Doing the Right Thing

CODE OF ETHICS
What is the Code?

The Code contains information and resources that will help you conduct Johnson Matthey’s business legally, ethically, responsibly and reflecting our values. It sets out our individual and collective responsibilities – the things each of us must do.

The Code is divided into four sections to make it easier to use: People, Market, Company and Planet. It is designed so that you can use it in your daily activities. It contains examples and things to look out for, as well as guidance for making decisions.

Using the Code

Within this document you will find the caution symbol. This will help you to recognise when there may be something that you should be especially aware of when making ethical decisions.
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Our Commitments  IBC
For me, ‘doing the right thing’ is fundamental to Johnson Matthey’s success.

Doing the right thing is about doing good business; not ‘business at any cost’. It is about treating everyone fairly, keeping our promises and being honest and open with ourselves and others when things have not gone as planned.

I am committed to keeping this principle at the heart of our business and it is essential that everyone takes responsibility for doing the right thing, making the right decisions and behaving ethically and in accordance with our company values. By each taking responsibility and upholding the highest ethical standards, we will protect Johnson Matthey’s strong and hard earned reputation.

With this in mind I want to introduce you to our new Code of Ethics. The Code is designed to help each of us understand what doing the right thing means for us at Johnson Matthey. I recognise that it is not always easy to work out what the right thing to do is. There is not always a rule to follow and yet we still need to make the right decisions. The Code includes principles, examples, useful information and a tool to help us make the right decisions in our work to ensure that we act legally, ethically and fairly.
There is not always a rule to follow and yet we still need to make the right decisions.

The Code is built around our values and contains six commitments that I want each employee to make to Johnson Matthey. These are commitments to do certain fundamental things to make sure that we conduct our business in the right way and protect our company. These six commitments will help us bring our values to life and will guide us in applying those values to our decision making to ensure we are doing the right thing.

If you see or hear of something that doesn’t seem right to you, I strongly encourage you to speak up and tell someone, even if you are not directly responsible for it. By hearing concerns before things have gone wrong, Johnson Matthey is better placed to deal with them. You will find many ways you can speak up contained in the Code. No matter who you are or where you are in the company, there will be times when it is better to ask for help.

As we work together to build our 3rd century, the Code is here to help us all and provide clarity as to what our company expects from all of us. I hope you find it helpful.

Thank you.
Robert MacLeod,
Chief Executive
Our vision at Johnson Matthey is to build our 3rd century through value adding and sustainable technologies.

Our 3C Strategy was developed to help us achieve our vision. It comprises nine building blocks which set our direction; one of these building blocks is the JM culture.

Johnson Matthey’s culture is the personality of the company. It reflects what it is like to work at Johnson Matthey and what is really important to us. The way we describe and live our culture is captured in our values. Johnson Matthey has six core values that reflect the way we work when we are at our best. Together with our six commitments, these values provide the basis of our Code. Our values recognise the key features of our past success and of our future growth. They are:

- **Health and Safety is our Priority**
  - We focus on protecting our people
  - We believe everyone is responsible for preventing injuries and occupational illness
  - We encourage health and safety awareness both at work and at home.

- **Integrity**
  - We do the right thing by our people, our customers and all our other stakeholders
  - We lead by example and hold each other and ourselves accountable
  - We always do the right thing whether or not anyone is looking
  - We keep our promises and honour our commitments
  - We **speak up** if we are concerned about a proposal or course of action.

- **Ability and Innovation**
  - We recruit and value talented people
  - Our people develop through collaboration with others to create value for our customers
  - We encourage and value creativity, new ideas and diverse viewpoints
  - We nurture ability paired with enthusiasm and engagement.

- **Recognition and Development**
  - We foster a culture where anyone from anywhere within the company can progress
  - We celebrate success, giving credit to all contributors
  - We hold each other accountable and challenge appropriately
  - We recognise those whose behaviours show a commitment to the company’s values.
• Freedom to Act
  – We believe anyone with a good business case can realise their ideas
  – We know what we are accountable for and accept responsibility for our actions
  – We grant people the freedom to explore ideas
  – We develop the skills and create opportunities to take initiative and responsibility
  – We provide guidance so people know when they can act freely and when they need to seek advice.

• The Best of Big and Small
  – We use our big company resources, but apply small company methods
  – We feel small enough to care, large enough to get things done
  – We use our diversity of cultures, ideas and perspectives to make our best decisions
  – We collaborate across our global community for the benefit of all our stakeholders.
I COMMIT TO
working ethically and in accordance with Johnson Matthey’s values by:

- Asking for help and speaking up when I have concerns
  See page 16
- Understanding and following the principles in the Code
  See page 8
- Working safely and respecting the rights of others
  See page 18
Doing business responsibly, fairly and legally
See page 34

Protecting Johnson Matthey’s brand, assets and reputation
See page 56

Supporting Johnson Matthey’s ambition to build a sustainable business
See page 72
What is our Code and why do we need it?
Our Code is a framework to help you do the right thing. It is, in part, a road map to help you find and understand the company’s principles, standards and Johnson Matthey policies that apply in your work. It is also an expression of the company’s values and the way we do business. It sets out what is expected of us, key questions and answers, where to find more help and how to speak up if you have a concern. It will help you to understand and apply our values in the course of your work.

Often we need to make decisions or face ethical dilemmas at work when there is no specific rule or clear guidance. In these situations, we still need to make the right decision. Whilst common sense and good judgment are key to helping us make the right decision, the Code also contains an ethical decision-making process to help you navigate these difficult situations.

What does Johnson Matthey expect from me?
The Code includes six commitments which summarise what the Code is all about. These commitments set out what Johnson Matthey expects from each of us, no matter what our role is or where we are located in the world. You will be asked to confirm that you will work in accordance with the commitments. The commitments are set out on pages 6 and 7.

Does the Code apply to me?
The Code applies to every Johnson Matthey employee no matter what they do or where they work. We expect everyone who works at Johnson Matthey to apply the principles in the Code and to uphold the six commitments. Failure to do so can lead to serious consequences for Johnson Matthey and each of us as individuals. Breaches of the Code will be taken seriously and may result in disciplinary action up to and including dismissal.

We also expect those doing business on Johnson Matthey’s behalf, including our sales agents, distributors, joint venture partners, consultants and other third party intermediaries, to behave ethically and in accordance with the principles set out within our Code.

Johnson Matthey values giving its employees freedom to act based upon understanding and living by the company’s values and the principles contained in this Code.
What should I do with the Code?
Familiarise yourself with the contents of the Code, in particular the commitments (on pages 6 and 7) and the speak up section (on page 16). Think carefully about the topics that relate to your role, understand the principles and standards within these topics and ask for help if you require further guidance. Training will be provided to help you navigate and apply the Code so that you may get the best out of it.

As a Johnson Matthey leader/manager, do I have any special responsibilities?
You have a particular responsibility to promote good business conduct. You should:
• demonstrate visibly and vocally that doing the right thing is important to you
• create a culture where everyone feels comfortable asking questions, discussing issues and raising concerns
• support people in carrying out Johnson Matthey’s business the right way
• hold people accountable when they do not meet the standards Johnson Matthey has set or do not behave in accordance with the six commitments
• make sure your team members participate in training to help them understand their responsibilities
• take action if people speak up to you, and protect them from retaliation for doing so
• recognise those whose behaviours show a commitment to Johnson Matthey’s values.

Who can I go to if I have questions about the Code?
Throughout the Code you will find information about where to go for help, depending on the topic. If you have a more general question, or want to speak up about something, please look at the speak up section (on page 16) for further information.

What do I do if this Code, Johnson Matthey policies, and/or local laws, custom and practice conflict?
Johnson Matthey operates in many countries around the world in the context of many different cultures, laws and political environments. Conflicts may arise between the requirements of this Code, the company’s policies and procedures, and local laws, custom and practice. We should always comply with the highest applicable standard. If the situation is unclear please consult with Group Legal or Group Ethics and Compliance before proceeding.
Surprisingly, sometimes good people don’t ‘do the right thing’. This could be for a variety of reasons:

• They don’t know or aren’t aware – We should know the rules that apply to our specific job but it is not possible to be an expert in everything. **Know when and who to ask for help.**

• They are under a lot of pressure – Even if we feel under performance or time pressures it is never ‘business at any cost’. If you feel under any pressure to do anything other than the right thing, speak up.

• They don’t want to stand out from the crowd – We often want to feel that we belong and don’t want to go against the group. **You will be supported when you raise concerns and speak up.**

• They convince themselves an action is OK because it gives them something they feel they deserve – We sometimes try to justify unethical behaviour because of a perceived injustice or unfair treatment. **There is no justification for doing the wrong thing.**

• They don’t care – Some people know what the standards are but they choose to ignore them or not take them seriously for a variety of reasons. **If you see someone breaking rules or acting improperly, speak up.**

• They think no one will notice – Some people do the wrong thing when they think no one will notice especially if it involves ‘small’ decisions. **You should always do the right thing even when you know no one is looking.**
Warning Signs – Something may be wrong if you hear:

- We didn’t have this conversation/meeting.
- We can hide it.
- It’s all for a good cause.
- Everybody does it.
- It sounds too good to be true.
- What’s in it for me?
- This will destroy the competition.
- No one will ever know.
- No one will get hurt.
- Just shred the document.
- We have no choice.
Part 1: Framing an issue and deciding what to do

Ethical Decision Making

To help guide you in your decision making we have included a two part process that you can use when you are not sure what the right thing to do is or to test a decision you have made. Use this process to help you do the right thing...

WHAT SHOULD I DO?

1. Describe the situation in your own words.

2. Does this situation involve an ethical dilemma?
   - To help frame the issue, ask:
     - What values are involved? Are they in conflict with each other?
     - What topics from our Code are involved?
     - What group or individual(s) may be affected by the outcome and how?

CAUTION:
Circumstances can sometimes blind us to the ethical consequences of our decisions and actions.

CONSIDER:
- What facts do I actually know?
- What am I only assuming?
- What additional information do I need to know to make a good decision?
- How do I verify the accuracy of what I know?

3. Do I still view the situation or ethical dilemma the same way?
   - If YES, proceed.
   - If NO, return to Step 1 and restate.

4. List your possible actions and go to Part 2 to test your proposed solution.
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CAUTION:
Circumstances can sometimes blind us to the ethical consequences of our decisions and actions.

List your possible actions and go to Part 2 to test your proposed solution.
Integrity means we take time to recognise ethical issues when they arise and to carefully consider what is the appropriate course of action. You can use the ethical decision making process under this flap to help you to do the right thing or to test a decision that you have made.
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**Part 1:** Framing an issue and deciding what to do

1. Be alert to situations that may involve an ethical issue and use this process to help you do the right thing...

2. To help guide you in your decision making we have included a two part process that you can use when you are not sure what the right thing to do is or to test a decision you have made. Use this process to help you do the right thing...

**Part 2:** Testing your proposed solution

1. GO THROUGH ALL OF THE QUESTIONS IN ANY ORDER with your proposed solution in mind.

2. If the answer to any question takes you to the outside of the wheel follow the arrows to answer the next question. If you land in the centre of the wheel follow the instructions there.

   - Does it comply with our Code and Johnson Matthey’s policies?
   - Does it comply with all applicable laws and regulations?
   - Would it adversely affect any of our business partners or stakeholders; including our customers, suppliers, shareholders, agents or distributors?
   - How would you feel if your actions were communicated in your local newspaper or through social media such as Twitter or Facebook?
   - How would you feel if you told your friends and family about it?
   - Finally, ask yourself, could my actions be perceived differently from what I intend?
   - Is your proposed solution in accordance with Johnson Matthey’s values and your own values?

3. Be thoughtful about how you implement your decision and think about what you have learned in the process; and what you may learn from the outcome.

4. Integrity means we take time to recognise ethical issues when they arise and to carefully consider what is the appropriate course of action. You can use the ethical decision making process under this flap to help you to do the right thing or to test a decision that you have made.
Asking for help
From time to time, you may be in a situation where you aren’t sure of the best course of action. The Code provides information on a range of subjects as well as details on further resources which may provide you with guidance. If, after reviewing these you are still unsure about the best course of action to take, there are a number of people who can help, including your manager. It is always better to ask than to risk getting it wrong.

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

There are a number of different channels through which you can ask for help and raise a concern:

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

• **Human Resources (HR), Group Legal, Group Ethics and Compliance**
  You may choose to ask questions, seek advice or raise a concern, especially if it relates to the expertise of these functions, directly with HR, Group Legal or Group Ethics and Compliance.

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

• **Ethics Ambassadors**
  Your Ethics Ambassador is an additional point of contact for you to ask questions, seek guidance or raise concerns. They should be able to point you in the right direction for advice or assist with general queries.
• **Speak Up line**
  Johnson Matthey provides you with a further means to raise concerns, particularly if you would prefer to do this anonymously (where local law permits this). Our **Speak Up** line is hosted by an independent third party and provides two methods for you to submit a report:
  - **By telephone** – Refer to www.JM.ethicspoint.com for your country’s telephone number
  - **Online** – Visit www.JM.ethicspoint.com

  We aim to ensure all concerns raised through any channel are dealt with promptly and thoroughly.

**Confidentiality and anonymity**
When you speak up through the appropriate channels, the information you provide to Johnson Matthey will be dealt with confidentially. This means that it will only be shared with a limited number of people on a strict need-to-know basis. Wherever possible raise concerns in person rather than anonymously.

Whilst it is easier to address concerns when they are raised openly, Johnson Matthey understands that in some situations you may not feel comfortable doing this. If you do not want your identity to be known once you have raised a concern, you may ask that the recipient of the concern not disclose it unless you authorise them to do so or if the disclosure is required by law. You can also raise concerns anonymously through the **Speak Up** line.

**Non-retaliation**
We encourage you to speak up and the company will protect employees that do raise concerns. Johnson Matthey takes very seriously any claims of retaliation or discrimination against anyone as a result of raising a concern or assisting in an investigation. We will deal with retaliation as a disciplinary issue if necessary in order to protect those who do the right thing by speaking up.

**What would YOU do?**

**Q.**
What do you do if someone raises a concern with you?

**A.**
If someone comes to you with a concern you should listen carefully before assessing the situation and considering what to do next. In some cases it may be possible to resolve the concern without escalating it beyond those involved and/or the relevant manager[s]. In others it will need to be escalated to the appropriate group function. If you are ever in any doubt as to what to do, contact Group Ethics and Compliance. Further practical step-by-step guidance is provided within the **Speak Up** Policy to assist you when someone raises a concern with you.
People

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

Health and Safety 20
Working Together 23
Data Protection 26
Human Rights 28
Conflicts of Interest 31
At Johnson Matthey, health and safety is our priority. This means we are focused on protecting our people and we set high safety standards. By working together we can make sure we all have a safe working environment and achieve and maintain a strong safety culture.

Safety Principles
All employees must adhere to Johnson Matthey’s Safety Principles, which are the things you can expect us to stand by as an employer and also what Johnson Matthey expects from you as an employee:
- All injuries and occupational illnesses are preventable
- Everyone is responsible for preventing injuries and occupational illness
- Working safely is a condition of employment
- The life-saving policies and site safety rules must be followed
- We will promote off-the-job health and safety awareness for our employees.
As an employee:
- I know and support our Safety Principles and the EH&S Behaviour Standard and act accordingly
- I incorporate safe workplace behaviour every day and proactively look to minimise health and safety risks
- I am mindful of my actions and the actions of others
- I get involved in creating and promoting a safe working environment for everyone
- I **speak up** and challenge any unsafe behaviour or conditions at the time they occur.

I do not:
- Rush or take shortcuts to get a job done
- Casually dismiss warning signals or ignore unsafe behaviours
- Fail to concentrate on what I am doing
- Assume that everything is safe.
What would YOU do?

Q.
You notice that one of your colleagues appears to be intoxicated whilst at work.

A.
This is a safety concern that could be attributed to a number of causes and should immediately be reported to your manager or to the person responsible for site health and safety. If you are a manager you must ensure that the employee leaves the premises and gets home safely before seeking further advice and assistance in understanding the cause of the situation and considering the appropriate course of action.

Q.
You are visiting one of our facilities and you observe a condition that appears unsafe to you, however, you are unsure whether this condition is actually unsafe.

A.
Speak up. Stop, question the activity and bring it to the attention of a manager or to the person responsible for site health and safety. Once aware, managers must make sure the condition is examined and, if necessary, addressed.

Johnson Matthey’s core values relevant to this section:
• Health and Safety is our Priority
• Integrity
• Freedom to Act

More help and resources
• myJM EHS site
• Site or Divisional EHS Manager
• Group EHS
• Group Operational Excellence
At Johnson Matthey, we work to achieve our goals by employing, developing and promoting the best people on the basis of personal merit and contribution. We provide equal opportunities in recruitment, employment, training and promotion. We expect all employees to be committed to their own personal growth and challenge ourselves and others to develop to their highest potential.

We recognise that having an inclusive and respectful environment that values and promotes diversity provides an opportunity for Johnson Matthey and each individual to achieve their full potential. We value the diverse skills, ideas and contributions of our workforce and encourage innovation to drive the company’s success.

We do not tolerate any form of discriminatory or abusive behaviour such as bullying or harassment and have procedures in place to address such behaviour. We actively seek to create an open and respectful atmosphere where people can thrive.
As an employee:
• I treat everyone at work fairly and with respect
• I celebrate success, giving credit to all contributors
• I recognise I may have biases I am not aware of and challenge my judgments of people and situations
• I take responsibility for my personal and professional development
• I will **speak up** if I suspect or know of any discriminatory or abusive behaviour.

**Johnson Matthey’s core values relevant to this section:**
• Integrity
• Ability and Innovation
• Recognition and Development

**More help and resources**
• Group Working Together Policy
• Group Equal Opportunities Policy
• Local Human Resources
• myJM Diversity and Inclusion site
What would YOU do?

Q. You have a vacancy in a remote part of the world where the political situation is unstable. You have received an application from a young woman who is qualified to do the job but you are concerned the territory may be too challenging for her.

A. You should consider the applicant for the role on the basis of merit and ability without regard to her gender or age. Take advice from your local Human Resources department and the Corporate Risk and Assurance team about the working environment and inform the applicant of the challenges the territory presents. Providing there are no safety concerns, it is then for the applicant to decide whether to proceed with the application or not.

Q. One of your colleagues is being verbally abused by your manager but he is concerned to tell anyone about it in case he loses his job.

A. It is unacceptable for anyone to behave in a bullying or intimidating manner, regardless of their position. You should encourage your colleague to speak up and report this behaviour to your local Human Resources team. You may feel comfortable in offering your support to your colleague in raising his concern. It is everyone’s responsibility to create an inclusive and respectful environment. The company will protect and support you and your colleague in raising such a concern and will not tolerate any form of retaliation.
We all have a responsibility to collect, use, store and dispose of all personal data with integrity and respect for the privacy of individuals.

**Personal data** is any information relating to an individual or identifiable person such as a name, date of birth or email address.

The personal data of our employees, customers, suppliers and third parties must always be managed appropriately and in accordance with all data protection laws in the countries in which we operate. Personal data should only be used for Johnson Matthey business purposes and should only be held for the time required to carry out the relevant task.

Data protection laws vary between countries, with some being more restrictive than others. Be aware of the specific data protection laws that are relevant to the data you are managing and ensure that you do not transfer personal data across borders without adequate protection.

As an employee:
- I recognise when I am dealing with personal data and act accordingly
- I respect the rights of individuals and protect their personal data
- I do not disclose personal data to anyone inside or outside Johnson Matthey unless the disclosure is necessary and in line with the relevant data protection laws
- I will **speak up** and inform my manager if I have any concerns about how personal data is being collected, used or stored.
Q. On your way home one night you leave your laptop on the train. You know that there is personal data on your laptop relating to some potential new recruits.

A. Whilst it is likely that your laptop’s security will protect the information on it, you should inform your manager and the Group Legal team immediately as it may be necessary to report the incident externally and/or inform the potential new recruits.

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

A. You should never provide personal data relating to any individual without their prior permission. You should direct the call to your local Human Resources department or, if you are still in contact with the former employee, you could offer to take a message and pass it on to them directly.

Johnson Matthey’s core values relevant to this section:
- Integrity

More help and resources
- Corporate Risk and Assurance
- Group Human Resources
- Group Ethics and Compliance
- Group Legal
We recognise that we are responsible for the impact of our business activities on the people who work for or with us and the people within the communities where we operate. We act on this responsibility by using our influence to promote and protect the human rights of all those we work with and alongside.

Johnson Matthey supports, and expect all our suppliers to support, the principles defined within the International Labour Organization Core Conventions, the United Nations ('UN') Global Compact and the UN Guiding Principles on Business and Human Rights.

Amongst the principles we support are the following:

- We recognise the skills and contributions of each employee and ensure that they are justly and fairly remunerated
- We promote a healthy balance between employees’ working and home life and ensure that working hours and overtime conform to all applicable laws
- We will not employ any person below the age of 16 years old. Those between 16 and 18 years old will only be employed as part of a supervised training programme
- We will not employ anyone against their will or force them to work and we prohibit human trafficking
- We are committed to respecting employees’ full and open communication without fear of reprisal, whether through management or other external consultative bodies
- We do not tolerate any form of discrimination due to race, sex, religion, beliefs or any other protected characteristic
- We will work with suppliers to ensure that minerals used by the company come from conflict-free sources.
As an employee:

- I consider the wider impact of my actions on others
- I stay informed about the human rights issues affecting the areas in which I work
- I respect the human rights of all those I encounter in the course of my work.
What would YOU do?

Q. Whilst visiting a supplier onsite you hear rumours that the supplier is using conflict minerals.

A. Johnson Matthey does not condone the use of conflict minerals. You should speak up to your manager and Group Sustainability who will look into the matter further.

Q. Your manager has asked you to recruit a new colleague into your team. He has provided you with a job specification but told you that he does not want a woman on his team due to a poor performer in the past.

A. You should speak to your manager and make him aware that this is gender discrimination which is not tolerated at Johnson Matthey. If you feel uncomfortable doing this you should speak up and raise it directly with your local Human Resources team who will discuss with your manager the importance of recruiting the best and right people for each role, regardless of gender or any other protected characteristic.

Johnson Matthey’s core values relevant to this section:
- Integrity
- Freedom to Act
- Recognition and Development
- Ability and Innovation

More help and resources
- myJM Sustainability site
- Group Sustainability
- Local Human Resources
- Group Ethics and Compliance
- Group Legal
We are alert to the dangers of conflicts between the interests of employees and the interests of Johnson Matthey.

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

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

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

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

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

- I avoid situations where my personal interests may conflict with Johnson Matthey’s.
- I disclose any potential or actual conflict to my manager so it can be addressed and appropriately resolved.
- I consult my manager or Group Legal if I am unsure whether a particular situation poses a conflict of interest.

Conflicts of Interests
What would YOU do?

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

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

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

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

Johnson Matthey’s core values relevant to this section:
- Integrity

More help and resources
- Group Legal
- Group Ethics and Compliance
I commit to doing business responsibly, fairly and legally
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We need to be sure that we know who we are dealing with at all times.

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

At Johnson Matthey, there are procedures that assist us with knowing who we are dealing with, whether they are customers, suppliers, partners, agents, distributors, logistics providers or any other third party. We will only work with others that are of known integrity and who meet Johnson Matthey’s standards of responsible business conduct.
As an employee:

- I expect my suppliers, their employees and supply chains to operate to Johnson Matthey’s standards of quality and integrity.
- I ensure that the appropriate due diligence has been carried out on customers, suppliers and third parties before dealing with them.
- I am vigilant in recognising the warning signs that may indicate unethical or corrupt behaviour.
- I speak up and report any behaviour that is contrary to the principles in this Code.

The following suspicious activities may be an indication that a particular third party is engaged, or may engage, in improper activity:

- They refuse to provide any or sufficient information in response to due diligence questions.
- They request the use of an unusual contracting structure, or for payment to be made to another party that has no relationship with Johnson Matthey, without a good explanation.
- They request an unusually large commission, to ‘facilitate’ a service.
- They request payment in cash or refuse to provide an invoice or receipt for payment.
What would YOU do?

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

A. You cannot engage this agent until you have undertaken due diligence and are satisfied that there are no ‘red flags’. You should speak with Group Legal for further guidance. They will assist with the due diligence process and put in place appropriate contractual requirements.

Q. You inherit some customers from a colleague who has recently retired. When looking into the payment arrangements you notice that in one case payments are being received from an entity apparently unrelated to the relevant customer.

A. You should take steps to prevent the receipt of any further payments until you fully understand the situation and have conducted the appropriate due diligence. It is important that we not only know who all our customers are but ensure that payments are only being made by the relevant customers. Speak to Group Legal for further assistance.

Johnson Matthey’s core values relevant to this section:
• Integrity
• Freedom to Act

More help and resources
• Global Anti-Bribery and Corruption Policy
• Group Legal
• Group Ethics and Compliance
• Group Sustainability
At Johnson Matthey, we know that competing openly and fairly is best for business. Competitive markets result in consumers having access to the highest quality goods at the best prices and allow the most efficient companies to survive and prosper.

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

Be aware of the following activities which would be considered to be anti-competitive:

- Discussing or sharing confidential information with competitors including pricing, customers or strategies
- Discussing or agreeing to the division or sharing of customers, territories or markets with competitors
- Agreeing with competitors how (or whether) we will bid for specific contracts.
As an employee:

- I am mindful of competition law risks when dealing with third parties (particularly, competitors, those in my supply chain and customers) and understand and ensure that Johnson Matthey makes independent decisions on prices and strategy.

- I am aware that a customer of one part of Johnson Matthey may be a competitor in another part of Johnson Matthey and ensure that I act accordingly.

- I ensure that if I meet with a competitor, I know the topics that could cause competition concerns, and avoid these. Completing the Johnson Matthey competitor meeting form in advance and/or setting an agenda detailing the purpose of the meeting will be helpful in clarifying this.

- I consult Group Legal when entering into any agreement with a competitor.
What would YOU do?

Q. You are visiting a customer to discuss a contract that is currently out for tender. The customer steps out of the meeting leaving behind (perhaps deliberately) paperwork in clear view that sets out the indicative bids of your competitors.

A. Because the paperwork contains confidential information belonging to your competitors you must not look at it. When the customer returns, politely make it clear that you cannot see such information and have not read it. As soon as you leave the meeting contact the Group Legal team to determine what, if any, further steps need to be taken.

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

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

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Johnson Matthey’s core values relevant to this section:
- Integrity
- Freedom to Act

More help and resources
- Global Competition Law Policy
- Group Legal
- Group Ethics and Compliance
- Johnson Matthey Competitor Meeting Form
At Johnson Matthey, we are committed to countering all forms of bribery and corruption and take a zero-tolerance approach to any corrupt activity.

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

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

**Facilitation payments** are small unofficial payments made to secure or speed-up the performance of a routine process that an official is already under a duty to perform. These payments are bribes (regardless of size or local business practices) and are illegal.

Not only do we not offer, give or receive bribes but third parties (such as agents and consultants) acting on Johnson Matthey’s behalf are also prohibited from offering, giving or receiving bribes.
As an employee:

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

The following activities may be an indication of bribery:

- Payments are being made ‘off the books’ and not through Johnson Matthey’s processes
- Payments are being made that are not sufficiently described in invoices or supported by evidence of work done
- Payments are being made to offshore accounts or where the true owner’s identity is concealed
- Lavish or frequent gifts and hospitality are being provided
- Charitable donations or sponsorship are being provided without sufficient justification.
Q.
A shipment of valuable chemicals is delayed in customs. Unfortunately there is not an official fast track procedure. However, you have been told by a customs official that if Johnson Matthey provides a small payment, the shipment will clear tomorrow; otherwise it could be weeks.

A.
This type of payment is a facilitation payment and is illegal. Do not make the payment and report it immediately to your manager and Group Legal for further advice. Try to allow more time in future for these transactions.

Q.
You work in your business’s finance team. You are asked to process an invoice from an agent for a ‘special commission’. The invoice has been correctly signed off and approved for payment. There is no further detail as to what the ‘special commission’ covers and it seems suspicious to you.

A.
You should speak up. Raise the issue with your manager or with Group Legal. It may be that ‘special commission’ is a term used to disguise a bribe being paid, especially if there is no explanation for the payment. You should not process the invoice unless your concern is resolved.

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Johnson Matthey’s core values relevant to this section:
- Integrity
- Freedom to Act

More help and resources
- Global Anti-Bribery and Corruption Policy
- Group Legal
- Group Ethics and Compliance
At Johnson Matthey we exercise care when offering, giving or receiving gifts and hospitality. Gifts and hospitality can be used as a way to build or maintain legitimate and cordial business relations. However, it can sometimes be difficult to distinguish between a genuine gift or hospitality and a bribe.

When any gift or hospitality is offered, given or received use your judgment and determine whether it is in accordance with the Gift Principles set out in our Global Anti-Bribery and Corruption Policy and any local procedures regarding pre-approval, monetary limits and recording that are applicable to your business. If in doubt, ask the Group Legal team for further guidance.

The Gift Principles state that any gift or hospitality must be:

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

**Gifts and hospitality to public officials**

Some countries have very strict limitations on the value and nature of gifts and hospitality that their public or government officials can accept. Accordingly, extra caution must be taken and you should seek prior approval for any gifts and hospitality offered, given or received. Also, we must be aware that the definition of who is a ‘public or government official’ may vary in different countries, and may include individuals in governmental-owned businesses. Remember, it is not always obvious that someone is a public official, so if you are in any doubt as to who you are dealing with, ask.
As an employee:
- I never offer, give or receive gifts or hospitality that are, or may be seen as, bribes
- I think carefully before offering, giving or receiving any gift or hospitality
- I ensure all gifts and hospitality that are offered, given or received are in accordance with the Gift Principles
- I always obtain prior approval if thinking of offering or giving any gift or hospitality to public or government officials
- I obtain pre-authorisation if I am in any doubt as to the appropriateness of the gift or hospitality.

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

- Comprise cash or a cash equivalent
- Are inappropriate or offensive (e.g. indecent or sexually oriented)
- Are concealed (provided secretly rather than openly)
- May give rise to, or may be seen as giving rise to, a conflict of interest
- Involve parties in a tender or competitive bidding process where Johnson Matthey is tendering or bidding.
Q. During the holiday season, a supplier sends you a gift card to your favourite restaurant.

A. Unfortunately, any gift that comprises cash or cash equivalent is never acceptable regardless of value. You must politely decline this gift.

Q. A supplier offers to take you on an all-expenses paid trip to a resort to play golf and engage in other leisure activities. This supplier is involved in a bidding process to supply raw materials to Johnson Matthey.

A. Given the timing of this offer during a bidding process, it would be inappropriate to accept it. You should politely decline this offer. Even if the timing were different, an all-expenses paid trip would not be considered token or modest nor reasonable business practice.
At Johnson Matthey, we ensure that our businesses are not used to launder money, facilitate terrorist financing or participate in other illegal activities that would hide the origin of criminal money.

It is therefore vital that we know about the identity and operations of our customers so that we can prevent any improper transactions occurring. We are all responsible for being vigilant and recognising the warning signs that may indicate criminal activity.

Money laundering is the process of taking the proceeds of criminal activity, concealing the origin of the illegally obtained money and making it appear legal by filtering, or ‘cleaning’, it through a series of transactions.
As an employee:
• I understand the need to ‘know your customer’
• I am alert to any changes in customer details, circumstances and profiles, which may increase money laundering risk
• I am vigilant in raising concerns over suspect transactions and/or payments.

The following suspicious and questionable activities may be an indication that a particular transaction or commercial party is engaged in improper activity:

• Unusual payment methods such as the use of cash, or payments from or to third parties
• Unwillingness by a commercial party to provide complete or accurate contact or identification information
• Purchases or sales that are unusual for a particular customer, supplier or type of customer or supplier
• Requests for delivery to third parties or unusual changes in delivery methods, payment methods or any other transaction specific requirements.
What would YOU do?

Q.
You have been working with a refining customer for a number of years. Within the last year, the customer has changed their banking information twice and has requested that we return their metal to them at very specific times. Both of these requests are out of the ordinary course of dealings with this customer.

A.
While there may be legitimate reasons for these new instructions from your customer, both of these requests are potential warning signs. You should speak with your customer to understand the reasons behind these requests. If the customer is evasive or unwilling to provide a viable explanation, you should reassess Johnson Matthey’s relationship with the customer.

Q.
Johnson Matthey has a long-standing customer that has requested a quote for refining a large volume of platinum scrap. This customer has not previously refined platinum in this quantity and you are suspicious of the origin.

A.
It is possible there are legitimate reasons for this request. However, it may be that there is criminal activity behind this change. You should discuss your concerns with the customer and seek clarification. If your suspicions are not resolved, it would be advisable to decline the business.
Johnson Matthey’s core values relevant to this section:
• Integrity
• Freedom to Act

More help and resources
• Johnson Matthey Group Anti-Money Laundering Policy
• Johnson Matthey North America Anti-Money Laundering Program and Policy
• Group Legal
• Group Ethics and Compliance
Much of Johnson Matthey’s business involves the movement of goods, technology, services, data and money across international borders.

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

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

**Technology** includes information such as drawings, blueprints, plans, diagrams, models, designs, specifications, manuals, instructions and technical know-how.

Always consider:

**What:** Product Classification: What is being imported or exported? Is it products, software or technical data? Does the nature of the goods or technology or the potential end use mean an export licence may be needed?

**Where:** Destination: Where is it going? Is the ultimate destination country subject to any sanctions, embargoes or other restrictions?

**Who:** End user: Who will receive the goods? Is the entity or individual you are dealing with a ‘restricted’ entity?

**How:** End use: How will it be used? Is the potential or intended end use of the item controlled?
As an employee:

- I am aware that the movement of goods, technology, services, data or money (even to another Johnson Matthey facility or Johnson Matthey company) across international borders, may be subject to import/export licensing requirements.
- I am aware that the movement of technology can occur through such means as physical, electronic (for instance, email), written and verbal exchange as well as through visual observations.
- I ask questions if I am unsure whether the movement of goods, technology, services, data or money is permitted.
- I understand that restrictions may apply to me or members of our team depending on our nationalities and whether we are working on or facilitating particular projects or business relating to particular countries.
Q. You have been asked to carry a sample of a Johnson Matthey product in your hand luggage when visiting a Johnson Matthey site abroad.

A. This should not be done in any circumstances. Apart from a company laptop and mobile, which will be subject to the Group Hand Carry Policy, all other goods should be shipped through your Shipping/Logistics Team.

Q. Your business is building a new plant overseas and you are unsure whether or not thought needs to be given to trade controls.

A. Export and/or import licences may be required for any production equipment or raw materials shipped to the new plant. Also, licences may be required for any technical services provided in the form of technology transferred or technical services provided within that country. Speak to Group Legal to obtain further guidance.
The following suspicious and questionable activities may be an indication that a particular transaction or commercial party may need further scrutiny or may be impermissible:

- The customer’s name or address is similar to one of the parties found on a denied parties list
- The customer or purchasing agent is reluctant to offer information about the end use
- The product’s capabilities do not fit the buyer’s line of business, or apparent technical capability. The buyer may decline routine installation, training or maintenance services
- A freight-forwarding firm is listed as the product’s final destination or the ‘ship-to’ address is a private residence, apartment building or in a Free Trade Zone.

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**Johnson Matthey’s core values relevant to this section:**

- Integrity
- Freedom to Act
- Best of Big and Small

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**More help and resources**

- Johnson Matthey Group Trade and Export Controls Policy
- Johnson Matthey North America Import and Export Compliance Manuals
- Group Hand Carry Policy
- Group Legal
- Group Ethics and Compliance
Company

I commit to protecting Johnson Matthey’s brand, assets and reputation
Physical Assets 58
Confidential Information 60
Intellectual Property 62
Business and Financial Reporting 64
Communicating Externally 66
Social Media 68
Inside Information 70
At Johnson Matthey, we work hard to provide a secure working environment and to minimise the potential impact of security threats wherever we conduct business.

We also look to protect all company materials, products, equipment and facilities from loss, damage or misuse and those in our care belonging to customers or third parties.

As an employee:
- I take steps to reduce security risks and advise management of risks as they become apparent
- I ensure that equipment is regularly maintained and in compliance with all health and safety requirements
- I ensure that up-to-date and thorough inventories are kept of materials and products
- I speak up when I suspect or know of any security breaches.
What would YOU do?

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

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

Q. There have been a number of thefts from your plant and you suspect you know who could be doing it, but you’re not sure.

A. Johnson Matthey will support you in speaking up and reporting your suspicions to your manager or Site Security. Do not attempt to prove a suspected security weakness or investigate an incident yourself.

Johnson Matthey’s core values relevant to this section:
- Health and Safety is our Priority
- Integrity

More help and resources
- myJM Security Knowledge Zone site
- Group Security Policy
- Corporate Risk and Assurance department
At Johnson Matthey we keep confidential information belonging to Johnson Matthey, or disclosed to Johnson Matthey by a third party, safe and secure in order to protect our interests and those of our business partners.

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

We will not disclose any confidential information, whether belonging to Johnson Matthey or to a third party, unless authorised to do so, or required by law and then only in a controlled way.

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As an employee:
- I recognise that confidential information is key to innovation at Johnson Matthey and must be protected
- I keep passwords confidential, only use secure IT and do not discuss confidential information where it may be overheard
- I know when I am dealing with confidential information and understand it may not always be clearly labelled as such
- I make certain there is an agreement in place that protects Johnson Matthey when disclosing confidential information to anyone outside the company.
What would YOU do?

Q. You are discussing with a new start-up company whether their exciting new technology could be used in any of Johnson Matthey’s catalyst products. The start-up company has asked for some data and scientific information about our catalyst products to understand the compatibility.

A. This information would be confidential information. Before you release any confidential information you should ensure that there is an agreement in place that prohibits the start-up company disclosing the confidential information to anyone else or using it in a manner that could damage the company.

Q. It has just been announced that a new recruit will be joining your team from one of Johnson Matthey’s biggest competitors. You are looking forward to asking the new recruit about the competitor’s strategy.

A. This information would be the competitor’s confidential information. The new recruit would have undertaken to keep his former employer’s information confidential as you have undertaken to keep Johnson Matthey’s information confidential.

Johnson Matthey’s core values relevant to this section:
• Integrity
• Ability and Innovation
• Freedom to Act

More help and resources
• myJM Security Knowledge Zone site
• myJM Intellectual Property department site
• Intellectual Property department
• Group Legal
At Johnson Matthey, we invest heavily in Research & Development (R&D) each year to develop new products, processes and businesses.

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

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

As an employee:
- I respect the IPRs of other companies
- I take care when using publicly available text and images to ensure I am not breaching any copyright
- I alert the Intellectual Property department if I am aware of IP that should be protected by an IPR but is not
- I speak up if I suspect that Johnson Matthey’s IP is not sufficiently protected or is being disclosed in breach of policy or if I suspect that Johnson Matthey is infringing another company’s IPRs.
What would YOU do?

Q. You are developing a new catalyst. A colleague mentions that she thinks a competitor has a patent that covers what you are doing and gives you a copy of the patent document. You cannot deduce from the patent document whether or not the catalyst you are developing is covered by the competitor’s patent.

A. Contact the Intellectual Property department and provide them with a copy of the competitor’s patent document and information about what you are doing. It is important that you obtain advice before continuing with the development to ensure you are not infringing your competitor’s IPRs or wasting time and money developing a catalyst that cannot be sold by Johnson Matthey.

Q. You attend a competitor’s presentation at a trade fair and notice some of our graphics have been used in their material.

A. Contact the IP department and discuss with them how to approach the competitor to request that they stop infringing our copyright.

Johnson Matthey’s core values relevant to this section:
- Integrity
- Ability and Innovation
- Freedom to Act

More help and resources
- myJM Intellectual Property department site
- Intellectual Property department
Business and Financial Reporting

The company’s books, records and financial reporting must reflect an accurate and honest picture of our business.

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

As an employee:

- I use honesty and care when submitting expense claims and, where appropriate, timesheets and ensure they are consistent with Johnson Matthey’s policies
- I ensure any contractual commitments I make on Johnson Matthey’s behalf, or transactions I authorise, are in accordance with my authority level
- I record all transactions accurately in the proper accounting period supported by appropriately detailed evidence and in accordance with Johnson Matthey’s accounting policies
- I am objective when writing reports to ensure they are balanced and do not just highlight good points
- I speak up and immediately report any potential misrepresentation of financial data or records and any incidence of potential fraud or deception.
Q. Your local travel and expenses policy allows small left over amounts of foreign currency to be donated to charity and the amount, up to a maximum of £10, claimed back. You have heard that some people claim £10 per trip whether or not they have given anything to charity. Is this acceptable?

A. This is fraud. You can only claim what you have actually given to charity.

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

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

Johnson Matthey’s core values relevant to this section:
- Integrity
- Best of Big and Small

More help and resources
- Group Control Manual
- Local Finance Manager or Financial Controller
- Division Finance Director
- Group Accounting
At Johnson Matthey, it is important that we act responsibly and consider the consequences of our actions when we communicate information about our business.

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

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

At Johnson Matthey, we also take care when offering sponsorship or providing endorsements. Making poor choices could damage our reputation. When considering requests for sponsorship or endorsements you must consider whether an association with that organisation or product is consistent with Johnson Matthey’s objectives or whether it could put our reputation at risk.

As an employee:
- I communicate information to external audiences on Johnson Matthey’s behalf only when specifically authorised to do so
- I forward any requests for information that I am not authorised to provide or feel uncomfortable discussing externally to my manager, Group Investor Relations and Corporate Communications or others in a position to respond
- I seek approval from Group Investor Relations and Corporate Communications or others authorised to provide approval before releasing statements about Johnson Matthey to the local or national press
- If I am designated to speak to the media on Johnson Matthey’s behalf, I will participate in media communications training before doing so.
What would YOU do?

Q. A journalist approaches you asking about Johnson Matthey’s latest acquisition. You know something about this and you think you can help answer the journalist’s questions.

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

Q. A customer you work with regularly asks for informal updates on Johnson Matthey’s upcoming financial results. You have heard the results are good.

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

Johnson Matthey’s core values relevant to this section:

- Integrity
- Ability and Innovation
- Freedom to Act
- Best of Big and Small

More help and resources

- myJM Group Investor Relations and Corporate Communications site
- Group Investor Relations and Corporate Communications
- Site Communications Spokesperson
Social media, such as Facebook, Twitter and LinkedIn, is a great way of keeping up-to-date with trends, obtaining information about best practice and building your network of contacts.

At Johnson Matthey we are expected to use social media responsibly at all times, whether at work or at home. Social media is a form of communicating externally and the same principles apply.

The line between personal and professional may be blurred on social media. Remember that what you write, post or contribute at all times is ultimately your responsibility. Johnson Matthey encourages and supports employees to act freely yet responsibly, keeping in mind the need to protect our confidential information. Careless use of social media could put you or Johnson Matthey at significant risk.

As an employee:
- I am responsible for everything I post on all forms of social media
- I use judgment and common sense when communicating externally
- I keep in mind that what I publish may remain public for many years
- I protect the privacy of others and Johnson Matthey’s confidential information
- I realise that it is the responsibility of each one of us to protect Johnson Matthey’s reputation.
Q.
Your business is being restructured and you are not happy about the changes. You want to share how you are feeling with your friends via your personal Facebook account.

A.
Johnson Matthey would encourage you to raise your concerns directly with your manager. However, if you choose to share your feelings via Facebook, think carefully before you write. Nothing in the Code is intended to interfere with, restrain or prevent employee communications about your employment circumstances. However, you should be considerate to others when doing so as well as keeping in mind what is considered to be confidential information.

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

A.
If you choose to contribute, you must only mention publically available information. It is appropriate to talk about work and have dialogue within a professional community but you must take care not to reveal confidential information when doing so.

Johnson Matthey’s core values relevant to this section:
• Integrity
• Ability and Innovation
• Freedom to Act
• Best of Big and Small

More help and resources
• myJM Group Investor Relations and Corporate Communications site
• Guide to Social Media at Work
• Press Releases and Public Relations Policy
• Site Communications Spokesperson
• Group Investor Relations and Corporate Communications
We do not trade in Johnson Matthey shares when in possession of inside information nor do we disclose that information to a third party or encourage a third party to deal in Johnson Matthey shares on the basis of inside information. Inside trading is a criminal offence in many countries in which we operate.

Inside information may include, for example, information relating to Johnson Matthey’s trading and/or financial results, its earnings forecasts, transactions such as acquisitions and disposals or any other major new developments in its business. Inside information is a form of confidential information that is not generally available to the public but, if it were, it is likely that it would have a significant effect on the Johnson Matthey share price.

As an employee:
- I do not deal in Johnson Matthey shares whilst in the possession of inside information
- I do not encourage, ask or instruct any third party to deal in Johnson Matthey shares whilst I am in the possession of inside information
- I follow the Johnson Matthey Share Dealing Code if I have been notified that it applies to me
- I do not engage in market abuse or manipulation by spreading false information about Johnson Matthey.
What would YOU do?

Q. You are working on an acquisition which you know could have an effect on the Johnson Matthey share price once announced. Your father has asked you whether he should invest in some Johnson Matthey shares in the near future.

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

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

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

Johnson Matthey’s core values relevant to this section:
• Integrity

More help and resources
• Company Secretariat
• Group Legal
I commit to supporting Johnson Matthey’s ambition to build a sustainable business
Environment 74
Product Stewardship 76
Community Investment 79
At Johnson Matthey, we acknowledge our obligation as a global company to protect the communities we operate in.

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

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

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

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

A.
Our sites must, at a minimum, be in compliance with applicable laws and regulations with all the necessary permits being held at all times.

Q.
During a routine inspection, it is observed that a hazardous material tank is beginning to fail.

A.
We are committed to managing our hazardous materials responsibly which includes safe storage to prevent releases. You should speak up about your observation so that the tank is either repaired or replaced.

🌟
Johnson Matthey’s core values relevant to this section:
- Health and Safety is our Priority
- Integrity
- Ability and Innovation
- Best of Big and Small

More help and resources
- myJM EHS site
- Group EHS Manager
- Site and Divisional EHS Managers
- Group Sustainability
At Johnson Matthey we recognise our responsibility to understand, manage and communicate the environmental and health and safety impacts of the chemical products we use and those we produce throughout their lifecycles.

We aim to protect our people, the users of our products and the environment through the use of the safest possible chemical products and processes able to deliver the necessary technology performance. Our commitment to product stewardship is a key element of our sustainability agenda.

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

- I ensure I am aware of the hazards associated with the chemicals I handle.
- I am attentive to situations of actual or potential unsafe handling/use of chemical products.
- I do not purchase, manufacture or supply chemical products without first carrying out the appropriate safety assessments and regulatory reviews.
Q. A cheaper alternative supplier of a key raw material has been identified. The supplier qualification procedure raises uncertainties about that supplier’s compliance with chemical registration requirements in their country of operation. Johnson Matthey is not obliged to comply with these requirements.

A. We are committed to compliance with all applicable regulations and cannot deal with suppliers who do not comply with the law. Discuss the legal requirements with the supplier. If they are, in fact, applicable and the supplier cannot meet them, we should find an alternative supplier.

Q. You have designed an alternative manufacturing process that uses a significantly less hazardous raw material than our current process and you want to scale-up the process. However, you have some concerns that the process may generate more hazardous waste materials.

A. Product stewardship in Johnson Matthey needs to consider all stages of a product’s lifecycle, including by-products and wastes generated by our manufacturing processes. In making the decision to move the process to scale-up you should take into account the hazard profiles of the raw materials, intermediate and final products as well as the wastes, the measures that will be required to control exposures and how any waste will be disposed of.

Johnson Matthey’s core values relevant to this section:
- Health and Safety is our Priority
- Integrity
- Ability and Innovation
- Best of Big and Small

More help and resources
- myJM Product Stewardship site
- Group Product Stewardship Manager
- Site and Divisional Product Stewardship team
At Johnson Matthey, we believe that investing in our communities is a key part of our social commitment to the places in which we operate.

We have an important contribution to make to the social and economic development of our local communities, not only as an employer but also through collaboration and investment, both financial and in kind. We also aim to support the future growth of our business through the promotion of science education among young people. To achieve these goals, Johnson Matthey encourages all its operations to undertake a community investment programme.

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

As an employee:
- I can participate in my site’s community investment programme by volunteering in the local community or with a charitable organisation or participating in fundraising activities for a charity
- I ensure that I follow the Group Community Investment Policy before committing to any community investment including charitable donations
- I do not involve Johnson Matthey in civic or political activities that I undertake in a personal capacity.
What would YOU do?

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

A.
Speak with your manager explaining the background to the activity, your desire to participate and request his or her approval to participate.

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

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

Johnson Matthey’s core values relevant to this section:

- Health and Safety is our Priority
- Integrity
- Freedom to Act
- Best of Big and Small

More help and resources

- Group Community Investment Policy
- Johnson Matthey North America Community Investment Volunteering Policy
- Business Site Community Champion
- Group Investor Relations and Corporate Communications
I COMMIT TO working ethically and in accordance with Johnson Matthey’s values by:

1. Understanding and following the principles in the Code
2. Asking for help and speaking up when I have concerns
3. Working safely and respecting the rights of others
4. Doing business responsibly, fairly and legally
5. Protecting Johnson Matthey’s brand, assets and reputation
6. Supporting Johnson Matthey’s ambition to build a sustainable business
For more information visit myJM