

# McWANE

THE McWANE WAY • FOR GENERATIONS

## DOING THE RIGHT THING

Reference Guide to the McWane, Inc.  
Code of Ethical Conduct  
in the Workplace





For Generations

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## MESSAGE FROM THE CHAIRMAN

**O**ur Company has a proud heritage of hard working people, who for over 90 years have manufactured high quality products for the infrastructure of our country. Over the past several years we have seen many new changes and challenges in our business that affect the way that we manage, operate and plan for our Company's future. Some of these changes have been internal, as we have expanded the number and scope of our operations into new markets around the world. Other challenges have been external, such as the increase in foreign competition.

Whatever the source or nature of these challenges, we will meet them successfully if we constantly adhere to the "McWane Way". The McWane Way that I speak of is a commitment:

- To a core set of principles centered on integrity, competence, respect and fairness
- To our team members and their families
- To the communities where we live and work; and to our customers

It is about doing the Right Thing, even when it is not the easiest or least expensive thing. It is about protecting the health and safety of our team members, and embracing our duty to be good stewards of our environment. This is the McWane Way that will take our Company to the highest level of corporate responsibility. We must work hard to ensure that these core principles remain ingrained in our culture, so that they define our management, operations, products, customer service, and our personal relationships.

As we conduct our business, situations can arise that might pose serious dilemmas for each of us. Some are ethical, some legal and some simply a question of judgment. To help you make these decisions McWane, Inc. has established a Code of Ethical Conduct in the Workplace to help you better understand the McWane Way and to reinforce individual and corporate ethical behavior. This reference Guide is just an introduction to the Code. The Code and many other resources are located on the "McWane Way" page of our website at [www.mcwane.com](http://www.mcwane.com).

Please read this Guide and the referenced policies, and make these principles a part of your business life. All team members are expected to abide by both their letter and spirit.

Thank you for your continued dedication to the McWane companies, for making McWane the industry leader in manufacturing skill and quality and for your commitment to upholding the standards set forth in our Code.

Sincerely,  
C. Phillip McWane, Chairman



## TEAM McWANE COMMITMENTS

**B**y joining the McWane Team, we have each made a commitment to act ethically and to lead with integrity. This commitment is imbedded in the McWane Way. Our Code of Ethical Conduct in the Workplace (the "Code") shows us how to uphold this commitment as we interact with the various groups that have a stake in our Company's success.

### OUR COMMITMENT TO OUR FELLOW TEAM MEMBERS

We treat one another fairly and with respect, valuing the talents, experiences and strengths of our diverse workforce.

### OUR COMMITMENT TO OUR CUSTOMERS

We maintain the trust of our customers, providing the best products on the market and adhering to honest, ethical, and legal practices in all that we do.

### OUR COMMITMENT TO THE MARKETPLACE

We deal fairly with our business partners and suppliers, acting ethically and upholding the law in everything we do.

### OUR COMMITMENT TO OUR COMPANY

We act honestly and transparently at all times to keep our Company safe and strong.

### OUR COMMITMENT TO OUR COMMUNITIES

We comply with all applicable laws, protecting our natural resources and supporting the communities where we live, work and do business.

# GETTING STARTED

## WHY DO WE HAVE A CODE?

Our Code outlines the behaviors we must follow to uphold our Company's ethical standards. It shows us how to resolve ethical dilemmas and provides the information we should use when we have questions or concerns. For purposes of the Code, our "Company" or "McWane" includes all divisions and subsidiaries of McWane, Inc.

## WHO MUST FOLLOW THE CODE?

All team members, including managers, supervisors and officers, must act according to the principles set forth in our Code. We also expect everyone working on our Company's behalf, including consultants, agents, suppliers and business partners, to adhere to our ethical standards. We may never ask a third party to engage in any activity that violates these standards.

## WHAT ARE OUR RESPONSIBILITIES?

As McWane team members, we have made a commitment to understand and follow the principles set forth in the Code. In addition, we are required to:

- Familiarize ourselves with and follow all policies, laws and regulations that apply to our jobs, whether set forth in the Code or not
- Conduct our business according to the highest ethical and legal standards
- Report concerns and known or suspected misconduct immediately

We certify annually our commitment to these principles. When we do so, we commit to disclose any misconduct we know of and have not previously reported, and state that we are not aware of any violations of our Code.

McWane managers and supervisors have additional responsibilities. In particular, managers and supervisors are required to:

- Act as role models, acting ethically at all times
- Help other team members understand the behaviors expected of them
- Create an environment in which team members are comfortable raising questions and concerns
- Monitor team members' business conduct to ensure compliance with our Code
- Ensure team members receive Code training

Team members must immediately report any known or suspected ethical or legal misconduct. They must never retaliate or ignore acts of retaliation against others. Any team member who fails to report a violation may be subject to discipline, up to and including termination.

## HOW WILL I KNOW IF THERE IS A PROBLEM?

Our Code attempts to address the most common legal and ethical issues that we might encounter. However, it cannot address every question that might arise. When you face an ethical dilemma, think through the issue and reference available resources, such as Company policies and procedures, which can be found on the "McWane Way" page at [www.mcwane.com](http://www.mcwane.com). You can assess the situation by asking yourself the following questions:

- Do I think my action complies with the law?
- Does it feel like the right thing to do?
- Does it follow our Code and all other McWane policies?

If you cannot answer "yes" to all of these questions, or if you have any additional questions about the situation, do not take the action without seeking further guidance.

You might also come across situations that pose ethical dilemmas while conducting business internationally. If another country's local law, custom or practice conflicts with U.S. law, Company policy or the Code, do not hesitate to seek guidance from the Legal Department.



## HOW SHOULD I SEEK GUIDANCE AND REPORT CONCERNS?

If you are aware of or suspect unethical or illegal conduct, you have a duty to report the issue or seek guidance. You should speak first to your immediate supervisor. If this does not resolve the issue, or if you are not comfortable bringing the concern to your immediate supervisor, please go to one of the following:

- Your department or division head
- Your Human Resources Manager
- Your environmental or health and safety manager
- Your General Manager
- Your group director for environmental, health, safety or human resources
- The Senior Vice President for Environmental, Health and Safety
- The McWane Access Line (877-231-0904); or McWane Legal Department (205-414-3100)



**WHAT IF I WOULD LIKE TO MAKE AN ANONYMOUS REPORT?**

You may make an anonymous report by calling the McWane Access Line, which is operated by an independent company and is available 24 hours a day, 365 days a year. If you choose to make an anonymous report, your anonymity will be protected to the fullest extent possible. Keep in mind, however, that maintaining your anonymity might limit our Company’s ability to investigate your concerns.

**WHAT IF I AM CONCERNED ABOUT RETALIATION?**

Our Company does not tolerate acts of retaliation against anyone who makes a good faith report of known or suspected ethical or legal misconduct. A “good faith” report means that you have provided all of the information you have and you believe it to be true, and that you are not reporting the information for an improper purpose. In addition, our Company prohibits retaliation against anyone who participates in investigations in good faith.

Retaliatory acts may lead to disciplinary action against the person responsible for the retaliation, up to and including termination. If you believe you have experienced retaliation, you should report it immediately.

**WHAT ARE THE CONSEQUENCES FOR VIOLATING THE CODE?**

Violations of our Code can carry serious consequences, including disciplinary action up to and including termination, and possible civil or criminal liability. While certain sections of our Code reference the potential consequences of ethical and legal misconduct, keep in mind that our Company retains the right to apply disciplinary action in response to all acts of misconduct.

**WHO DO I CONTACT?**

If you are located in the United States, its territories or Canada, you may make a report by calling the McWane Access Line at 1-877-231-0904. The McWane Access Line is available 24 hours a day, 365 days a year.

McWane will investigate all reports promptly, thoroughly and fairly, taking appropriate action whenever necessary. You are expected to participate in any investigation when asked, and to the extent practical, efforts will be made to safeguard your confidentiality both during and after the investigation.

If a matter which might require legal assistance comes to your attention, please contact the Legal Department to arrange for legal services for the Company.

**TEAM McWANE COMMITMENT**



**RESPECT AND PROMOTE DIVERSITY**

*Work to create a positive and diverse workplace that is free from discrimination.*

By joining the McWane Team, each team member has made a commitment to treat each other fairly and with respect. This means that the McWane Team must not make any employment-related decisions based upon a person’s race, color, gender, national origin, age, religion, citizenship status, disability, medical condition, veteran status, marital status or any other basis protected by law. The legal protections against discrimination extend to all aspects of employment, including:

- Hiring
- Promotions
- Termination
- Compensation
- Transfers
- Training
- Working conditions
- Benefits



**EXAMPLE**

Tom is interviewing candidates for a front-line sales position. Marie, a team member with a disability that causes her to use a wheelchair, has applied. Marie has excellent social skills and performance reviews, but Tom believes that a person who is not in a wheelchair may achieve higher sales. Should Tom pass Marie over?

No. Tom’s actions would be discrimination in violation of the law. He should not consider her disability in making his decision, unless her disability would prevent her from performing a substantial element of her job.

You should refer resumes, job inquiries and job applications to the personnel director for your division or department in which the applicant is seeking employment.



### EXAMPLE

Miranda feels harassed by her coworker, Gary who constantly comments on her appearance in a way that makes her feel uncomfortable. She has asked him to stop, but he continues. It's gotten to the point where she hates to come to work. What should she do?

Miranda should report the situation to a manager she feels comfortable with or anyone listed on the back page of the Code.

## PROMOTE A HARASSMENT-FREE WORKPLACE

*Work to promote a workplace that is free from harassment.*

Ensure that our workplace is free from harassment. While the definitions of harassment and sexual harassment may vary from one country to another, at our Company, harassment includes any unwelcome conduct that has the purpose or effect of creating an intimidating, offensive or hostile work environment. It can take many forms, including physical actions, spoken and written remarks and videos or pictures. Sexual harassment can include unwelcome sexual advances, requests for sexual favors or other physical or verbal conduct of a sexual nature. Regardless of the form it takes, harassment negatively affects individual work performance and our workplace as a whole, and it will not be tolerated.

## MAINTAIN A SAFE AND HEALTHY WORK ENVIRONMENT

*Follow all safety and environmental procedures and report any hazards or unsafe behavior.*

McWane, Inc. will uphold the following principles in all of our business activities through management commitment, team member involvement and allocation of adequate personnel and other resources:

- **Compliance:** We will manage our business activities to meet all governmental laws and regulations as well as internally established environmental, health, and safety requirements

- Our goal is 100% compliance, 100% of the time
- **Protection:** We will conduct our activities in a responsible manner to protect our team members, the public, and the environment by focusing on injury and illness prevention, pollution prevention and minimizing impacts and risks to the environment from our operations
- **Improvement:** We will continually improve our environmental, health, and safety performance with a primary focus on setting and achieving goals and objectives

Every team member and agent of the Company is required to uphold both the letter and the spirit of the Environmental, Health and Safety (“EHS”) Policy and to cooperate with the Company’s EHS audit teams, other EHS personnel, government agencies and others in their efforts to carry out the EHS Policy.

Supervisors and managers in the Company must fulfill the following additional responsibilities:

- Identify the specific EHS responsibilities that apply to your team members
- Ensure that personnel at our facilities receive environmental, health and safety training applicable to their job responsibilities or needs and the requirements of the EHS Policy
- Ensure that sufficient training is conducted so that team members can uphold their EHS responsibilities
- Identify EHS issues and be open to the concerns of team members
- Develop and implement action plans to resolve identified EHS issues by taking those actions that may be necessary and consistent with the Company’s EHS commitment
- Provide for adequate consideration of EHS factors throughout the Company’s planning and operational activities
- Develop and implement programs designed to prevent the occurrence of EHS problems and reduce short- and long-term risks
- Ensure that there are checks and balances to control and discourage behavior and activities that may undermine the Company’s commitment to EHS matters

Acts or threats of violence interfere with our commitment to health and safety and will not be tolerated. Any threatening behavior, even if made in a seemingly joking manner, must be reported immediately. If you or someone you know is in immediate danger, call local law enforcement authorities before reporting the incident through the normal channels.

Drugs and alcohol in the workplace affect everyone’s safety. Being under the influence of either can negatively affect job performance and cause severe safety hazards. You may not possess, distribute or be under the influence of alcohol or illicit drugs while on McWane property or when conducting Company business. In addition, you must always conduct yourself according to our Drug-Free Workplace/Substance Abuse and Testing Policy, especially with respect to the possession or use of alcohol, prescription drugs and other controlled substances.



## SAFEGUARD PROTECTED PERSONAL INFORMATION

*Safeguard legally protected personal data.*

Our Company should protect legally protected personal, medical and financial information, whether in paper or electronic format.

Common examples of confidential employee information include:

- Benefits information
- Compensation information
- Medical records
- Contact information, such as home address and telephone numbers

You may not access any fellow team member's sensitive information without specific authorization based on a business-related need. If you do have access to this information because of the nature of your job, you must take special care to safeguard it and to use it only to the extent necessary to do your work in accordance with the law.

### **For more information see:**

Human Resources Policies; Summary of Certain Additional Laws Affecting Employment; Summary of Certain Environmental and Health and Safety Laws; and Environmental, Health and Safety Policy found on the "McWane Way" page at [www.mcwane.com](http://www.mcwane.com).

# OUR COMMITMENT TO CUSTOMERS AND PARTNERS



## PRODUCE PRODUCTS OUR CUSTOMERS CAN TRUST

*Ensure that the products we sell are safe and comply with applicable laws.*

Our Company manufactures and sells high quality products that are safe and meet or exceed industry standards. If you are involved in the manufacture of our products or have contact with the equipment or materials used to produce them, you must follow all quality procedures that apply to your job.

An important aspect of maintaining customer trust is holding our suppliers and contractors accountable for the quality and safety of the products and services they provide to us. If you know or suspect that a supplier or contractor is not upholding its commitments to quality and safety, it is your responsibility to report the situation.

## MARKET OUR PRODUCTS ETHICALLY AND DEAL FAIRLY

*Never intentionally make misleading or false statements about our products or those of our competitors.*

Our Company truthfully markets, promotes and advertises its products and deals fairly with our suppliers. This is consistent with our Company's commitment to acting honestly in all business affairs.

Team members should:

- Make only fair, fact-based comparisons between our products and those of our competitors
- Not intentionally misstate the facts or mislead customers through Company advertisements, labeling, packaging or promotions
- Provide only honest and truthful information to our business partners and suppliers



### EXAMPLE

Nick is negotiating with a supplier and striving to get the lowest possible price for McWane. He considers mentioning to the supplier that offering a very low price now will lead to increased business from McWane in the future. Nick knows that this will never happen, but wants to help our Company. Is this the right thing to do?

No. Nick must only make statements that are completely honest and truthful when negotiating with our suppliers. Even though the statement Nick is considering making may benefit our Company in the short term, taking unfair advantage of our suppliers is unethical and won't benefit anyone in the end.

**For more information see:** Summary of Certain Laws Prohibiting Unfair Methods of Competition, located on the "McWane Way" page at [www.mcwane.com](http://www.mcwane.com).

# OUR COMMITMENT TO THE MARKETPLACE

## COMPLY WITH COMPETITION AND ANTITRUST LAWS

*Compete in compliance with all applicable competition laws.*

Avoid any discussions that might be construed as an attempt to collude with a competitor to fix or stabilize prices, to allocate markets or customers, or to engage in any form of group boycott. To avoid such conduct all team members should refrain from discussions or exchanges with competitors about:

- Prices or price-related information, such as promotional spending or terms, costs, product supply, market share, marketing, territories or other sensitive marketing information
- The allocation of markets, territories or customers
- A refusal to deal with a third party
- Any other topic related to a reduction of competition in the marketplace

If a competitor attempts to discuss any of these topics, stop the conversation and report the incident to the Legal Department immediately. Be particularly careful at industry association meetings or events to avoid even the appearance of inappropriate behavior.

Policies that restrict the behavior of our customers in the purchase or resale of our products can also raise issues that require further analysis, as can proposals for joint developments, alliances, working relationships, business acquisitions and product acquisitions or licensing, and other business proposals. In such situations, always refer such situations to senior management before proceeding.

Antitrust and competition laws are complex, and violations can result in severe consequences, with possible criminal sanctions. The Company's Antitrust Policy is designed to assist you in understanding and complying with antitrust laws. For further guidance, speak to the Legal Department.



### EXAMPLE

Lucy recently attended a conference where she met Anna, who works for a competitor. At lunch, Anna implied that if Lucy could get McWane to charge more for a certain product, Anna would make sure her company did the same. How should Lucy respond?

Lucy should tell her friend that this isn't a proper discussion, excuse herself and report it to the Legal Department. Price fixing violates antitrust and competition laws and can carry severe consequences for both individuals involved and the Company.

## APPROPRIATELY GATHER AND MAINTAIN THIRD-PARTY INFORMATION

*Obtain competitive information legally and ethically and safeguard the information provided to us by business partners and suppliers.*

Gathering information about the marketplace is essential to keeping us competitive, but we should only acquire information in a legal and ethical manner. If a coworker, customer or business partner has competitive information which they are required to keep confidential, we must not encourage them to disclose it. Be particularly mindful of this restriction when talking to new McWane team members about their former employers.

While conducting McWane business, if you become aware of confidential information about another company that has been inadvertently disclosed, seek guidance from the Legal Department before using or acting upon this information. The Company will not profit from information if it has no ethical right to it.

In addition, you might receive confidential information from Company business partners and suppliers in the course of Company business. If asked to do so, you should safeguard this information and must honor all contractual commitments. This means you must also protect third-party intellectual property, such as inventions and software, from disclosure or misuse. This obligation continues even after your employment ends.



### EXAMPLE

John receives an email from his friend Steve, who works for a McWane competitor who also purchases products from McWane from time to time. In addition to the answer to John's question about a product that Steve's company is buying from McWane, attached to Steve's email is confidential information about another of his company's promotional strategies that could be useful to McWane's marketing planning process. John knows that Steve didn't mean to send it, but figures that, since he has the information, he can use it. Is this okay?

No. It appears that Steve disclosed this information inadvertently, so John shouldn't use it without seeking guidance from the Legal Department.

**For more information see:** Antitrust Policy, Summary of Certain Laws Prohibiting Unfair Methods of Competition, Information Gathering on Third Parties Policy and Confidential and Proprietary Information and Intellectual Property Policy located on the "McWane Way" page at [www.mcwane.com](http://www.mcwane.com).

## OUR COMMITMENT TO OUR COMPANY



### MAINTAIN ACCURATE FINANCIAL RECORDS

*Ensure that the information contained in our financial records is complete, fair, accurate, timely and understandable.*

All entries in McWane's financial records should give an honest picture of the results of our operations and our financial position by complying, not only with our Company policies, but also with laws, rules and regulations that govern our Company financial accounting and reporting. In particular, this means that team members must:

- Accurately record all assets, liabilities, revenues and expenses
- Follow all internal control procedures
- Never make false or artificial journal entries
- Never establish unsupported reserves or accruals

Senior financial officers have heightened responsibilities. They must ensure that the financial information contained in the Company's periodic reports is complete, fair, accurate, timely and understandable. In addition, senior financial officers are required to:

- Help maintain reliable internal controls, assess their quality and effectiveness, implement improvements and report or resolve weaknesses that could materially affect or render financial disclosures or reports inaccurate
- Inform the Company President of transactions, events or circumstances that could have a material impact on our Company's financial reports
- Fairly and accurately represent material facts or circumstances when interacting with those individuals who prepare McWane financial statements or our auditors
- Ensure that those who perform accounting or financial reporting functions know and adhere to these principles

You must immediately report accounting or auditing irregularities. In addition, you must report:

- Any material violation of any law, rule or regulation
- Any incidence of fraud, whether or not material, by any person, including those with accounting or financial reporting responsibilities in connection with financial disclosures or reports
- Any material information, including any deficiency in our internal controls, that could affect or render untrue the information contained in our financial reports

## MANAGE RECORDS PROPERLY

*Follow record retention guidelines and cooperate with audits, internal investigations and government investigations.*



Properly maintain our Company records by following the guidelines set forth in our Record Retention Policy. This policy sets forth the length of time you should maintain Company records and how to dispose of them.

If you are notified or become aware that documents in your possession or control could be relevant to an investigation, audit, or anticipated or pending legal matter, follow the guidelines set forth in the notification or alert the Legal Department. A notification of such a situation is commonly referred to as a "litigation hold." You must not destroy any document subject to a litigation hold unless and until instructed by the Legal Department. Seek guidance if you have any questions or concerns about document retention or destruction issues.

If management, our auditors or government investigators request information or documentation from us, you must cooperate. This means you may not falsify, conceal, alter or destroy such information. Such behavior may lead to termination, as well as potential criminal prosecution. If you believe that documents are being falsified or improperly concealed, altered or destroyed, you must report the situation. In addition, if you believe that an external investigation involving the Company may occur or is already underway, inform the Legal Department immediately.

## SAFEGUARD OUR COMPANY'S ASSETS

*Protect our Company's property and use it properly and for legitimate business purposes.*

### Protecting Physical Assets

Take great care when using our Company's assets and protect them at all times from loss, damage, theft, misuse or waste. In addition, only use Company assets for legitimate business purposes, unless limited personal use is permitted by Company policy.

### Protecting Proprietary and Confidential Information, Trademarks, Brands, Patents and Other Intellectual Property

Information is one of our Company's most valuable assets. Such information may include trade secrets, such as pricing plans, cost information, sales figures, customer lists and data, financial results and product information, as well as intellectual property, including inventions, trademarks, brands and patents. You may not disclose to a third party our Company's proprietary and confidential information without prior authorization. Your obligation to protect this information continues even after your employment ends.

To protect the value and recognition of McWane's confidential information and intellectual property, the Company has developed a policy setting forth ownership rights and responsibilities of the Company and team members, including guidelines that specify how and when items may be used. Follow these guidelines whenever you use the Company's trademarks and brands, whether in internal and external communications or in materials prepared by third parties.

### Using Computers and Network Systems

Use our computer and network systems appropriately at all times. You must take care to compose all emails, text messages and other electronic communications in the same professional manner as our other written correspondence.

While limited personal use of our computer and network systems is allowed, make sure that your personal use does not detract from your work. In addition, never use our computers, Company-issued cell phones or network systems for improper purposes, such as:

- Communicating inappropriate, sexually explicit or offensive statements
- Viewing sexually explicit or offensive materials
- Spreading profanity, derogatory remarks, discriminating or harassing comments or threatening or abusive language

When in doubt about what is and is not allowed, seek guidance.

When using Company-provided technologies, such as computers, cell phones and voicemail, you should not expect that the information you send or receive is private. The Company may monitor such activity, and may review such information at any time. The Company also reserves the right to block access to inappropriate internet websites, as well as the transmission of inappropriate emails or files.



### EXAMPLE

Adam often works in the office after hours. Sometimes, when he is alone in the office late at night, he reads personal emails that some may find obscene and forwards them to his friends. Adam figures that he's not disturbing anyone and he doesn't think he's harming the Company since he's doing this after operating hours. Is Adam right?

No. It's never okay to use Company computers or network systems to view or forward inappropriate emails, even if you're alone in the office, at home or on a business trip. Also, Adam shouldn't expect any privacy when using the internet or sending emails using Company equipment and systems.

### Purchasing Goods and Services Wisely

The responsibility that rests with a team member who spends Company resources is a serious one. All purchasing decisions must be made with the highest levels of honesty and integrity. The Company contracts with suppliers and contractors on the basis of competitive price, quality, service and delivery. Purchasing decisions must only further the business interests of the Company, and personal favoritism should not be part of the buying process.

Any arrangement with third party independent contractors (i.e., vendors, suppliers, consultants, engineers, interior designers, space planners, construction contractors, import agents, trucking companies, brokers, etc.) providing goods or services to McWane must comply with the Company's Guidelines for Dealing with Independent Contractors. These Guidelines require proper authorization and documentation for all such arrangements, as well as compliance with EHS, Insurance and other specifications.

## AVOID CONFLICTS OF INTEREST

*Never let your personal interests interfere with your duty to make sound, unbiased business decisions.*

Conflicts of interest arise in many different forms. In general, a "conflict of interest" occurs when a personal or family interest interferes with your ability to make sound, objective business decisions on behalf of the Company. Avoid any situation that might create even the appearance of bias. If you have knowledge about a possible conflict of interest, you should disclose it immediately.

While it is impossible to address every situation where a conflict of interest may arise, the following sections provide guidance for some of the more common situations.

### Giving and Accepting Gifts and Entertainment

Business gifts and entertainment are often appropriate courtesies that build corporate goodwill between our Company and those with whom we do business. However, a conflict of interest may arise if these courtesies are used to influence a business decision. You may not accept a business gift or entertainment if:

- Doing so would make it difficult, or appear difficult, to make a fair and unbiased decision
- It exceeds a nominal value
- It exceeds commonly accepted business practices

Ensure that a conflict of interest does not arise when you give gifts, provide favors or extend any sort of special consideration or discount. You may not give business gifts or entertainment:

- To influence a business decision
- With the expectation of receiving anything of value in return
- If it exceeds accepted business practices

Unless specifically authorized, you may not give or accept a business gift if it is cash or a cash equivalent without express approval from the Legal Department. In addition, there are strict rules that govern giving gifts and entertainment to government officials.



### EXAMPLE

Joan wants to show her appreciation to a group of her customers by sending each of them a pair of tickets to an NHL hockey game in their city, valued at U.S. \$1,000. Is this okay?

Joan should speak with her manager before doing this. While sporting event tickets may be a good way to give thanks and build relationships with our business partners, this is a rather expensive gift. Such a lavish gift could create the appearance that Joan is trying to sway a business decision or create a sense of obligation with her customers, and may violate her customers' ethics policies.

### Doing Business With And Supervising Family Members

Avoid personal relationships that could improperly influence, or appear to improperly influence, business decisions. Without the express permission from the senior manager of your facility, you may not:

- Have direct or indirect reporting responsibility over an immediate family member such as your spouse, domestic partner, parents, children, siblings, parents-in-law, brothers- and sisters-in-law, sons- and daughters-in-law and anyone who resides in your home
- Put other team members in the position of having direct or indirect reporting responsibility over their family members
- Directly or indirectly, engage our Company in a business relationship with a family member or a business in which a family member is a partner, officer or director

A “business relationship” includes any situation where money is paid, other than for employment purposes. In addition, you must disclose to your manager any intimate relationship that you have with a person who directly or indirectly reports to you. If you are a manager and learn of such a situation, you must immediately advise senior management of the situation and your plan for resolving it.



#### EXAMPLE

My brother's company is seeking to become a supplier to McWane. Does this create a conflict of interest?

If you have decision-making authority in the supplier selection process or with respect to your brother's company, a conflict of interest exists. Even if you do not have such authority, this relationship may create the appearance of a conflict of interest. You should report the situation and remove yourself from the decision-making process if you are in any way involved.

### Participating in Outside Business Interests and Outside Employment

Investing or otherwise participating in another business or taking outside employment might also create a conflict of interest. Never use Company resources, including Company time or assets, to perform work on behalf of another business or for individual gain.

In general, do not:

- Participate in businesses that offer, manufacture or sell products or services that compete with or are similar to our Company's products or services
- Enter into personal transactions with our suppliers or customers other than on terms and conditions generally available to the public or Company team members
- Serve as an officer or a general or managing partner of a company that does business with ours
- Invest in customers, suppliers or competitors if they are not publicly traded on a national securities exchange or traded on the over-the-counter market

You may invest in publicly traded customers, suppliers or competitors if the stock you own or control is less than one percent of the total stock issued and outstanding for that company. However, if you own or control stock in a customer, supplier or competitor's company, you may not participate in the selection, contracting or decision-making process with respect to that company without first disclosing our interest to the Legal Department. These limitations do not apply if the financial interest is through an investment in a mutual fund, so long as you have no influence over the fund's investment decisions.

### Serving on a Board of Directors

Serving on the board of directors for an outside company, especially those that supply goods or services to McWane or purchase our goods or services, requires advance approval from your General Manager (or, in the case of corporate team members, the senior vice president responsible for your department). While serving on the board of directors for a non-profit organization is encouraged and does not require prior approval, you may only accept this position if it does not interfere with your ability to perform your job duties.

### Accepting Corporate Opportunities

Never take personal advantage of a business or investment opportunity that you become aware of through your work for McWane, unless and until our Company has had an opportunity to evaluate it and has chosen not to pursue it.

## PROTECT McWANE'S REPUTATION

*Do not make public statements about our Company unless authorized to do so.*

It is important for us to speak about our Company with one consistent voice and team members must uphold the value of the Company's reputation and good name whenever representing the Company. Therefore, you may not make public statements on our Company's behalf unless you have been designated as a Company spokesperson.

If the Company has requested that you act as an employee, officer, director, partner, consultant, representative, agent or adviser of another entity, you should discuss the situation with your immediate supervisor for any special rules that might apply. In other cases, such as when speaking on business or technology topics in a public setting or posting on the Internet, you must make it clear that

you are expressing your own views and not those of the Company, unless you have been designated as a Company spokesperson. Additional rules apply to articles, papers and speeches related to Company products, operations or interests.

### COMPLY WITH GOVERNMENT CONTRACTING REQUIREMENTS

*Follow all public-sector procurement laws and regulations.*

An important part of our business is with the public sector, including federal, state and local governments. Public concern with the relationship between business and government has led to an enhanced emphasis on legal controls to regulate the contacts between government and business. The basic purpose of public-sector procurement laws and regulations is to ensure that the public sector obtains the best possible products and services at the lowest prices. Nevertheless, laws vary widely and may be vague and subject to different interpretations. Our operations may be subject to the regulations of more than one jurisdiction and these can sometimes be conflicting.

Our business conduct must reflect our Company's commitment to serve the public trust in accordance with the law. To accomplish this, each team member must understand and adhere to all applicable laws and regulations while effectively meeting the customers' business requirements.

#### *For more information see:*

- The section of this Guide entitled "Following Anti-Corruption Laws"
- The following policies located on the "McWane Way" page at [www.mcwane.com](http://www.mcwane.com): Recording and Reporting of Information; Taxes; Public Procurement and Relationships with Governmental Entities; Global Anti-Corruption; Record Retention; Confidential and Proprietary Information and Intellectual Property; Internet-Related Systems; Purchasing Goods and Services; Gifts, Travel and Hospitality; Conflicts of Interest; and Media Relations
- Guidelines for Dealing with Independent Contractors, found on the "McWane Way" page at [www.mcwane.com](http://www.mcwane.com)



## OUR COMMITMENT TO THE GLOBAL COMMUNITY



### FOLLOW GLOBAL TRADE LAWS

*Comply with the local laws in the countries where the Company does business and follow all U.S. laws that apply to any foreign business the Company conducts.*

Always comply with the laws in the jurisdictions where the Company does business. In the event a local law, custom or practice conflicts with our Code or a Company policy, please contact the Legal Department.

McWane delivers its products, services and technology to countries all over the world and purchases goods and services globally. Therefore, you must adhere to trade restrictions and anti-corruption laws and regulations that apply to international trade. If your work involves selling or purchasing items internationally, then you should be familiar with the Company's International Trade Compliance Program and the policies contained within it. For guidance on export and import controls, economic sanctions programs, anti-boycott and anti-corruption issues, please contact your division's International Trade Compliance Coordinator, McWane's Chief International Trade Compliance Officer or the Legal Department.

### PROTECT THE ENVIRONMENT

*Meet or exceed the environmental laws and standards that apply to our Company.*

Our responsibilities as good corporate citizens extend beyond designing, producing and selling products of superior quality. Our strong commitment to protect our environment, our fellow team members and the public is reflected in the Company's EHS Policy discussed in the section of this Reference Guide regarding maintaining a safe and healthy work environment.

### SUPPORT OUR COMMUNITIES

*Our values and ethical standards guide us to make a positive difference in our communities.*

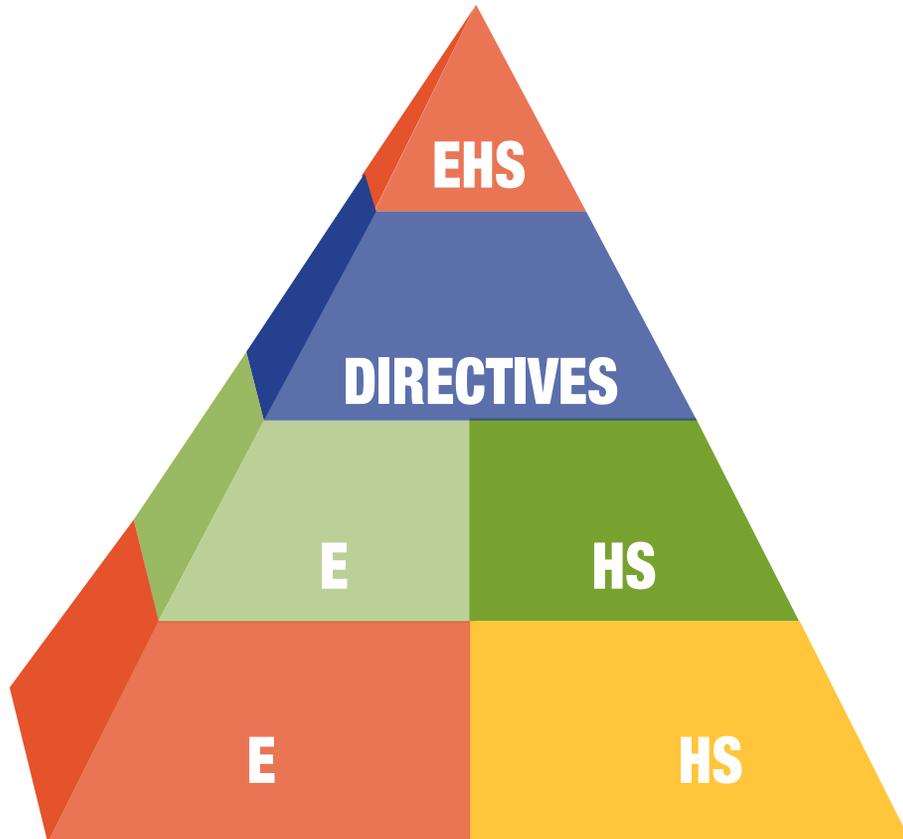
The Company recognizes that its team members might become involved in political and civic affairs. All efforts on behalf of the Company should be approved by senior management in advance, and must be conducted in compliance with applicable law and the highest standards of ethical behavior. Unless authorized by management, your participation in such matters must be on an individual, not Company, basis and on your own time. Our policy prohibits team members from using Company resources to conduct political activities on behalf of the team member. Employees who are foreign nationals have additional restrictions and requirements imposed by law.

If you have any questions concerning the limitations on corporate activity under federal or state election and political contribution laws, you should consult the Legal Department.

**For more information see:**

■ The following policies located under the “Sites” tab and “Code of Conduct” on the McWane SharePoint site: Global Anti-Corruption; Public Procurement and Relationships with Governmental Entities; Summary of Certain Environmental Laws Affecting Our Business; Political Contributions and Political Activities of Foreign National Employees

■ The following policies on the “EHS Dashboard” under the “Sites” tab on the McWane SharePoint site: International Trade Compliance Program and Environmental, Health and Safety Policy and EHS Directives, Procedures, Work Rules and other policy documents



## REFERRAL OF LEGAL MATTERS

It is the responsibility of the Company’s Legal Department to provide or arrange for legal services for the Company. If you become aware of any events or circumstances that could raise legal issues or require legal representation, including but not limited to the receipt of a subpoena, notice of a lawsuit or a demand letter from an attorney or other claimant, you must notify the Legal Department immediately as provided in the Company’s Policy on Referral of Legal Matters.

**For more information see:**

Referral of Legal Matters Policy found on the “McWane Way” page at [www.mcwane.com](http://www.mcwane.com)



## CONTACT INFORMATION

**McWane Access Line**

**Call Toll-Free From the U.S. and Canada: 877-231-0904**

**You can choose to remain anonymous when contacting the McWane Access Line**

Corporate Legal: 205-578-3800

Corporate Human Resources: 205-578-3800

Corporate Environmental, Health and Safety: 205-578-3800

Corporate Communications: 205-578-3854

McWane, Inc. Media Line: 205-871-9774 • Fax: 205-578-3898

**Website: [www.McWane.com](http://www.McWane.com) • Email: [Media@McWane.com](mailto:Media@McWane.com)**



**DOING THE  
RIGHT THING**

# CERTIFICATION OF COMPLIANCE



## WITH THE McWANE, INC. CODE OF ETHICAL CONDUCT IN THE WORKPLACE

I certify that the McWane, Inc. Code of Ethical Conduct in the Workplace (the "Code") has been made available to me. I agree that it is my responsibility to comply with all policies, guidelines and obligations contained or incorporated by reference in the Code that are applicable to my job, and I understand that the failure to follow the Code or any other applicable laws and regulations could result in disciplinary action against me, including termination of employment.

I acknowledge that this Code does not constitute an employment contract, nor a guarantee of continued employment with McWane, Inc., or any of its subsidiaries or divisions.

Signature \_\_\_\_\_

Print Name \_\_\_\_\_

Title/Position \_\_\_\_\_

Date \_\_\_\_\_

Division /Subsidiary \_\_\_\_\_

Location \_\_\_\_\_



**Detach this page to return this certification to your Human Resources Manager no later than two weeks from receipt. This certification will become part of your permanent personnel file.**

# THE McWANE WAY IS THE SUSTAINABLE WAY FOR GENERATIONS

At McWane, we believe in doing things the sustainable way. While protecting the health and safety of our employees, we are committed to the environment, striving to take every possible measure to preserve our planet through caring corporate responsibility. The McWane way is the sustainable way.



For Generations



## **LET THE CONVERSATION BEGIN.**

Do you have suggestions? Comments? Concerns? Anything to share?

Call the toll-free McWane ACCESS LINE (877) 231-0904

We're here to hear!



**For Generations**  
[mcwane.com](http://mcwane.com)