would YOU do?

Q You have been working on a collaborative project with an external partner, relating to formulation of catalysts. The agreement covering this collaboration includes confidentiality obligations. At lunch, one of your colleagues mentions a problem she is having with formulation of different catalysts, which you think might be solved by a formulation technique you learnt from our collaborator.

A The formulation technique might be our collaborator's confidential information. The confidentiality obligations in the agreement probably mean that we aren't permitted to disclose or use the information we receive outside of the collaboration, even within JM. Therefore, telling your colleague about the formulation technique would probably be a breach of the agreement. Contact the IP department for advice.

Q You have recently started working for JM. You are working on a project which is very closely related to some work you did in your previous job and you know how your previous company solved the same problem (which resulted from months of R&D efforts). Can you bypass the work required and use your previous company's solution?

A Using specific information from your previous job would very likely be a breach of your confidentiality obligations to your previous employer. Additionally, telling others in your team about the solution your previous company came up with may 'contaminate' them, and mean that JM is prevented from using a solution that we may otherwise have come up with independently. Contact the IP department to discuss the nature of the information, and what your obligations are.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Innovating and improving
- ▣ Owning what we do

More help and resources

- myJM Intellectual Property department site
- Intellectual Property department
- Global Innovation and Intellectual Property Policy

Business and financial reporting

We ensure Johnson Matthey's company books, records and financial reporting reflect an accurate and honest picture of our business.

Financial data we can trust is required not only to comply with our policies, external accounting standards and all applicable laws and regulations but also to allow us to make informed decisions to grow our business and maintain our reputation.

How does this apply to me?

- ▶ I am honest and careful when submitting expense claims and, where appropriate, timesheets and ensure they are consistent with Johnson Matthey's policies.
- ▶ I ensure any contractual commitments I make on JM's behalf, or transactions I authorise, are in accordance with my authority level and adhere to our policies on the engagement of third parties.
- ▶ I make sure when I make a purchase or buy a service on behalf of JM I have ensured JM is getting value for money and have run a tender wherever possible.
- ▶ I record all transactions accurately in the proper accounting period supported by appropriately detailed evidence and in accordance with Johnson Matthey's accounting policies.
- ▶ I am objective when writing reports to ensure they are balanced and do not just highlight good points.



What would YOU do?

Q It is approaching year end and I have an invoice from a supplier to pay. If I pay it before the month end I will miss my working capital target. Should I just wait until after the end of the month and then pay it?

A We should pay invoices when they are due, regardless of how it impacts our working capital. We should have a payment policy that states we will pay invoices on the next payment run after they fall due (normally 60 days after we receive the invoice). So if it is due before the last payment run of the month, we should pay it in that payment run. If it falls due after the last payment run of the month our policy is to pay it in the next payment run, which will be in the following month – as long as this is in keeping with our terms and conditions this is the right thing to do.

Q You have received an invoice that needs paying urgently but is over your authority limit and your manager is out of the country. The supplier is threatening legal action if you don't pay it immediately. A colleague suggests you pay it and then ask your manager to countersign it after it has been paid.

A Each invoice must be appropriately authorised before it is paid, so you cannot follow your colleague's advice. However, this is not an unusual situation and so there is likely to be an acceptable solution that complies with Johnson Matthey's policies. If the situation is urgent, contact your local financial controller or Sector Finance Director who will have a procedure for this situation.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- Group Control Manual
- Local Finance Manager or Financial Controller
- Division Finance Director
- Group Accounting

Accuracy of records

We are honest and accurate in all our business records and reporting of any kind, whoever the intended recipient and whatever the purpose of the document or record.

It is important that we can trust the business records we have and the reporting that we receive or provide. Whenever we create a record of something (for example the results of quality testing and product inspections, timesheets, the attendees at a training session, or the steps we have taken to gather information), we need to do this accurately and honestly so that we and stakeholders including other employees, customers, suppliers, government agencies can rely on it.

If records are changed with the intention of financial gain (whether by the company or individuals), or other personal gain, this may be fraud which could be a criminal offence for JM and/or an individual employee.

How does this apply to me?

- ▶ I always record business information in an accurate, truthful, and timely way, and in accordance with all relevant policies, professional standards and local laws.
- ▶ I never falsify or improperly alter records or intentionally allow a misleading impression to be created.
- ▶ I only destroy or delete business records in accordance with document retention policies.



What would YOU do?

Q You work in the quality department and you have been told that one of the testing processes doesn't give the results it should and doesn't reflect reality and that test results are outside the specification agreed with the customer. You have been told that there is a mathematical way of determining a result that would be within the agreed specification, and you are asked to record that number instead. What should you do?

A This would be falsification of the record and you must not do this. If the testing process does not give results we have confidence in, the process must be changed and/or a different specification agreed with the customer. You should raise this with your manager and if you are unhappy with the outcome of this conversation you should **Speak Up**.

Q You have been asked to provide information to the JM IT team in relation to data that is processed in your area of work. You do not understand why they need this and are very busy completing other tasks. Several weeks later you realise you haven't answered the request and you quickly write an answer from memory, without going back to check the records you have.

A This is not the right way to approach this situation. If you do not understand why information is needed, or how you should prioritise such a task, you should seek clarification from the JM IT team and or your manager. The JM IT team may need the information for an important reason (which could include for a regulator) and may be relying on the information you have provided. If you have not taken time to report properly, JM IT may be unwittingly basing their decisions on inaccurate or incomplete information.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- Group Legal
- Group Ethics and Compliance

Communicating externally

We act responsibly and consider the consequences of our actions when we communicate information about our business.

External communications must be effective, balanced, clear and consistent. Dialogue with our external stakeholders must be transparent, straightforward and not inaccurate or misleading.

Where Johnson Matthey has to provide information that officially reflects the company's own views (such as financial results, crises management or business developments), only those people who are specifically authorised to speak for the company should do so. In addition, all communications must be preapproved by the appropriate representative.

We also need to take care when offering sponsorship or providing endorsements. Making poor choices could damage our reputation if an organisation or product is not consistent with JM's vision, strategy and values. Always refer to the guidance in the Global Community Investment and Employee Volunteering Policy.



If you are asked to provide an endorsement of a third party's products or services, you must think very carefully. Firstly, in doing this you are saying that JM is happy with that product or service and would recommend it to others. Secondly, if we do agree to an endorsement, we must ensure that the wording that the third party uses is not misleading. In particular, endorsement wording needs to be narrow in scope, for example where there has been work done with Johnson Matthey's Clitheroe UK site it need to be clear, and not give the impression that they have worked for the whole Group. If you have any doubts, do not agree to endorse. If you have any questions, please contact Corporate Affairs.

How does this apply to me?

- ▶ I communicate information to external audiences on Johnson Matthey's behalf only when specifically authorised to do so.
- ▶ I forward any requests for information that I am not authorised to provide or feel uncomfortable discussing externally to my manager, Corporate Affairs or others in a position to respond.
- ▶ I seek approval from Corporate Affairs or others authorised to provide approval before releasing statements about Johnson Matthey to the local, national, global or trade press.
- ▶ I ensure if I am designated to speak to the media on Johnson Matthey's behalf, I will participate in media communications training before doing so.

What would YOU do?

Q You are at a conference and a journalist approaches you asking about Johnson Matthey's latest acquisition. You know something about this and you think you can help answer the journalist's questions.

A Unless you are specifically authorised to talk to the press on this topic, politely decline to comment and direct the query to either the site spokesperson or Corporate Affairs.

Q A customer you work with regularly asks for informal updates on Johnson Matthey's upcoming financial results. You have heard business performance is on track and assume the results are good.

A Explain politely that you are unable to comment on the financial results until Johnson Matthey has announced the results formally.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Innovating and improving
- ▣ Owning what we do

More help and resources

- myJM Group Investor Relations site
- myJM Corporate Affairs site
- Site Communications spokesperson

Social media

We are responsible for everything we post on all forms of social media.

Social media is a fact of life, used for everything from keeping in touch with friends and colleagues to making new connections or finding out the latest news. Whether you're a user of Twitter, LinkedIn, Facebook, Snapchat, or any other platform, you are expected to use social media responsibly. What you say on social media can stay public for many years, and can deeply impact your own reputation and that of JM.

As an innovative science and technology company we are naturally part of the wider conversation within our industry, and social media is one of the places we have those conversations with our partners. We would always encourage you to get involved in that discussion, but keep in mind that what you post is your responsibility. You should never share confidential information, say anything that puts our reputation at risk, or speak on behalf of Johnson Matthey as a whole.

The line between personal and professional may be blurred on social media; remember that what you post, like, retweet etc. in either capacity can be risky, and both uses are covered by our social media policy. If you believe you have seen something that breaks the rules of this policy, it's your responsibility to pass this information to the appropriate people within JM.

How does this apply to me?

- ▶ I am responsible for everything I post on all forms of social media.
- ▶ I use judgement and common sense when communicating externally.
- ▶ I keep in mind that what I publish may remain public for many years.
- ▶ I protect the privacy of others and Johnson Matthey's confidential information.
- ▶ I never speak on behalf of Johnson Matthey on social media.
- ▶ I realise that it is the responsibility of each one of us to help protect Johnson Matthey's reputation.

What would YOU do?

Q Your business is being restructured and you are not happy about the changes. You want to share how you are feeling with your friends via your personal Facebook account.

A If you choose to share your feelings via Facebook, think carefully before you write. Nothing in the Code is intended to interfere with, restrain or prevent employee communications about your employment circumstances. However, you should be considerate to others when doing so as well as keeping in mind the information set out in our social media policy. It would be better to raise your concerns directly with your manager or HR. Remember that our policy applies to personal social media use as well as professional.

Q You see a comment posted on social media about an area of technology relevant to Johnson Matthey. You think you have something useful to say.

A We would always encourage you to contribute and help build both your own and JM's profile. However, remember you must only mention publicly available information. It's appropriate to talk about work and have dialogue within a professional community but you must take care not to reveal confidential information or intellectual property when doing so, and it's especially important to make it clear that you are stating your own opinion and not that of all of JM.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- myJM Corporate Affairs site
- Social Media Standard

Inside information

We always understand our responsibilities in respect of inside information.

Inside information is a form of confidential information that is of a precise nature and has not been made public but, if it were, it is likely that it would have a significant effect on the Johnson Matthey share price.

Employees are not expected to make a definitive judgement as to whether information is or is not inside information but if you are in any doubt, you must refer the matter to a member of the Disclosure Committee (being the Chief Executive, Chief Financial Officer and the Company Secretary). Inside information may include, for example, information relating to Johnson Matthey's trading and/or financial results, its earnings forecasts, transactions such as acquisitions and disposals or any other major new developments in its business.

Johnson Matthey's Global Inside Information Policy establishes mandatory procedures to ensure that employees and other personnel can:

- ▶ identify potential inside information;
- ▶ escalate the issue as soon as possible through the appropriate internal channels; and
- ▶ protect and control inside information.

If you are in possession of information that could be, or has the potential to become inside information, you must notify a member of Johnson Matthey's Disclosure Committee immediately. This committee is responsible for identifying and monitoring the existence of inside information and approving its disclosure to the market.

You must not trade in Johnson Matthey shares (or other financial instruments) when in possession of inside information and you must not disclose that information or encourage a third party to do the same.

Insider trading is a criminal offence in many countries in which we operate.

Employees with access to inside information must ensure that the information is properly stored, protected and managed, so that confidentiality is maintained and that there is no unauthorised access to the inside information.

We maintain confidential lists for persons with access to confidential information which is not inside information but has the potential to become inside information in the future. If your name is included on a Confidential List, you may also be restricted in your ability to trade in JM shares, including requiring you to obtain clearance in advance. You will be notified if your name will be included on a Confidential List and of the share dealing restrictions imposed on you as a result.

How does this apply to me?

- ▶ I do not deal in Johnson Matthey shares whilst in possession of inside information.
- ▶ I do not deal in Johnson Matthey shares whilst in possession of information that has the potential to become inside information or without obtaining prior clearance if share dealing restrictions have been imposed on me.
- ▶ I do not encourage, ask or instruct any third party to deal in Johnson Matthey shares whilst I am in the possession of inside information.
- ▶ I follow the Johnson Matthey Share Dealing Code and any other share dealing restrictions if I have been notified that they apply to me.
- ▶ I do not engage in market abuse or manipulation by spreading false information about Johnson Matthey.



What would YOU do?

Q You are working on an acquisition which you know could have an effect on the Johnson Matthey share price once announced and as such, you have been notified that share dealing restrictions apply to you. Your father has asked you whether he should invest in some Johnson Matthey shares in the near future.

A You cannot help someone make a decision on whether to invest in Johnson Matthey shares on the basis of inside information you may hold. Your father should make his own decision or seek independent advice on whether or not to proceed.

Q As part of your role you have access to confidential information that is not publicly available although you are not sure whether this information would have an impact on the Johnson Matthey share price if publicly known. You are about to go on holiday and would like to sell some of your Johnson Matthey shares to pay for it.

A You should seek advice from Company Secretarial or Group Legal as to whether or not the confidential information you have access to could be considered to be inside information. If it is inside information unfortunately you would not be able to sell your shares at this stage.

Johnson Matthey's core values relevant to this section:

- ▣ Acting with integrity
- ▣ Owning what we do

More help and resources

- Company Secretarial
- Group Legal



Planet

I commit to supporting
Johnson Matthey's ambition
to build a sustainable business



Integrity of our supply chain	78
Environment	81
Product stewardship	83
Community investment	85

Integrity of our supply chain

We expect an ethical and sustainable approach to business from our suppliers.

Our aim is to ensure we are responsibly sourcing all the raw materials and services that we purchase.

Our Supplier Code of Conduct sets out our expectations on suppliers relating to human rights, labour practices, health and safety, environmental protection and business ethics. In particular, we expect all our suppliers to support the principles defined within the International Labour Organization Core Conventions, the United Nations ('UN') Global Compact and the UN Guiding Principles on Business and Human Rights. We encourage all our suppliers to achieve ISO14001 certification for Environmental Management, where it is appropriate to their business operations.

We are committed to addressing the global problem of modern slavery and human trafficking by assessing our higher risk supply chains for indicators of these issues. We make an annual public disclosure on our progress in this area in accordance with applicable legal requirements.



We are committed to:

- ▶ Rolling out the Supplier Code of Conduct to new and existing suppliers.
- ▶ Reviewing compliance with the Supplier Code of Conduct by existing suppliers and working with them to help improve their business practices where they fall short of the requirements.
- ▶ Reporting transparently to all our stakeholders on our progress in achieving compliance to our Supplier Code of Conduct across our supply chain.
- ▶ Responding promptly to customer requests for information about sustainable business practices through our supply chains for the product which they purchase.
- ▶ Contributing to the eradication of modern slavery and human trafficking globally.

How does this apply to me?

- ▶ I am responsible for ensuring the people I work with in the supply chain are aware of our Supplier Code of Conduct and how it applies to them.
- ▶ I am responsible for raising concerns about modern slavery and any other labour related abuses that I observe in any part of Johnson Matthey's operations or our value chains.
- ▶ I am responsible for responding positively to customer requests for information on the sourcing of raw materials in JM products and seeking advice if required.

Integrity of our supply chain

continued

What would YOU do?

Q You are about to start working with a new supplier but you read a newspaper article which claims that the supplier's contracted cleaning workers are not being paid the minimum wage by the contractor and are not free to leave their employment.

A Johnson Matthey is committed to ensuring that its suppliers do not use enslaved or involuntary labour. You should **Speak Up** to your line manager or contact Group Legal or Group Ethics and Compliance, who will look into the matter further.

Q A customer contacts you and asks for a declaration about Johnson Matthey's use of conflict minerals. What do you do?

A Johnson Matthey is committed to being as transparent with its customers as we expect our own suppliers to be with us, and will always be willing to respond openly to a request such as this. The term 'conflict minerals' has a very specific definition in international law. Please contact your sector sustainability lead or Group Sustainability to learn how to respond appropriately to your customer's request.

Johnson Matthey's core values relevant to this section:

- Protecting people and the planet
- Acting with integrity
- Working together
- Owning what we do

More help and resources

- myJM Sustainability site
- myJM Group Ethics and Compliance site
- JM's Modern Slavery Statement
- Group Supplier Code of Conduct
- Group Sustainability
- Group and local Human Resources
- Group Ethics and Compliance
- Group Legal

Environment

We acknowledge our obligation as a global company to protect our people and the planet.

We have a duty to protect the limited resources that sustain our businesses and to operate in a manner that will preserve these resources to the greatest extent practical. At a minimum we will operate in accordance with applicable national, regional and local environmental laws and regulations. Where we can, we will apply a higher standard to reduce our environmental impact.

In our businesses, we identify and manage hazardous chemicals, water and waste properly. We look to minimise solid and liquid waste and air emissions as far as practicable, ensuring we do not exceed any limits we are obliged to meet under permit or legislation.

How does this apply to me?

- ▶ I minimise waste, recycle and reuse material wherever feasible and I travel only when necessary.
- ▶ I adhere to my site's standards for protection of the environment and resource use.
- ▶ I properly operate equipment, maintain infrastructure and only use sensors and other protective devices that are properly calibrated and maintained.
- ▶ I evaluate all changes (or potential changes) to plants or processes in light of environmental, health and safety impact and legislation.



What would YOU do?

Q Shortly prior to opening a new site, you are advised that you need to first obtain a required air emissions permit. Obtaining the permit will delay the opening of the site.

A Our sites must, at a minimum, be in compliance with applicable laws and regulations at all times. Therefore, you must not begin operating until you have all of the regulatory permits in place. You must **Speak Up** immediately to ensure senior management are aware of the need to obtain the additional permit.

Q During a routine inspection, you observe that a hazardous material tank is beginning to fail.

A We are committed to managing our hazardous materials responsibly which includes safe storage to prevent releases. You should **Speak Up** about your observation immediately so that the tank is either repaired or replaced in order to protect people and the environment.

Johnson Matthey's core values relevant to this section:

- Protecting people and the planet
- Acting with integrity
- Innovating and improving

More help and resources

- myJM EHS and Sustainability sites
- Group EHS Director/Manager
- Site and Sector EHS Managers
- Group Sustainability

Product stewardship

We understand our responsibility extends through the whole product life cycle.

We aim to protect our people, the users of our products and the environment through the use of the safest possible chemical products and processes able to deliver the desired technology performance. Our commitment to product stewardship is an important aspect of our wider sustainability goals.

As part of this commitment, we acknowledge that all the chemicals we use and produce must be managed responsibly. The products we supply to our customers often form an important part of the end product supplied to the user. We set ourselves high standards: our customers want to see evidence that we understand any hazards inherent in our products and that, through understanding their uses, we can help them manage consequent risks.

This means we:

- ▶ Identify and understand the hazards to human health and the environment associated with the chemicals on our sites.
- ▶ Communicate clear information on the hazards associated with the chemicals on our sites.
- ▶ Adopt a life cycle approach to our products, evaluating their health, safety and environmental impacts at each phase: research, development, commercialisation and discontinuation.
- ▶ Seek opportunities to replace hazardous chemicals and products with technically equivalent (or superior) but safer alternatives.
- ▶ Ensure compliance with all chemicals control legislation applicable to our operations, purchases, material handling and supply.

How does this apply to me?

- ▶ I do not purchase, manufacture or supply chemical products without first confirming the appropriate safety assessments and regulatory reviews have been completed.
- ▶ I ensure I am aware of the hazards associated with the chemicals handled in my work areas, and that I follow safety recommendations to protect myself and my colleagues.
- ▶ I am attentive to situations of actual or potential unsafe handling/ use of chemical products and raise concerns appropriately.

What would YOU do?

Q An alternative supplier of a key raw material has been identified. The supplier qualification procedure raises uncertainties about that supplier's compliance with chemical registration requirements in their country of operation. JM is not obliged to comply with these requirements.

A We are committed to acting with integrity, which includes requiring players in our supply chain to meet their regulatory compliance obligations. Our customers also expect this. Discuss the legal requirements with the supplier. If they are, in fact, applicable and the supplier cannot meet them, we should find an alternative supplier. We cannot deal with suppliers who do not comply with the law.

Q A new manufacturing process is being introduced to your production site, utilising a raw material you have no experience of handling. The supplier safety data sheet contains only limited information on the hazards and how to handle it safely. The business is under pressure to begin production to meet delivery commitments.

A Speak Up. Bring it to the attention of the person responsible for site health and safety, who must make sure the appropriate safety information is available in order to assure our handling of the raw material does not put our people or the environment at risk. Where information is lacking, JM must take a precautionary approach until any risks are properly understood.

Johnson Matthey's core values relevant to this section:

- Protecting people and the planet
- Acting with integrity
- Innovating and improving
- Owning what we do

More help and resources

- myJM Product Stewardship site
- Group EHS Management Framework (contains relevant Product Stewardship and Chemical Exposure Management policies and guidance)
- Group Product Stewardship Manager
- Site and Sector Product Stewardship and Regulatory Affairs team

Community investment

We believe investing in our communities is a key part of our social commitment to the places in which we operate.

We can make an important contribution to the social and economic development of our local communities as an employer and also by collaborating with and investing in them, both financially and by giving our time. We also aim to support the future growth of our business by promoting science as a career for young people. To achieve these goals, Johnson Matthey encourages all its operations to undertake a community investment programme. It also encourages and supports all employees to volunteer their time to support local communities and to raise funds for good causes.



Our Global Community Investment and Employee Volunteering Policy sets out the types of activities and recipients we support and the criteria that must be followed in order that our charitable efforts and contributions do not conflict with broader Johnson Matthey policies or damage our reputation.

JM offers all staff two days' paid leave per year for volunteering, details of which are set out in our Global Community Investment and Employee Volunteering Policy. These can be used to contribute to JM's sustainable business goal of achieving a cumulative 50,000 volunteer days by 2025.

In addition, JM matches employees' fundraising up to a total of £1,000 (or the local equivalent) per person per year.

How does this apply to me?

- ▶ I am aware how I can participate in my site's community investment programme and I can volunteer in the local community or with a charitable organisation or participating in fundraising activities for a charity.
- ▶ I ensure that I follow the Global Community Investment and Employee Volunteering Policy before committing to any community investment including charitable donations.
- ▶ I do not involve Johnson Matthey in civic or political activities that I undertake in a personal capacity.



What would YOU do?

Q A charitable organisation in which you are involved has partnered with a science education organisation and is planning a science fair at a local school. You would like to volunteer but the science fair is on a work day.

A Speak with your manager explaining the background to the activity, explaining your desire to participate and then submit your request online via myJM to request his or her approval to participate. Alternatively, ask your line manager or HR representative to complete the online request on your behalf.

Q Your site has recently been acquired by Johnson Matthey and does not have a community investment programme. You are keen to help Johnson Matthey make an impact in your community.

A Speak with your manager and Corporate Affairs about starting a programme. Depending on your desired level of involvement, you might want to be considered for nomination as a 'Community Champion' to act as the main point of contact for community investment at your site.

Johnson Matthey's core values relevant to this section:

- ▣ Protecting people and the planet
- ▣ Acting with integrity
- ▣ Innovating and improving
- ▣ Owning what we do

More help and resources

- Global Community Investment and Employee Volunteering Policy
- Business Site Community Champion
- Corporate Affairs

Code topic and policy guide

Code sections	Topic	Policies and resources
People I commit to working safely and respecting the rights of others	Health and safety	<ul style="list-style-type: none"> • Global EHS Policy • Group Life Saving Policies
	A positive working environment	<ul style="list-style-type: none"> • Global Working Together Policy • Global Diversity, Equity, Inclusion and Belonging Policy • Global Smart Working Policy
	Data protection	<ul style="list-style-type: none"> • Global Data Protection Policy • Data Privacy Notice • Global Information Security Policy
	Human rights	<ul style="list-style-type: none"> • Global Human Rights Policy • Global Working Together Policy • Global Diversity, Equity, Inclusion and Belonging Policy • Johnson Matthey Plc Modern Slavery Statement • Johnson Matthey Supplier Code of Conduct
	Conflicts of interest	<ul style="list-style-type: none"> • Global Conflicts of Interest Policy • Global Gifts, Hospitality and Charitable Donations Policy • Global Procurement Policy
Market I commit to doing business responsibly, fairly and legally	Third parties	<ul style="list-style-type: none"> • Global Anti-Bribery and Corruption Policy • Global High Risk Transactions Procedure • Global Financial Crime Policy • Global Export Controls and Sanctions Policy • All relevant due diligence procedures • Johnson Matthey Supplier Code of Conduct
	Bribery and corruption	<ul style="list-style-type: none"> • Global Anti-Bribery and Corruption Policy • Global High Risk Transactions Procedure • Third Party Intermediary Procedure
	Gifts and hospitality	<ul style="list-style-type: none"> • Global Anti-Bribery and Corruption Policy • Global Gifts, Hospitality and Charitable Donations Policy
	Fair competition	<ul style="list-style-type: none"> • Global Competition Law Policy and Guidance
	Financial crime	<ul style="list-style-type: none"> • Global Financial Crime Policy
	Trade and export controls	<ul style="list-style-type: none"> • Global Export Controls and Sanctions Policy • Johnson Matthey North America Import and Export Trade Compliance Manuals

Code sections	Topic	Policies and resources
Company I commit to protecting Johnson Matthey's brand, assets and reputation	Corporate security	<ul style="list-style-type: none"> • Global Security Policy • Global Data Protection Policy • Global Information Security Policy
	Information security	<ul style="list-style-type: none"> • Global Acceptable Use Policy • Global Information Security Policy • Global Information Classification Policy • Global Data Protection Policy
	Intellectual property	<ul style="list-style-type: none"> • Publications Approval process • Invention Disclosure Form Submission Instructions • Global Innovation and Intellectual Property Policy
	Business and financial reporting	<ul style="list-style-type: none"> • Group Control Manual • Group Statement of Authorities • Global Travel and Expenses Policy
	Accuracy of records	<ul style="list-style-type: none"> • Contact Group Ethics and Compliance
	Social media	<ul style="list-style-type: none"> • Social Media Standard
	Inside information	<ul style="list-style-type: none"> • Global Inside Information Policy • Johnson Matthey Share Dealing Code
Planet I commit to supporting Johnson Matthey's ambition to build a sustainable business	Integrity of our supply chain	<ul style="list-style-type: none"> • Johnson Matthey Plc Modern Slavery Statement • Johnson Matthey Supplier Code of Conduct • Global Conflict Minerals and Cobalt Policy and Disclosure
	Environment	<ul style="list-style-type: none"> • Global EHS Policy • Group Life Saving Policies • Energy Management Policy P52
	Product stewardship	<ul style="list-style-type: none"> • Global Innovation and Intellectual Property Policy • Johnson Matthey Supplier Code of Conduct • Global Procurement Policy
	Community investment	<ul style="list-style-type: none"> • Global Community Investment and Employee Volunteering Policy

All policies can be accessed via the Group Ethics and Compliance site on myJM.

