



Code of Conduct

V. 2.0- November 2017

A word from our CEO

Dear all,

For more than 125 years, our family-owned business in lime, dolime and mineral products has been combining traditional industrial culture with an entrepreneurial and innovative approach. With sites in more than 25 countries worldwide, including complex cultural, economic and business environments, our long-term development and future growth must continue to be strictly based on Lhoist's core values and reflect highest ethical behaviours.

The Code of Conduct sets forth the fundamental ethical and business principles when conducting business and must serve as a guide to help each of us make the right decisions in our daily work. With no intention to cover all situations, the Code of Conduct is intended to be a dynamic document that will be updated regularly to serve as valuable reference to our employees as well as our business partners.

Please ensure you read and understand this Code of Conduct and more importantly that you seek guidance or report any concern or situation if and when the need arises. For this, various reporting lines are available to you and all reports will be kept in strict confidence. It is each individual's responsibility to ensure that the values and principles reflected in the Code of Conduct are consistently complied with when working for Lhoist.

Thank you for helping to apply this Code of Conduct and safeguard the trust of all our stakeholders. I am confident that working together to achieve this objective and making the right decisions will enable us to secure sustainable long-term growth for our business.



Marcos França
CEO Lhoist Group

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The Soldier's Tree, 1993
Rodney Graham
Lhoist Group Collection

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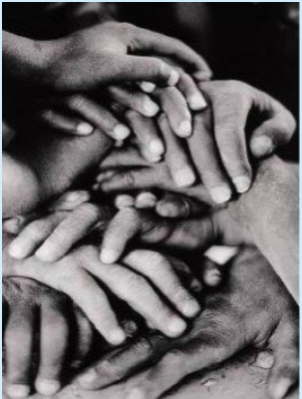
Introduction



Why a Code of Conduct?

The tradition and innovation of the Lhoist Group since 1889 has been strongly based and founded on the core values of:

RESPECT



Les joueurs, 1991
Michel François
Lhoist Group Collection

COURAGE



Mount Fuji, Japan, 1977,
Elliott Erwitt
Lhoist Group Collection
© Elliott Erwitt / Magnum Photos

INTEGRITY



Sans Titre, 1983
Claudio Parmiggiani
Lhoist Group Collection

We must be irreproachable in what we do and how we do it.

This Code of Conduct does not aim to cover all situations but aims to serve as a reference document to help understand the core values and principles guiding the Group and the conduct of each of you in daily operations.

All employees must understand and comply with the principles set out in this Code of Conduct.

This Code of Conduct reinforces our core values and each employee is accountable and responsible for promoting and complying with the principles set out in this Code of Conduct when operating our business, working with customers or suppliers, or interacting with business partners, third parties stakeholders or communities.

One of the objectives of this Code of Conduct is also to explain our commitments and expectations towards our third-party stakeholders who are key in our long-term sustainable development.

We therefore expect that our customers, suppliers and business partners ensure that the way they operate embodies such core values and that they abide by the principles of this Code of Conduct when operating their business or providing services or supplies to us.

We should all be responsible and accountable for ensuring this Code of Conduct is applied and respected. In this respect, we also encourage a climate of openness where each of you can raise or discuss concerns or issues in a constructive manner.



We respect each other and
our working environment

Respect for people

We strongly believe in the commitment of our employees and their competences. Our employees are the most important part of our Group's identity – our people make it all happen. The Group's success and further development will depend on respecting each other, valuing each employee's work and contribution and acting fairly. Each employee must ensure that this attitude is adopted in daily interactions.

Fair employment practices

Our working environment should at all times reflect Lhoist's values. We care about our employees and we pay particular attention to our employees' working, health and safety conditions.

We do not tolerate any form of discrimination, harassment or any unfair employment practices of any kind. As part of our commitment to core values, Lhoist is an equal employment opportunity employer, and all employees share in the responsibility for ensuring that these standards are met.

Employment decisions are based on merit and business needs and not on race, colour, gender, age, sexual orientation, or any other factor protected by law.

Employees are expected to perform their work free from any substance influence that can adversely affect safety and health, productivity and judgment, and cause serious accidents. We also encourage the diversity and multi-culturalism of our workforce and believe it is a key component of our ability to further grow and develop.

Each individual is entitled to have its privacy respected. To that end, relevant systems and procedures are in place in order to protect privacy.

We must conduct our business in a responsible manner that supports and respects the protection of human rights and the same is expected from third parties we are doing business with.



Training and development

We value our employees' contribution and encourage expertise sharing as well as open and transparent performance feedback. Employees' professional growth, development and training should be encouraged.

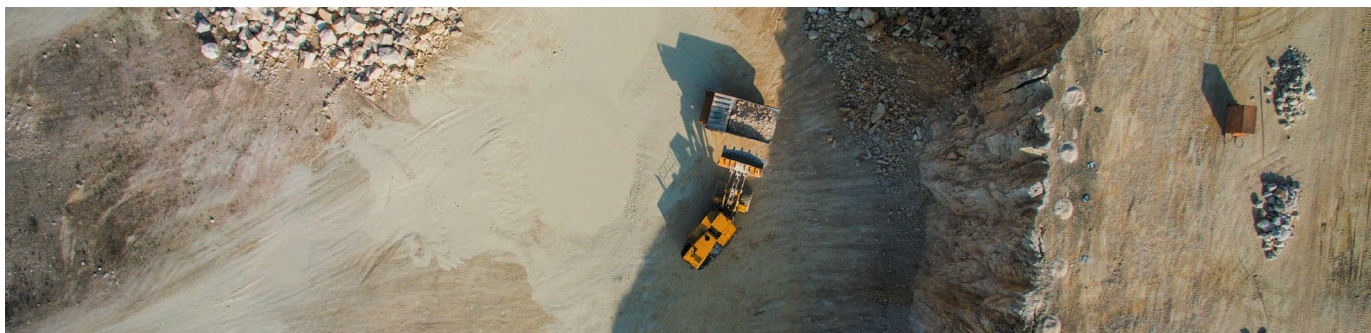
Being a good neighbour

We combine a long-term sustainable perspective with an entrepreneurial and pioneering approach. One key pillar of this approach is sustainable long-term integration in our environment, both social and natural.

Meeting our civic responsibility and taking an active interest in the well-being of our communities are part of our values and long-term goals. This will enable us to build and secure our community's goodwill towards us today and in the long term.

Respect and protection of our working environment

We are all responsible for safeguarding our Group's interests and its assets. Those assets are not only physical or tangible assets but extend to Group information, data and records as well as intellectual property such as inventions and brands. With current Internet technologies and new communication resources, each of us should pay careful attention to protect information and data security through safe and responsible handling of the company's information.



Protection of the Group's assets

Each of us has a duty of care when acquiring, using or handling the company's assets. Using adequate judgment in acquiring the right assets or services for the right price should guide each of us when selecting suppliers, at all times in the best interests of the Group. Furthermore, it is expected that each employee acts in protecting and preventing any loss of value, theft or misuse of those assets.

It is the responsibility of all employees to comply with applicable procedures, policies or guidelines and to report fraudulent behaviour, whether threatening or real.

Protection of the Group's information

Confidential information

Confidential information concerning our Group's operations cannot be disclosed to third parties, whether verbally, in writing or electronically. Furthermore, disclosure of confidential information to colleagues

should be done only on a "need to know" basis. It is critical that confidential information be systematically protected. For example, research and development plans or strategies, information relating to the Group's resources and reserves, installations, business plans and pricing information have significant value for the Group and disclosure of such information could have significant impact on our business competitiveness and in certain instances have legal implications. In order to protect confidential information, employees should enter into written non-disclosure and confidentiality agreements or not disclose any information and seek for advice.

Records and reporting

We must ensure that all Group's accounts and records are properly kept and protected, are accurate, and clearly and fairly describe the Group's business operations or any underlying business transaction or asset in compliance with applicable laws.

The Group's internal control procedures ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. It is the responsibility of all employees to comply with applicable laws and procedures in this respect.



Protection of intellectual property rights

The Group protects its intellectual property rights, whether as trademarks, patents, other intellectual property rights or trade secrets. Each employee's role is to assist in preventing misuse or abuse of such intellectual property rights by third parties. In addition, applicable policies on the use of logos or brands, for example, or items reflecting the corporate identity of the Group are to be complied with at all times.

Protection of personal data

Particular attention should be given to personal data or individually identifiable information that is collected from employees, customers, suppliers or other third party stakeholders, due to certain legal obligations that apply, among others, to the use, treatment, handling,

storing or transferring and access to such information. Such type of information is to be handled in compliance with applicable data protection and privacy laws.

Data security

The security and integrity of our data, whether personal or business data, are critical. Each employee should therefore behave in a manner that ensures adequate protection of our data and information, including when deciding on the way data is transferred, stored or reported.

Any threatened or actual breach, misuse or unauthorised access should be reported immediately in order for management to take appropriate action and secure the Group's and its employees' interests, data and information.

Respectful use of social media

New electronic media provide many opportunities for sharing knowledge, experiences and raising opinions. All employees should, however, remain aware of the risks inherently associated with such types of communications. We expect our employees to understand such risks and to use such media responsibly and respectfully without putting at risk the Group's and its employees' information and interests.

In addition, communications reflecting personal views or opinions should at no time state, suggest or imply that such views or opinions are those of the Group.

Responsibility towards health & safety and environment

Since our business is all about giving value to a natural resource taken from the ground, we believe that it must give back more than it receives and not only restore the natural site, but actually strive to enhance it. Similarly, people are essential to our operations and the safety of all stakeholders is paramount.

Health & safety

We believe that injuries, safety incidents and occupational illnesses are preventable. We aim to foster a culture of safety excellence where our workplace will be free of harm.



- **No task is so important** that it cannot be done safely.
- **All hazards can be identified** and their risk managed.
- **Everyone has a personal responsibility** for the safety and health of themselves and others.
- Safety and health performance can **always be improved.**

For reference, please consult our health & safety policies.

Environment

Sustainable growth is only achievable by strict compliance with environmental laws and environmental policies and guidelines. Such compliance is the responsibility not only of all employees, but also of our business partners in order to prevent environmental damage or adverse impact to natural resources or local communities.

For reference, please consult our environmental policies.





We operate with integrity
and courage

Conducting business without corruption and conflicts of interest

We perform on the quality and merit of our products and expertise and commit to conduct our business activities free from corruption and in compliance with applicable laws in all countries where the Group operates. The same integrity must extend in the way employees address conflicts of interest. Each employee must comply with applicable rules and policies in relation thereto and remain open and honest about any improper situation.



Bribery and corruption

Bribes

Bribery means giving, offering, soliciting or receiving (or attempting to give, offer, solicit or receive) an improper benefit for the purpose of influencing the behaviour of someone (individual, legal person or authority) in order to obtain or retain a business, commercial or personal advantage. A benefit is any item of economic value such as money, in-kind contributions, contractual rights or interests and services. All employees are strictly prohibited from committing bribery and cannot use intermediaries, such as agents, consultants, advisors or distributors to commit any act of bribery.

Gifts & hospitality

Though it may be common business practice to do so, offering, giving, soliciting or receiving gifts, hospitality, travel and entertainment can constitute bribery or, at a minimum, can create the appearance of bribery in some circumstances. As a rule, gifts or business entertainment, if any, must remain of a modest value and not of a nature to influence your business decision or judgment or to influence a third party's act or decision. All employees are to strictly comply with group and regional policies or business practices in this respect and be transparent and report such situations for approval.

Conflicts of interest

All employees must ensure that their personal activities or interests do not conflict or influence their duties and responsibilities to the Group.

By way of illustration, a conflict of interest could arise in the following circumstances:

- Transacting with a third party business (such as customers, suppliers or competitors) in which the employee or its family members have significant interests
- Serving in any capacity (as director, employee, consultant or distributor) with a competitor, customer, supplier, contractor or subcontractor or, directly or indirectly through family or agents, owning or holding a material interest in such a company
- Receiving a personal benefit from a customer, potential customer, competitor or supplier or otherwise profiting on a company's transaction against its best interests

In order to avoid such conflicts of interest, employees must immediately disclose the situation in order for management to address it adequately. The same is expected from consultants, suppliers, customers or third party business partners.

Conducting business in compliance with applicable laws

When dealing with customers, suppliers, competitors or other third parties, employees shall neither undertake any commitment nor engage in any agreement which is prohibited as anti-competitive, discriminating or illegal. All dealings and activities are also expected to take place in conformity with applicable export or trade requirements and in all instances in compliance with the Group's policies and guidelines in this respect.

Anti-trust and competition laws

It is critical that all employees be aware of and comply with the principles and rules of fair competition which prohibit anti-competitive behaviour. This is particularly the case for employees working in close

interaction with competitors, suppliers or customers. The gathering of competitive information or participation in trade associations is also subject to strict rules which must be complied with. It is the responsibility of all managers to ensure that all employees are regularly reminded of the applicable rules and policies on correct behaviour in this respect.

For reference, please refer to your local Competition Law Compliance Programme or contact your legal department.



Economic and international trade sanctions

Many countries, governments or the European Union have laws and regulations that prohibit a company from doing business with another country or companies or designated individuals, whether located in certain countries or identified on special lists. The complexity of such laws is such that careful attention should be paid when conducting international transactions, whether sales or purchases. As such laws are particularly detailed and complex or subject to frequent and sometimes sudden changes, guidance should be sought to ensure proper verification. As a primary step, all employees should know their third party customers, suppliers or business partners well to facilitate any identification and verification process. We expect the same from our third parties' suppliers when sub-contracting services rendered to the Group.

Group or local guidelines and policies

Employees are not only to comply with applicable laws and regulations but also with policies, guidelines and procedures that are initiated whether at Group or local level. Such compliance will further strengthen our competitiveness and long-term sustainable development.

Building honest relationships with our business partners

Long-term sustainable development is only achievable with commitment towards our customers and other third-party stakeholders such as suppliers and contractors.

Customers

Our values should also reflect in the way we interact and work with our customers and the same duty of care as reflected in the principles of this Code of Conduct should be applied when interacting with customers.

In addition, to further strengthen our development, we must remain attentive to customers' needs and in providing customers with quality products and services. This goes in combination with

improving our products and processes, inventing products and applications that will improve our clients' processes.

Suppliers and contractors

The principles of this Code of Conduct should be embedded in the way our business operates. Not only when performed by our employees but also by our suppliers and contractors when providing services, equipment or materials to the Group.

We expect our suppliers and contractors to adhere strictly to such principles, including internal policies and guidelines, and to require the same from their own suppliers and subcontractors.

Employees' and managers' responsibilities

All employees must understand and comply with the principles set out in this Code of Conduct. In addition, managers' responsibilities include:

- Leading by example and taking affirmative steps in preventing or investigating possible misconduct;
- Setting the tone, communicating and discussing the principles of this Code of Conduct with their teams and colleagues while ensuring that any necessary policies or training required are in place;
- Remaining open and available to colleagues who want to discuss a concern or seek advice.



Getting assistance and reporting lines

Consistent enforcement of this Code of Conduct requires that the Group properly investigates reported situations. Non-compliance with this Code of Conduct may subject an employee to disciplinary sanctions including termination of employment.

Getting assistance and reporting lines

It is understandable that some situations may require additional advice or guidance. In such case, contacting your manager or supervisor is usually the first and best resource. Should your manager or supervisor not be available or if you are not comfortable with discussing the matter with him/her, the following resources also remain available:

- Human resources manager;
- Other managers; or
- compliance@lhoist.com +32 10 230 836

All reports will be kept in strict confidence at all times and management shall share information only with personnel who need to address the question or concern, or with authorities if required by law.

Non-retaliation

We encourage a constructive approach and encourage that concerns be brought forward and will not tolerate retaliation against anyone who, in good faith, raises a concern, reports a situation or provides information in the course of an enquiry or investigation.

