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solutions

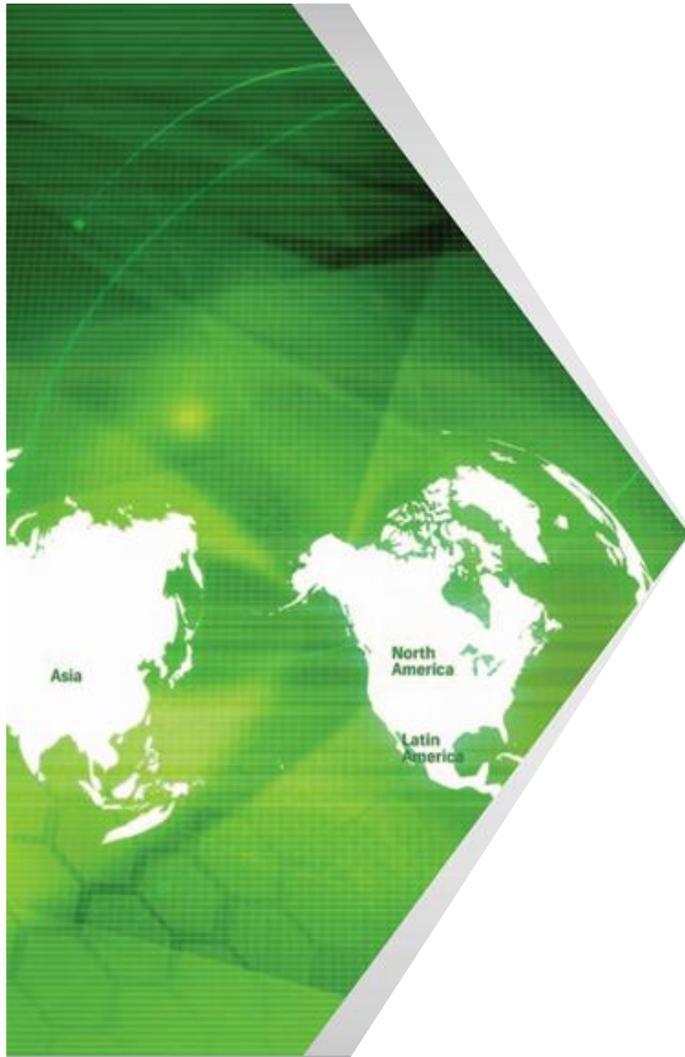


# Global Standards

OF BUSINESS CONDUCT

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## INTRODUCTION

Nexeo Solutions, Inc. (“Nexeo Solutions”) is firmly committed to conducting business throughout the world in accordance with the highest legal and ethical rules and principles. The *Global Standards of Business Conduct* is the cornerstone of this commitment and sets the standards for our actions. You should embrace it in both letter and spirit. Where the letter of guidance is not specific, the spirit must prevail. This responsibility is shared by all employees, officers and directors worldwide.



## APPLICATION

As a global company, we recognize the challenges of operating around the world. While many laws have international application, we are also mindful of observing diverse local customs and the laws of the countries in which we operate. If compliance appears to conflict with local law or regulation, employees should discuss their concerns with the Law department.

Specific policies and procedures support and supplement the *Global Standards of Business Conduct* and govern appropriate business behavior. The *Global Standards of Business Conduct* and certain other policies and related procedures are available electronically on our website in the “Investors” section and are available at the Nexeo Solutions Policies site on the company intranet.

Waivers of the *Global Standards of Business Conduct* may be granted by the Board of Directors of the company (the “Board”) only as permitted by applicable law and in extraordinary circumstances. Any waiver for directors or executive officers will be disclosed in a Current Report on Form 8-K within four business days after the occurrence of the event stating the reasons for the waiver.

If you have questions or need interpretation of this booklet or a specific law, regulation or policy, please contact the Law department.

## RESPONSIBILITY AND ACCOUNTABILITY

We are faced with challenges and difficult decisions every day. Each of us is responsible for making good decisions and helping our company live up to its commitment to act with integrity and honesty. All directors, officers and employees of the company are expected to understand and comply with the provisions contained in this booklet, our policies and procedures and the law and to always conduct company business with high legal and ethical standards. Directors, officers and other employees are expected to cooperate in internal investigations of misconduct.

Violations of the *Global Standards of Business Conduct* are expressly prohibited. If you commit a violation, this may have serious consequences for the company and for you personally. Personal consequences may include disciplinary action, employment termination or damage claims. Furthermore, some violations may also give rise to criminal prosecution of the employee, the company, or officers and directors of the company.

If you receive information or have reason to believe that our company, any director, officer or employee or any person acting on our behalf has violated or is violating the *Global Standards of Business Conduct*, any company policy or the law, you must promptly report it to the Employee Hotline or to the Law department. Specific laws, regulations, policies, and procedures in your country may contain additional reporting requirements or limitations, which must be followed.

You may report any suspected violations in confidence and without fear of retaliation. We will not tolerate any reprisal, harassment, or retaliation against anyone who, in good faith, reports a known or suspected violation. For more information, see “Where to Get Help or Report.”

## COMPLIANCE PROGRAM

The *Global Standards of Business Conduct* is the foundation of our comprehensive, worldwide compliance program, underscoring our commitment to the law and to high ethical standards. The program requires training and education for employees, completion of compliance assessments and audits, and driving personal accountability through communication and awareness initiatives. A committee composed of senior business executives and resource group leaders from around the world provides executive oversight and direction for the program.

## MAKING GOOD DECISIONS

Although this booklet highlights the key principles that guide our behavior, it cannot address every ethical situation. If a situation that is not addressed in this booklet arises, we must all use our best judgment to make the right decisions and all employees are encouraged to seek guidance from the Law department.

In those situations, consider these four basic questions before you act:

- Is it legal?
- Is it in accord with Nexeo Solutions policy?
- Is it the right thing to do?
- How would it look to those outside Nexeo Solutions?

When faced with difficult decisions, the answers to these basic questions should always be your first guide. In addition, you are always able to contact the Law department to discuss any questions you may have.



## RESPONSIBILITY TO EACH OTHER

We believe in treating people with dignity and respect, including people outside the company. As employees, we are expected to hold ourselves accountable to high professional standards at all times, with mutual respect being the basis of all professional relationships.

## RESPECT FOR OTHERS

All applicants and employees are judged by their qualifications, demonstrated skills and achievements without regard to age, disability, gender, national origin, race, color, religion, sexual orientation, veteran status, trade union membership, or any other personal characteristics that are protected by law. We are committed to maintaining a professional and safe work environment free from violence, intimidation, discrimination and harassment.



## DIVERSITY

We strive to build a diverse workforce of employees with different backgrounds, experiences and perspectives. Because the markets in which we compete are increasingly diverse, we must have a diverse workforce and fully utilize the talents and ideas of all employees. Therefore, we will recruit, develop and, retain talented people and respect and value the diversity of their contributions.

## HARASSMENT

Harassment is unwelcome conduct, whether verbal, nonverbal or physical, that is based on a person's age, disability, gender, national origin, race, color, religion, sexual orientation, veteran status, or other protected group status. It includes unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature.

We do not tolerate harassment of our employees by co-workers, supervisors, or any other individuals with whom employees come into contact while conducting business. Employees are encouraged to help each other by speaking out when another individual's conduct makes them uncomfortable and are expected to immediately report any behavior that they believe is inconsistent with our policies prohibiting harassment.

## ENVIRONMENT, HEALTH, SAFETY AND SECURITY

We are committed to providing a safe and secure workplace. To that end, each of us must contribute to a culture in which negative environmental, health, safety and security incidents are prevented.

One of our core values is the belief in a zero-incident culture. A zero-incident culture does not just happen; it is a positive result of a culture that actively seeks a world-class safety standard. Our employees take responsibility for their actions around safety, because they are empowered to make informed decisions. Success depends on genuine commitment, basic operating principles, well-communicated visions and most important, a business atmosphere where all employees care for each other.



Safety is approached proactively. Positive safety behaviors, as well as potential risks and hazards, are identified. Coaching or being coached for safety is accepted without fear of retribution. If an incident does occur, follow-up on the event is recognized as being important for determining the root cause so that preventive actions can be taken to minimize the potential for a similar incident happening again.

In this environment, zero incidents becomes the norm and is the product of a culture and value system. Accordingly, each company location will be required to implement the zero-incident culture process.

Everyone is responsible for observing the rules and practices that relate to on-the-job health and safety. This includes immediately reporting incidents, injuries, and unsafe practices or conditions as well as taking appropriate and timely action to correct known unsafe conditions.

Everyone should be aware that environmental, health and safety laws may provide for significant civil and criminal penalties against individuals and the company for the failure to comply with applicable requirements. Accordingly, each director, officer and other employee must comply with all applicable environmental, safety and health laws, rules and regulations, including occupational safety and health standards.

## SUBSTANCE ABUSE

The health and safety of all employees, and the quality and productivity demanded by consumers and shareholders, require us to report to work free from the influence of any substance that could prevent us from conducting work activities safely and effectively. The unauthorized use, possession, or distribution of drugs or alcohol while on our business or at any of our workplaces is prohibited.

Anyone who suffers from a substance abuse problem is urged to seek assistance by contacting the human resources department. If you are working in the United States or Canada, you may also contact the Employee Assistance Program.



Records associated with substance abuse counseling and the Employee Assistance Program are kept confidential, except to the extent disclosure is required by our policy, applicable law or to protect the life or safety of others. Enrollment in a treatment program will not excuse you from the consequences of a violation of this policy.

## SAFETY AND SECURITY

For our safety and security, the possession of firearms and other weapons is prohibited on any of our premises or while engaged in our business, unless written approval is obtained in advance from the Chief Legal Officer.

In addition, we strictly prohibit violence or even the threat of violence in the workplace. If you feel threatened or that you are at risk of engaging in threatening or violent conduct, immediately contact the Law department or the Employee Hotline.

Where permitted by law, the vehicles and personal possessions (such as handbags, lunch boxes, baggage, parcels, or computers) of employees and other people entering a Nexeo Solutions work-place are subject to inspection and Nexeo Solutions also reserves the right to inspect all employee work areas (such as desks, cabinets, files and lockers). In addition, Nexeo Solutions may conduct a full background investigation of each prospective employee prior to or during employment, and may require drug screening as a condition of employment or continued employment.

We are aware that the laws of some countries restrict or prohibit background investigations, drug screenings and inspection of personal items. We will always abide by these laws.



## RESPONSIBILITY TO NEXEO SOLUTIONS

### BUSINESS RECORDS AND COMMUNICATION

Employees who create or maintain reports, records or any other information are responsible for the integrity and accuracy of that information. Questionable entries or reports should be reported to an appropriate supervisor or manager. No one should allow himself or herself to become part of a chain of incorrect information.

Always construct memoranda, voice mails and e-mails to report information in a manner that is factually accurate and would not cause damage to our reputation if made public in a newspaper, on television, or in court.

Employees should also not use any third-party communications services (such as Gmail or WeChat) for any communications in whole or in part related to the company's business activities. Information responsive to an investigation, suspected investigation or lawful request must never be altered or destroyed and must be maintained as directed by the Law department. Maintenance of such records may be outside the normal retention period.

### FINANCIAL INTEGRITY

We seek to create value by achieving superior financial results. In pursuit of this goal, we must always produce honest, accurate and complete financial information, follow strict accounting principles and standards, and have appropriate internal controls and processes to ensure that all accounting and financial reporting complies with the law.

The company's Chief Executive Officer and Chief Financial Officer are responsible for implementing and maintaining a system of internal accounting controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's general or specific authorization;
- Transactions are recorded as necessary to: (a) permit the preparation of financial statements in conformity with generally accepted accounting principles or any other applicable criteria and (b) maintain accountability for assets;
- Access to assets is permitted only in accordance with management's general or specific authorization; and
- The recorded accountability of assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

Everyone must ensure that no false or intentionally misleading entries are made in the company's accounting records. Intentional misclassification of transactions regarding accounts, departments, or accounting periods violate the law and our policies. All business records must fairly reflect the transactions, be supported by accurate documentation in reasonable detail, and comply with treasury and finance policies, accounting procedures and internal controls.

All of us have the responsibility to uphold our financial integrity standards. You are expected to cooperate fully with internal and external auditors and information must not be falsified or concealed under any circumstances.

If you believe that the company's books and records are not being maintained in accordance with these requirements, you should contact the Law department or the Employee Hotline.

## PREPARATION AND CERTIFICATION OF 1934 REPORTS

It is the company's policy to promote full, fair, accurate, timely and understandable disclosure in reports and documents that the company files with, or submits to, the SEC and in other public communications made by the company.

The company's Annual Report on Form 10-K is required to contain an internal control report that:

- (1) states the responsibility of management for establishing and maintaining an adequate internal control structure and procedures for financial reporting;
- (2) contains an assessment, as of the end of the company's most recent fiscal year, of the effectiveness of the company's internal control structure and procedures for financial reporting;
- (3) includes a statement that the company's independent registered public accounting firm has issued a report on the company's internal controls and procedures for financial reporting;
- (4) includes the report of the company's independent registered public accounting firm; and
- (5) otherwise complies with Section 404 of the Sarbanes-Oxley Act of 2002 ("SOX") and the rules promulgated thereunder by the SEC.

The company's Chief Executive Officer and Chief Financial Officer are required to make the certifications required by Section 302 and Section 906 of SOX.

## PROTECTING CONFIDENTIAL INFORMATION

Protecting confidential information is the obligation of everyone and continues to be even if you leave the company, except when disclosure is authorized or legally mandated. For example, employees should avoid discussing confidential information in public places or with anyone who has no need to know the information. All computers, especially laptops, should be secured and used in compliance with our policies. Confidential information includes all non-public information that, if disclosed, might be of use to competitors or harmful to the company or its customers. Confidential information also includes written material provided and information discussed at all meetings of the Board or any committee thereof and all information that is learned about the company's suppliers and customers that is not in the public domain. Any documents, papers, records or other tangible items that contain trade secrets or proprietary information are the company's property.

We require confidentiality agreements with parties to whom our confidential information is disclosed. Questions about the confidentiality of information or the need for a confidentiality agreement should be directed to the Law department.

In addition, the property (such as programs or software) and information (such as client lists, price lists, contracts or documents) owned by others may be used only according to the terms of our license or other agreement to use the property or information.

Unauthorized copying of software, tapes, books, or other legally protected work is a violation of law which also has potential financial consequences. Additionally, we should never try to persuade employees of other companies to violate their confidentiality obligations.

Confidential information includes, but is not limited to, proprietary technical information, business plans, status of operations and equipment, and non-public financial data. It further includes other non-public information that would be of use to competitors or harmful to Nexeo Solutions if made public (such as inventions, trade secrets, formulas, customer lists, or legal advice).

## PRIVACY

We will comply with all laws which protect the privacy and confidentiality of personal data. Such information will only be used or disclosed in a manner consistent with applicable law. Technology systems, equipment or devices should not be used to create, send, receive, or store any personal data that you wish to remain private or confidential. The company has the right to monitor the use of its network, including the internet and e-mail and to examine all data maintained on its computing equipment and networks. Subject to local laws, employees have no expectation of privacy with regard to company-provided IT resources.

## FAIR DEALING

Directors, officers and other employees should endeavor to deal fairly with the company's customers, suppliers, competitors and employees. No director, officer or other employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other practice involving unfair dealing.

## PROTECTING COMPANY ASSETS

We all have a responsibility to take reasonable precautions to safeguard and make proper and efficient use of company assets. This includes taking prudent steps to protect assets from loss, damage, misuse, theft, embezzlement, or destruction.

Our assets are intended to be used to conduct legitimate company business. Any act that involves theft, fraud, embezzlement, destruction, misuse, or misappropriation of any asset is prohibited.

## RESPONDING TO CURRENT OR PROSPECTIVE INVESTORS, ANALYSTS, THE MEDIA AND OTHER STAKEHOLDERS

Only the Chairman, Chief Executive Officer, Chief Financial Officer, Treasurer and Director of Investor Relations or Director of Corporate Communications are authorized to speak to the investment community or the media. All other employees are prohibited from responding to any request for information about Nexeo Solutions from the media, securities analysts, current or prospective investors or other third parties without prior approval from Media Relations or Investor Relations, as applicable. Employees should refer media inquiries to Media Relations and investor inquiries to Investor Relations.

## NON-PUBLIC INFORMATION AND SECURITIES TRADING

In the normal course of business, you may have access to material information that could affect the value of our stock, bonds, options, or other securities, or those of another company. Acting on this material information for personal gain or disclosing it to anyone else — including relatives, friends, co-workers, customers, suppliers, vendors or stockbrokers — before it has been released to the public violates the law and our policy. This material information includes not only information about earnings, but also information about such things as stock or bond offerings, significant acquisitions or divestitures, or major changes in management, corporate structure, or policy. All directors, officers and other employees must comply with the company's Insider Trading Policy.

If you have any doubt about whether information is material or has been released to the public, contact the Law department.

## SECTION 16 REPORTING

Pursuant to Section 16 of the Securities Exchange Act of 1934, most purchases or sales of the company's securities by directors, executive officers and 10% stockholders must be disclosed within two business days of the transaction. Directors, officers and other employees who are subject to these reporting requirements must comply with the company's Short-Swing Trading and Reporting Policy.

## CONFLICTS OF INTEREST

Business decisions should be made in the best interests of the company. A conflict of interest occurs when your private interest (or the interest of a member of your family) interferes, or even appears to interfere, with the interests of the company as a whole. The appearance of a conflict often can be as damaging as an actual conflict.

- Take for yourself opportunities that are discovered through the use of company assets or information or your position;
- Use company assets or information or your position for personal gain; or
- Compete with the company.

If applicable law does not specifically require otherwise, work done for the company belongs to the company, including, but not limited to, any inventions, patents, or copyrights developed while working for the company.

Loans by the company to, or guarantees by the company of obligations of, employees or their family members are of special concern and could constitute improper personal benefits to the recipients of such loans or guarantees, depending on the facts and circumstances. Loans by the company to, or guarantees by the company of obligations of, any director or officer or their family members are expressly prohibited.

Whether or not a conflict of interest exists or will exist can be unclear. If you have questions about a potential conflict of interest or become aware of an actual or potential conflict, you should discuss the matter with, and seek a determination and prior authorization or approval from, the Law department. Conflicts of interest should be avoided unless specifically authorized.

Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the Audit Committee of the Board.

You must act based on sound business judgment, not personal interest or gain, and may not:

## FAMILY MEMBERS

Conflicts of interest may arise when we do business with or compete with organizations that employ, or are owned in whole or in part by an employee or a relative of an employee. Employees should disclose any such relationships to the Law department to determine the best course of action.

To avoid the appearance of favoritism or conflicts of interest, individuals will not be hired or transferred into positions where they will either be supervised by, or have supervision of, an immediate family member.

## OUTSIDE EMPLOYMENT

Employees may not work for or receive payment for services from any business entity that does or seeks to do business with or is in competition with us. Without first obtaining approval from the Law department, employees are prohibited from providing consulting, advisory or other services to third parties if such services are within the scope of such employee's responsibilities with the company. In addition, employees are prohibited from providing advisory services to third parties with respect to Nexeo Solutions or its competitors without the prior approval from the Law department.

## PERSONAL INVESTMENTS

Owning stock in a public company is usually not a conflict of interest. However, a conflict of interest may arise if you or a member of your immediate family has a significant interest in a company that does or seeks to do business with, or is in competition with our company. A nominal or portfolio investment in a public company or a small direct ownership via an investment fund or trust normally would not represent a conflict of interest provided it would not affect the employee's responsibilities on behalf of the company.

All directors, officers and other employees must comply with the company's Insider Trading Policy.

## DISCLOSURE

As with many issues, the best way to avoid an embarrassing or damaging conflict of interest situation is to disclose any situation that may have the potential to be misinterpreted by others, including other employees, customers, suppliers, and the public. Questions and disclosures of these situations should be addressed to the Law department or the Employee Hotline.

## RESPONSIBILITY TO THE MARKETPLACE

We depend on strong relationships with our customers, suppliers and other business partners. We intend to do business only with those individuals and businesses that comply with the law and demonstrate high standards of ethical business behavior.

You are expected to identify and report legal or ethical issues (such as those involving environmental, health, safety, security, corrupt payments or practices, or competition or antitrust violations) concerning third parties or customers that may pose a risk to the company to the Law department or the Employee Hotline. Such issues will be addressed immediately and appropriately.

## MARKETING PRACTICES

We will compete for business aggressively and honestly and will not misrepresent our products, prices or services. We will not make false or misleading claims about our products, prices, or services about the products, prices and services of our competitors.

## PURCHASING PRACTICES

All purchasing decisions will be based on the best value for the company and in alignment with our business standards and goals. Important components of purchasing include confirming the legal and financial condition of the supplier, complying with our conflicts-of-interest policy, soliciting competitive quotes, exploring partnering arrangements and incentive-based contracts, and verifying quality.

## PRODUCT STEWARDSHIP

We provide quality products and services that add value for our customers and which can be used and processed in a safe manner. We strive to improve the products we sell by reducing risk associated with their use or consumption while maintaining the value derived by the customer. The company puts processes in place to comply with country-specific regulations concerning the stewardship of our products.

## COMPETITORS

We will obtain information about competitors, competitor's products, customers, and suppliers ethically and legally. Theft or misappropriation of third party proprietary information is prohibited, including obtaining or acting to obtain such information a competitor's current or former employees, including information obtained from prior employers that are competitors.



## ANTITRUST AND COMPETITION

We are committed to full compliance with the antitrust laws of the United States, competition laws of the European Union, and similar laws of the other countries where we do business. Although it is beyond the scope of this booklet to discuss these laws in detail, anyone who has a question or concern about potential competition implications of a discussion, decision, or action has the responsibility to consult with the Law department.

### **Generally speaking, employees are restricted or prohibited by antitrust and competition laws from:**

- Communicating with competitors about prices and conditions of sale, bids, levels of production, or allocations of products, services, sales, customers, suppliers, or territories;
- Establishing the resale price of a product or conditioning the sale of products on an agreement to buy other Nexeo Solutions products; or
- Making decisions to price product below cost

In addition to possible damage to our reputation and stock price, violating antitrust or competition laws could subject us to severe monetary penalties or civil or criminal enforcement by one or more governments and/or lawsuits by competitors, customers, or other affected parties seeking damages.

## ANTICORRUPTION

The company strictly prohibits anyone acting on behalf of the company, whether directly or indirectly, from making or receiving bribes or improper payments.

Wherever we do business, we must comply with all applicable anticorruption laws, including the U.S. Foreign Corrupt Practices Act and the United Kingdom Bribery Act (“Anticorruption Laws”). It is prohibited for any employee, third party representative or agent (including contractors, consultants or distributors) to offer, pay, promise to pay, accept, agree to accept, or authorize payment of, any money or anything of value, directly or indirectly, to or from anyone, in order to secure or maintain an improper ad-vantage, or to induce conduct that amounts to a breach of the expectation that a person will act in good faith, impartially, or in accordance with a position of trust.

The Law department should be contacted whenever there is a concern that a payment might be viewed as improper.

Anticorruption Laws also require that we keep books, records, and accounts that accurately and fairly reflect in reasonable detail our foreign and domestic transactions. To assist employees, we maintain strict policies and procedures to assure compliance with Anticorruption Laws.

Any third party engaged by Nexeo must also comply with all applicable anti-corruption laws and the company’s integrity standards with respect to any and all affairs that they conduct on behalf of the company. Therefore, anyone who intends to hire a consultant must follow our procedures for due diligence and obtain the prior approval of the Chief Legal Officer or his or her designee. Due diligence is also required before engaging an agent or distributor for the sale of our products.

## INTERNATIONAL TRADE REGULATIONS

There are many laws that govern the conduct of our international trade. The following sections identify a few of these laws. More detail is available from the Law department.

### ANTI-BOYCOTT

Because we are a U.S. company, no employee may cooperate in any way with an unsanctioned foreign boycott of countries as provided under U.S. law. The most well-known prohibited international boycott is the boycott of Israel and the related blacklist of companies doing business with Israel by certain Middle Eastern countries. Any request for information or action that seems to be related to this or any other illegal boycott should be immediately forwarded to the Law department.

### EXPORT CONTROL

The laws of the United States and those of many other countries restrict trade with certain countries. We have operations and customers around the world and must comply with all export restrictions as well as applicable export control laws of all countries where we conduct business. Employees and agents uncertain of the legal trade status of any country should contact the Law department.

### GIFTS, MEALS, AND ENTERTAINMENT

In many industries and countries, reasonable gifts and entertainment are used appropriately to strengthen business relationships. Throughout the world, one principle is common and clear: no gift, favor or entertainment should be accepted if it will obligate or appear to obligate the person receiving it. We maintain specific policies regarding providing and accepting gifts, meals or entertainment. These policies are accessible on Connect or through your manager.



## PROVIDING AND EXPENSING

Gifts, meals or entertainment may not be provided if they are against applicable law or our or the recipient's company policy. When provided to third parties, there must be a valid business purpose and the value must be reasonable and sufficiently modest so as not to raise the appearance of potential impropriety. In other words, you always should be aware of how the act of offering a gift, a gratuity, or entertainment might be perceived by the public, suppliers, customers, or other employees.

No form of entertainment should be undertaken which could reasonably lead to the embarrassment of the company or have the appearance of impropriety. Entertainment at venues that offer entertainment that is degrading or exploitive due to sexual or racial content is strictly prohibited. A gift of anything of value to a government official requires the advance approval of the Law department.

## SOLICITING OR ACCEPTING

Unless specifically permitted by our policies, you may not solicit or accept gifts, meals, or entertainment, including, but not limited to, trips, lodging, event tickets, vacations and personal gratuities.

**The policy strictly prohibits receipt of the following:**

- A gift or loan of cash, cash equivalents (such as gift certificates), or securities;
- A loan of property, including vacation facilities or equipment for personal use;
- A personal service performed free of charge or for less than market value; or
- A discount on the purchase of goods/services for personal use.

## RESPONSIBILITY TO THE COMMUNITY AND THE GOVERNMENT

### COMMUNITIES

We seek opportunities to work with the communities in which we do business. As a good corporate citizen, we act responsibly, conduct operations safely and prepare for emergencies that may occur. We also give back to the community by supporting and partnering with educational, civic, and charitable organizations.

### PROTECTING HUMAN HEALTH AND THE ENVIRONMENT

Protecting human health and the environment is an important responsibility and is part of our business strategy. We work to reduce our environmental impact by reducing or preventing waste generation, emissions, and releases and by developing processes to safely use, handle, transport and dispose of all products, and wastes for which we are responsible. We help others understand their responsibilities to ensure that they use Nexeo Solutions products in a safe and responsible manner. We strive for continual improvement in our performance, in partnership with governmental agencies, contractors, and communities.

**Each of us has the responsibility to act in a manner that reduces the risk of incidents that may adversely impact human health or the environment and are expected to support this commitment by:**

- Carrying out our responsibilities in compliance with laws, regulations, and our policies;
- Consistently implementing all work practices to protect the environment and prevent personal injury or property loss;
- Actively encouraging care and regard for the environment among co-workers and in the community;
- Identifying opportunities to continuously improve environmental, health and safety performance; and
- Immediately reporting any actual or potential environmental, health, safety, or security problems to supervisors or to the Employee Hotline.



## POLITICAL ACTIVITIES

Many governments have laws prohibiting or regulating corporate contributions to political parties, campaigns or candidates in the form of cash or the use of corporate facilities, aircraft, automobiles, computers, mail services, or personnel. In addition, our own policies prohibit certain political contributions, even though otherwise permitted by applicable law. Any proposed use of company resources must be pre-approved by the Law department.

Lobbying activity on behalf of the company is permissible, but is highly regulated by law. Employees who communicate with government officials on behalf of Nexeo Solutions must contact the Law department to ensure that such activities fully comply with the law and our policies.

We respect everyone's right to participate in the political process and to engage in political activities of his or her choosing. However, you must make clear that your views and actions are your own and not necessarily those of Nexeo Solutions. Employees may not use company resources to support their personal choices of political parties, causes, or candidates.

## REQUESTS FROM GOVERNMENT AGENCIES AND AUTHORITIES

Nexeo Solutions cooperates with reasonable requests from government agencies and authorities. Nexeo Solutions is entitled to all of the safeguards provided by law to any person from whom information is requested or who is the subject of an investigation, including representation by legal counsel from the very beginning of the investigation. Therefore, all requests for information beyond what is provided on a routine basis must be immediately reported to the Law department.

## WHERE TO GET HELP OR REPORT

### THE EMPLOYEE HOTLINE

In addition to following the reporting procedures in our policies and applicable law, any employee may contact the Employee Hotline to report any conduct suspected to be unethical or in violation of applicable laws, rules and regulations (including, without limitation, the listing requirements of The NASDAQ Stock Market LLC (“NASDAQ”), the *Global Standards of Business Conduct*, Financial Code of Ethics or any other code, policy or procedure of the company.

The Employee Hotline is available 24 hours a day, seven days a week and translation service is available for callers who speak languages other than English. All calls to the Employee Hotline can be completely anonymous and are handled in a confidential manner. We disclose the substance of a report and/or the identity of the person making the report, if known, only on a need to know basis, to the extent deemed necessary by the company in order to conduct a thorough investigation and respond appropriately to the report.

Should you become aware of any issue concerning the company’s financial integrity, including questionable accounting or auditing matters, the matter should be immediately reported to the Chief Legal Officer or the Employee Hotline. Employees may also report incidents and violations through the Company Intranet. If requested, the Chief Legal Officer will arrange for concerns to be submitted anonymously to the Audit Committee.

### NON-RETALIATION POLICY

We will not authorize or permit any form of retaliation against an employee who reports, in good faith, any actual or suspected violation of our *Global Standards of Business Conduct*, any company policy or the



## CONTACT INFORMATION

law. Intentional submission of a false report, however, will not be tolerated. If you believe you have been retaliated against for making a report in good faith, you should immediately contact the human resources department or the Employee Hotline.

#### EMPLOYEE HOTLINE

1-855-639-3648 (855-NEXEO4U)  
Compliance@nexeosolutions.com

#### To call collect

1-606-329-4120

#### MEDIA RELATIONS, COMMUNICATIONS, & CORPORATE AFFAIRS DEPARTMENT

1-281-297-0058  
Media.relations@nexeosolutions.com

#### EMPLOYEE ASSISTANCE PROGRAM

1-800-543-5485

#### ENVIRONMENTAL, HEALTH, SAFETY & SECURITY EMERGENCY OR INCIDENT

1-855-639-3648 (855-NEXEO4U)

#### LEGAL & COMPLIANCE DEPARTMENT

1-281-297-0722  
Legal@nexeosolutions.com

#### HUMAN RESOURCES DEPARTMENT

1-855-639-3648 (855-NEXEO4U)

#### INVESTOR RELATIONS, NEXEO SOLUTIONS

1-281-297-0966  
Investor.relations@nexeosolutions.com

## AMENDMENTS

Any amendment to the *Global Standards of Business Conduct* shall be made only by the Board. If an amendment to the *Global Standards of Business Conduct* is made, appropriate disclosure will be made within two business days after the amendment has been made in accordance with legal requirements and the listing requirements of the NASDAQ.

## QUESTIONS

If you have questions on how to proceed or interpret the *Global Standards of Business Conduct*, you should consult your supervisor, the company's Law department or any other person designated by the Board to supervise the application of the *Global Standards of Business Conduct*.

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***This document states a policy of Nexeo Solutions, Inc. and is not intended to be regarded as the rendering of legal advice.***

