

Scapa Group plc  
**Code of Conduct**





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“This Code of Conduct provides a guide to what your Board of Directors and Executive Team will follow and what we expect of 100% of employees, 100% of the time, wherever you are in the world”.

# A Message from the CEO

**“Scapa is a company that we can all feel proud to work for.**

This sense of pride is underpinned by our Guiding Principles, which define how we conduct ourselves at work, build the shared values that drive individual actions and outline the standards expected from all of our employees.

Our success as a business depends upon us preserving our corporate reputation and demonstrating that we live by our principles.

Each employee in Scapa has an important role in driving and maintaining our high standards.

This Code of Conduct provides a guide to what your Board of Directors and Executive Team will follow and what we expect of 100% of employees, 100% of the time, wherever you are in the world.

Please read this Code of Conduct carefully and think about the implications that it has for your day to day work.

I am committed to ensuring a supportive environment in which you feel able to raise issues of concern internally.

If you have any questions or concerns, please raise these with your manager or your local HR Manager”.



Heejae Chae, Chief Executive Officer

# Our Ten Guiding Principles

A man in a white lab coat and hairnet is working in a laboratory. He is looking down at something on a blue surface. The background is blurred, showing laboratory equipment.

At the heart of how we do business are our Guiding Principles.

They guide our decision making, behaviours and ways of working.

All employees are expected to be familiar with the principles and apply them to how they conduct themselves at work.

# Our Guiding Principles

## **Integrity**

Conduct all affairs with integrity, for which courage is the foundation.

## **Compliance**

Strive for 10,000% compliance with all laws and regulations, which requires 100% of employees fully complying 100% of the time. Stop, think and ask.

## **Value Creation**

Create long-term value by the economic means for customers, the company and society. Apply MBM to achieve superior results by making better decisions, pursuing safety and environmental excellence, eliminating waste, optimising and innovating.

## **Principled Entrepreneurship**

Apply the judgment, responsibility, initiative, economic and critical thinking skills and sense of urgency necessary to generate the greatest contribution, consistent with the company's risk philosophy.

## **Customer Focus**

Understand and develop relationships with customers to profitably anticipate and satisfy their needs.

## **Knowledge**

Seek and use the best knowledge and proactively share your knowledge while embracing a challenge process. Develop measures that lead to profitable action.

## **Change**

Anticipate and embrace change. Envision what could be, challenge the status quo and drive creative destruction through experimental discovery.

## **Humility**

Exemplify humility and intellectual honesty. Constantly seek to understand and constructively deal with reality to create value and achieve personal improvement. Hold yourself and others accountable.

## **Respect**

Treat others with honesty, dignity, respect and sensitivity. Appreciate the value of diversity. Encourage and practise teamwork.

## **Fulfilment**

Find fulfilment and meaning in your work by fully developing your capabilities to produce results that create the greatest value.

## How the Code of Conduct applies

A woman with long dark hair is shown in profile, looking towards the left. She is in an office environment, with a computer monitor and keyboard visible in the foreground. The background is blurred, showing other office elements and a red wall. The overall scene is brightly lit, suggesting a professional and active work environment.

All employees around the world, at all levels of the business, are expected to be familiar with our Code of Conduct and adhere to it.



**At Scapa we believe that operating in a responsible and ethical manner is essential to our business.**

Every decision we make and action we take must reflect our Guiding Principles.

This Code of Conduct, alongside our policies and procedures, provides a guide to how all employees should apply our Guiding Principles across all of our business practices. It does not replace detailed policies but is a statement of our standards.

All employees around the world, at all levels of the business, are expected to be familiar with our Code of Conduct and adhere to it.

We also expect all contractors, suppliers and third parties representing and working for, or on behalf of, Scapa to be selected according to, and not in conflict with our Guiding Principles.

## **Responsibilities and Expectations**

We measure ourselves not only on the results we achieve but, just as importantly, on the way we achieve them. Any breach of the policies, guidelines or legislation referred to in this Code of Conduct will lead to disciplinary procedures being applied and may result in dismissal from the Company.

### **As a Scapa employee, you are expected to:**

- ▶ Always act in accordance with our Guiding Principles, our Code of Conduct, any other Scapa policies, procedures, guidelines and any applicable laws or legislation.
- ▶ Individually sign acceptance of the Code of Conduct.
- ▶ Report any incidents which do not adhere to any of the above as soon as possible.
- ▶ Promptly report any issue that you believe has not been appropriately resolved, which could mean raising it with another person.

### **In addition, managers are expected to:**

- ▶ Lead by example.
- ▶ Ensure the Code of Conduct is understood by those they manage.
- ▶ Provide any relevant training and tools that enable employee understanding and compliance.
- ▶ Create a respectful working environment that promotes compliance and encourages employees to raise their concerns.
- ▶ Promptly address any employee concerns raised.

## Getting advice and raising concerns


**As an employee, you can always find help in understanding the Code of Conduct and in raising any genuine concerns you may have.**

- ▶ In most cases your manager is the best person to speak to.
- ▶ If you feel that it is not appropriate to discuss a concern with your manager, then you can raise it to your manager's manager.
- ▶ Your HR manager is also available to discuss any concerns you may have.

Alternatively, and in accordance with our **Open Door Policy**, you can use the **Open Door drop box**, available on the homepage of our intranet, 'Scapa Connect', to raise a concern anonymously.

Scapa will ensure that no action is taken against an employee who reports, in good faith, actual or suspected breaches of our Code of Conduct.

# Working with Integrity

A photograph of an industrial factory floor. In the foreground, there are numerous rolls of material, possibly fabric or paper, with green and orange markings. In the background, a large blue machine with the brand name 'GUZZERTI' and the number '176' is visible. A person's hand is seen adjusting a roll of material on the machine. The scene is brightly lit with overhead industrial lights.

You should never put yourself in a situation where your personal, social, financial or political activities interfere with your responsibilities within the Company.

## What this means

Working with integrity sometimes requires more than strictly complying with the law. There are situations you may face in work that are not covered by law. When confronted with such situations, Scapa expects its employees to be guided by our fundamental principle of Integrity and to make a good, ethical decision that will reflect well on both individuals and the Company.

**As a guideline, you should be able to answer “yes” to the following questions before taking any action on behalf of Scapa:**

- ▶ Do my actions demonstrate our Guiding Principles?
- ▶ Would the reaction be positive if my actions were made public?
- ▶ Do my actions protect and/or enhance the Company’s reputation?

## Conflicts of interest

A conflict of interest happens when an individual uses their position in the business to make decisions or take actions that could personally benefit them. It can also happen when the aims of the individual are not aligned with the Company.

You should never put yourself in a situation where your personal, social, financial or political activities interfere with your responsibilities within the Company. Conflicts of interest can both damage the reputation of the Company and can throw doubt on the integrity of the employee involved. As a Scapa employee, you are expected to avoid or disclose actions, activities, financial interests or relationships that may result in potential conflicts, or create the appearance of a conflict, with your role or the Company. Any potential conflicts of interest that are highlighted should be resolved effectively and in a timely manner. If you need any guidance or assistance, you should see your manager in the first instance.

## **Bribery and corruption**

Scapa's reputation and ability to do business can be affected by any suggestion of corruption. We take a zero tolerance approach to the making or receiving of bribes or improper payments, in any form, by Scapa employees or anyone working on behalf of the Company. As a Scapa employee, you are expected to adhere to our Anti-Bribery Policy and report any situations where you believe there has been any improper payment made for either Company or individual gain to our Legal department.

## **Money laundering laws**

Money laundering laws require the Company to ensure that all our financial transactions are legitimate and do not include any third parties that may be involved in any illegal activity. As a Scapa employee, you are expected to be alert to any financial transaction that seems unusual. This could include payments from unknown sources that involve cash or that have unusual terms and conditions.

Ensure you are familiar with the applicable laws, particularly if your responsibilities include dealing with financial transactions and report any instances that seem unusual. Our Money Laundering Policy provides further information.

## **Insider dealing and market abuse**

'Inside information' is defined as information that is potentially share price sensitive that has not previously been made public. 'Insider dealing' is defined as using non-public information for an individual's benefit, or for the benefit of any third party.

It is a criminal offence to deal in the Company's shares if you have access to unpublished price sensitive information, or to pass on inside information to other people, or encourage others to deal in the Company's shares on the basis of inside information.

**For further information about dealing in Scapa shares, you can find guidance in our ‘Scapa Share Dealing Code’.**

## **Gifts and hospitality**

Scapa recognises that gifts and hospitality can be an important part of developing relationships with business contacts.

We will never seek or exert improper influence in exchange for gifts or any other inducements, no matter what the local business practice may be across our global locations.

We expect all employees to comply with the Gifts and Hospitality Policy and log the details of any gifts given or received by emailing [giftsandhospitality@scapa.com](mailto:giftsandhospitality@scapa.com).

## **Community and charity involvement**

Scapa will make a positive social and economic contribution to the communities in which we operate. We encourage our employees to look for ways to contribute to the welfare of our local communities through such things as fundraising or volunteering.

We expect our managers to support employees who are participating in approved community and charity involvement. We only make charitable donations that are legal and ethical.

No donation may be offered or made without the prior approvals required under the Group Authority Matrix. For further guidance, contact your local Finance Manager.

# Compliance

A person wearing a white protective suit and hairnet is shown in profile, working in a factory setting. The background features blue machinery and industrial equipment.

As a Scapa employee, you are expected to know and comply with all applicable EHS laws and regulations as well as Scapa policies, procedures or guidelines.



## **Why Compliance is important**

We must always conduct business legally and ethically, in all of our locations. Our global policies provide a framework for conducting business in an appropriate manner.

We are also regulated by many different local laws simultaneously. All employees should ensure that they are adhering to all laws that apply locally. If you are ever in doubt, refer to your manager.

## **Environment, Health and Safety Compliance**

Scapa is committed to providing a safe workplace for employees and anyone who works with us, and to working in a way that respects the environment. Whilst striving to fully comply with applicable legislation, we will aim to continuously improve EHS performance.

As a Scapa employee, you are expected to know and comply with all applicable EHS laws and regulations as well as Scapa policies, procedures or guidelines. Ensure that you understand and are aware of any EHS risks related to your role, and if you operate or maintain equipment, facilities or processes, make sure that this is done safely.

This may require training. You are expected to participate in EHS training programs as required and share your knowledge with others. Anyone working on behalf of Scapa should also receive the appropriate EHS training.

Our high EHS standards require all employees personally to commit to working in a safe way. This means that you have a responsibility, and the power, to report all potential risks immediately to your manager or EHS manager. All decisions made should incorporate appropriate Environment, Health and Safety considerations, and, in line with the Company's sustainability standards, should use resources safely and efficiently.

## **Quality Compliance**

Our Quality commitment and guidelines are outlined in our Quality Management System, which has been designed to deliver the necessary quality controls and provides the framework to ensure compliance and product quality.

As a Scapa employee, you are expected to understand and adhere to the Quality requirements of your role and ensure all activities are consistent with our Quality standards.

## **Competition and anti-trust compliance**

The Company's reputation and ability to do business can be affected by any violation of competition laws.

We take a zero tolerance approach to any breaches of these laws. You should never put yourself in a situation where you or the Company may be exposed to possible criminal charges.

As a Scapa employee, you are expected to know and comply with the applicable competition laws and regulations and the Company's Competition Compliance Policy.

If you believe that any employee has had inappropriate contact with a competitor or a competitor has made a proposal to an employee or the Company that is inappropriate, contact our Legal department.

## Confidential Information

The protection of the Company's trade secrets and confidential information is fundamental to our competitiveness.

### **Some typical examples of confidential information include:**

- ▶ Corporate strategies
- ▶ Sales data
- ▶ Financial and legal data, product information
- ▶ Manufacturing methods and processes
- ▶ Employee information

As a Scapa employee, you are expected to adhere to our 'Confidential Information Guidelines'. Before you exchange any confidential information relating to Scapa with a third party (customers, potential customers or suppliers) you must ensure that a Non-Disclosure Agreement (NDA) is in place.

All confidential information must be stored securely whether in paper or electronic form; showing the same respect for third party confidential information received under an NDA.

You should be discreet and never discuss confidential information where others might overhear. Inform our Legal department immediately if you become aware of a breach of confidentiality by Scapa or a third party. The Legal department shall also assist with the creation and review of NDA's.

## **Internal Controls and Financial Reporting**

We expect employees to adhere to, at all times, the Company's accounting principles that govern reporting, recording, audit, approval and budgeting processes.

Employees are responsible for the accuracy of actual and forecasted financial information and for compliance with our Group Finance Policy Manual and associated Group Authority Matrix. Compliance to these processes is ensured through our internal and independent auditors.

## **Export, Import and Trade Compliance**

Export controls and trade sanctions are in place in the countries where we operate. These can restrict economic activities with specific countries, limiting the ability to export or import products and applications.

As a Scapa employee, you are expected to be aware of, and comply with applicable government trade restrictions which may impact on our supply chain, particularly if your responsibilities include dealing with international transactions.

Be aware of, and comply with customs laws, and ensure that the appropriate documentation is retained, for audit purposes.

## **Managing Company records**

We are committed to maintaining accurate and objective recording of information to maintain the reputation of the Company's governance.

We will record transactions, expenditures, labour charges, quality, safety and environmental data and all other aspects of the Company's business accurately and in accordance with our accounting, expenses and record keeping policies.

As a Scapa employee, you are expected to ensure that you understand and are able to follow the Company's recording and control requirements and manage and maintain documents and records in accordance with legislation and business needs.

Ensure that records which are vital to the Company are available in the event of a disaster. If you know of or have seen any evidence that these requirements are not being followed, report this to the relevant department immediately.

### **Secure and proper use of Company Property**

Misuse of Company property can create Health and Safety issues, may put the Company at risk or create unnecessary expenditure. Preventing theft, misuse or misappropriation of Company property by others should be a concern, and is expected of every employee.

Losses can often be limited through normal precautions. Employees are not expected to leave equipment unattended. Any suspicious activities should be reported to your manager.

### **Use of Company Information Technology**

The Company provides computing and electronic communication tools to employees, which are available for conducting work-related business and communication.

Employees are expected to use them in a responsible and productive manner, for internal and external business communication, and appropriate research in relation to the role. Limited personal use that does not distract from your regular job or involve inappropriate or unapproved costs is tolerated.

It is unacceptable to view, access, transmit or forward inappropriate content. If you receive any inappropriate content, delete it immediately.

Do not forward the content to another e-mail address. If you know the sender, you should make it clear to them that items of this nature should not be sent to your business address.

Your local IT support can help if you are unsure on how to comply with the expectations.

## **Electronic Data Systems and Security**

### **Each employee who uses information technology should ensure:**

- ▶ Computers and portable electronic devices, including smart phones and tablets, that provide access to Company information are secure and password protected.
- ▶ Passwords are not shared with other employees.

Proprietary and confidential information is only accessed on equipment owned by the Company and only when you are sure the network you are working on is secure.

## **Use of Mobile Telephones**

The Company provides mobile telephones to employees in certain roles for business purposes. Employees are expected to use these safely and legally.

Limited and occasional personal use of Company mobile phones is permitted where necessary.

Your local IT support can help if you are unsure on how to comply with the expectations.

Further information is available in the Scapa IT Security and Acceptable Usage Policy.

## **Use of Social Media**

The Company recognises that its employees may use social networking sites in their personal time both in and outside of work.

You should be aware that any information posted on these sites may be viewed by other employees, customers, suppliers, competitors or the media. Scapa must ensure that the safety of its employees is protected, and that confidentiality and the reputation of the Company is maintained.

Only members of staff with permission from a member of the Scapa Executive Board are authorised to post material on a social media website in the Company's name or on behalf of Scapa.

The Company encourages you to carefully consider what you post on social media sites, and seek permission from others when including posting content that includes other employees.

## Respect for others

We are committed to maintaining an environment where all are treated with dignity, respect, honesty and sensitivity.





## **Commitment to diversity**

Scapa employs many people across many countries. We recognise the value and contribution that every employee creates. We are committed to maintaining an environment where all are treated with dignity, respect, honesty and sensitivity. We support our employees to reach their full potential and find fulfilment in their role, without any discrimination. Our employment practices are designed to support a culture in which all our employees feel valued, respected, empowered and inspired to exceed expectations. Fair employment practices do more than keep Scapa in compliance with applicable labour and employment laws. They contribute to our success as a business.

## **Human Rights**

Scapa acknowledges the responsibility of businesses to respect human rights, by acting with due diligence to avoid infringing the rights of others. The Company is particularly vigilant to ensure that these principles are upheld. We adhere to the legal minimum age requirements in all the countries in which we operate. We will under no circumstances make use of forced labour. Our Human Rights Policy requires all functions to take account of human rights standards when considering customer tenders, third party contracts, business partners, suppliers and their supply chain. For further information see the Corporate Social Responsibility Statements.

## **Modern Slavery**

‘Modern slavery’ refers to exploitation so severe that people are not able to leave their place of work. Sometimes known as ‘human trafficking’, this can be enforced with actions such as retaining passports, threat of harm if they leave, and being forced to stay due to debt.

Scapa is committed to upholding human and labour rights, ensuring that every employee has safe and fair working conditions. Human trafficking is not tolerated in any form within Scapa nor across our supply chain and wider aspects of our business.

If you see or hear anything that you think constitutes Modern Slavery, contact your manager in the first instance. We also operate our Open Door Policy, where you can report any suspected wrongdoing confidentially.

## **Equal opportunities**

We are committed to treating all employees with respect and dignity, and to providing a discrimination free workplace, in compliance with all applicable employment laws and regulations. We recruit on merit, using clearly defined and fair criteria. We aim to employ people based on their virtues as well as talents, and we welcome the contribution they make, irrespective of age, sex, disability, sexual orientation, race, religion, ethnic origin or political beliefs. We will endeavour where practicable to ensure that our employees can work in a way that suits their circumstances. For guidance and advice contact your manager or your HR Manager.

## **Unacceptable behaviours and harassment**

We do not tolerate abuse or unacceptable behaviour in the workplace in any form, whether towards other employees, our customers, suppliers or anyone else. Our aim is to create a work environment where we all treat each other respectfully and professionally. To ensure that Scapa provides a great place to work for all employees, we should be sensitive to actions and behaviours that may be acceptable in one culture but not in another. 'Harassment' is defined as unwelcome conduct toward an individual because of his or her age, disability, marital status, national origin, race or colour, religion, sex, sexual orientation or gender identity when the conduct creates an intimidating, hostile or offensive work environment. Scapa expects respectful and professional behaviours at all times and in all situations. There is no reason to ever engage in unwelcome behaviour that has the effect of harassing others. As a Scapa employee, you are expected to take personal responsibility for upholding our Company standards by treating all others with dignity and respect in the course of business.

If you are aware of any behaviour that might constitute harassment, you should report it to your manager or to your HR Manager. All allegations of harassment or unacceptable behaviour will be investigated. Scapa will take appropriate action to avoid future violations. Retaliation against an employee or other person who reports a concern in good faith about harassment or unacceptable behaviour will not be tolerated.

## **Grievances**

Scapa believes in providing a workplace that is sensitive to issues and is committed to providing an environment where grievances can be discussed and resolved. If you are unhappy about a situation, speak to your manager or HR manager, who will take your concerns seriously and address them in a thorough and professional manner. The Company will investigate all reports of potential misconduct, and appropriate action will be taken.

## **Employee Performance and Development**

Scapa operates a performance and development review process for all employees, designed to provide a fair and consistent approach to the management of performance and identify areas for development. The rating of performance is based on the delivery on expectations and the demonstration of our Guiding Principles.

## **Employee Privacy and Data Protection**

Certain employee and customer information is held by the Company due to your employment with us, including, for example, personal, employment, medical, financial, educational and training information. Data protection legislation in many countries regulates the collection and use of personal information. The Company will responsibly and lawfully collect, use and disclose your personal information in compliance with applicable data protection laws. Our Data Protection Policy provides further information.

# Our Locations



## Scapa America

USA, Windsor, CT  
USA, Knoxville, TN  
USA, Inglewood, CA  
USA, Syracuse, NY  
Canada, Renfrew, ON  
Brazil, São Paulo

## Scapa Europe

United Kingdom, Manchester  
United Kingdom, Dunstable  
United Kingdom, Luton  
United Kingdom, Ramsbury  
France, Valence  
Italy, Ghislarengo  
Switzerland, Rorschach

## Scapa Asia

Hong Kong, Sheung Wan  
China, Shanghai  
India, Chennai  
Korea, Anyang  
Korea, Cheongyang  
Malaysia, Shah Alam

## Scapa North America

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