

Ethics & Compliance

Vendor Code of Conduct

Overview

Venator has established conduct standards for its business related practices that are set out in our Business Conduct Guidelines. These Venator Business Conduct Guidelines (“Guidelines”) reflect our commitment to our values of Integrity, ZERO Harm, Teamwork, Innovation and Performance. Venator expects that its vendors will share and embrace these values as well as our commitment to regulatory compliance.

While vendors are independent entities from Venator, the business practices and actions of a vendor, when conducting business with or on behalf of Venator, may significantly impact and reflect upon our Company. Because of this, Venator expects all vendors and their employees, agents, and subcontractors (“representatives”) to follow our high ethical standards set forth in these Guidelines, while they are conducting business with us or on our behalf.

It is the responsibility of our vendors and representatives to understand and adhere to Venator’s expectations.

Vendors should notify a member of Venator management if and when any situation develops that causes the vendor or representative to operate in a way that may be in conflict with Venator’s expectations. Venator may request the removal of any vendor or representative who behaves in a manner that we consider to be acting inconsistent with these Guidelines or any Venator policy.

Expected Conduct of Vendors and Representatives

While conducting business with or on behalf of Venator, all vendors and representatives are expected to conduct their business interactions and activities with integrity and in compliance with the applicable laws and regulations of their respective countries. Venator expects its vendors and representatives to share its commitment to human rights and equal opportunity in the workplace. In addition to the obligations under the vendor’s agreement with Venator, all vendors and representatives are required to follow our ethical standards, which include expected conduct in the areas of regulatory compliance, business practices, and employment. A summary of these expectations is noted in this document.

I. Expected Regulatory Compliance Practices

Vendors and their representatives are expected to:

- Conduct business in compliance with antitrust and fair competition laws that govern the jurisdictions in which they do business;
- Comply with the anti-corruption laws of the countries in which they do business;
- Not make any direct or indirect payments, proposed payments, facilitating payments, or offer something of value to another person or someone who is an employee of the government or a public agency with the intent to influence him or her;
- Comply with all applicable environmental laws and regulations;
- Be honest and truthful in discussions with regulatory agency representatives and government officials;
- Comply with all applicable trade control laws that apply to many aspects of Venator operations; and
- Not impose improper boycott requirements on Venator.

The full text of the Venator Business Conduct Guidelines can be found at venatorcorp.com

II. Expected Business Practices

Vendors and their representatives are expected to:

- Honestly and accurately record and report all business information and comply with all applicable laws regarding their completion and accuracy;
- Comply with the intellectual property ownership rights of Venator and others including but not limited to patents, trademarks, and trade secrets and use software, hardware and content only in accordance with their associated license or terms of use;
- Protect and responsibly use the physical and intellectual property of Venator;
 - Use such assets only when authorized by Venator to do so;
 - Use Venator-provided information technology and systems (including e-mail) primarily for Venator business-related purposes and in accordance with applicable Venator policy;

- Venator policy prohibits vendors and representatives from using Venator-provided assets, technology or systems to create, access, store, print, solicit, or send any material that is harassing, discriminating, abusive, threatening violence or similarly inappropriate or unlawful;
- Comply with Venator requirements for maintenance of passwords, confidentiality, and security and follow its privacy procedures as a condition of receiving access to Venator's internal corporate network, systems, and buildings;
- Use good judgment and moderation when offering gifts or entertainment to Venator associates;
 - In general, vendors and representatives should refrain from giving Venator associates an individual gift with a greater value than \$50 USD or a combination of gifts with a value greater than \$125 USD in a 12-month look-back period;
 - Vendors and representatives should never offer a bribe, kickback, or bartering arrangement for goods or services or any other incentive to a Venator associate in order to obtain or retain Venator business;
 - Any gifts or entertainment given or received must be in compliance with the law, and must not violate Venator policy;
- Avoid an actual conflict of interest or even the appearance of a conflict of interest. Vendors or representatives should not deal directly during negotiation or otherwise with any Venator associate whose spouse or other family member or some other close relation is an employee or has a personal or financial interest in the vendor or the vendor's business;
- Avoid insider trading by buying or selling Venator or another company stock when in possession of information about Venator or another company that is not available to the investing public and that could influence an investor's decision to buy or sell stock; and
- Create, retain and dispose of business records in full compliance with all applicable legal and regulatory requirements.

III. Expected Employment Practices

Vendors and their representatives are expected to:

- Cooperate with Venator's commitment to providing a workplace free of sexual or other harassment and discrimination. Our zero-tolerance approach is a commitment to employees, workers, contractors and all third parties. Venator investigates any reported allegations of inappropriate behaviour.

- Provide a safe and healthy work environment and comply with all applicable safety and health laws, regulations and practices;
- Prohibit the use, possession, distribution, and sale of illegal drugs while on Venator owned or leased property;
- Use only voluntary labor; the use of forced labor, whether in the form of indentured labor or otherwise, is prohibited;
- Comply with all local wage and hour and minimum working age laws and requirements; the use of child labor is prohibited; and
- Maintain employee records in accordance with local and national regulations.

Reporting Concerns and Requesting Assistance

If a vendor or representative has a question about a particular situation, or needs to report a problem or concern, they are encouraged to work with their primary Venator contact in resolving a business practice or compliance concern. Venator recognizes, however, that there may be times when this is not possible or appropriate. In such instances, a vendor or representative can:

- Contact the Venator Ethics & Compliance Team, or;
- Call the Speak Up® helpline, which can be accessed at venatorcorp.com/speakup, or;
- Send an e-mail to the Venator Ethics & Compliance Team at ethics@venatorcorp.com.

Venator does not tolerate retaliation against another person. No one who reports any suspected legal or policy violation in good faith will be subject to retaliation for making such a report. Good faith means that the individual coming forward with all of the information believes he or she is giving a sincere, truthful, and complete report.