

The  
*Right*  
*Way*

**COPELAND**



# Table of Contents



<b>Message from our Chief Executive Officer</b>	<b>4</b>	Fair dealing	14		
<b>The Copeland Code of Conduct – Guiding Principles</b>	<b>5</b>	Antitrust or anti-competition	14		
		Trading stock using insider information	15		
<b>What is the Code of Conduct?</b>		International trade compliance	15		
		Immigration compliance	16		
		Use of email	17		
		Information technology security	17		
		Data privacy and protection	18		
		Confidentiality and intellectual property	19		
		Protection and proper use of company assets	19		
<b>Specific Copeland Policies and Guidelines</b>		Speaking on behalf of Copeland	20		
		Safety and Health	21		
		Protecting the environment	21		
		Discrimination and harassment	21		
		Diversity and equal opportunity	22		
		Giving gifts or other things of value and bribery	9	<b>How to report an ethics concern or suspected violation</b>	<b>23</b>
		Accepting gifts	10		
		Honesty with financial records, including expense reports	11		
		Conflicts of interest	12		
		Gathering information on competitors	13		

*Message  
from our  
Chief  
Executive Officer*



*At Copeland, we are guided by a common purpose: We drive innovation that makes the world healthier, safer, smarter and more sustainable. Inherent to this purpose is a commitment and obligation to all our stakeholders to do things the right way. That's why Integrity is one of our core values as Copeland employees. It's fundamental to our company's culture and everyday actions.*

Our Code of Conduct and our Ethics and Compliance programs help Copeland ensure all employees understand what's expected of them and have the tools to put integrity at the forefront of everything we do. This applies to everyone at all levels of our company, all the way up to our most senior leaders. And it extends to our dedication to act in an environmentally-responsible manner and to cultivate a workplace that respects individuals, strictly prohibits discrimination or harassment, and fosters diversity, equity and inclusion.

There are a few things each of us should do to live out this commitment.

- > Review this Code and commit to behavior, decisions and actions that live up to it.
- > If you have concerns about unethical or illegal activity, communicate it to your leaders.
- > And if you have questions about this Code or appropriate behavior, never hesitate to ask or seek guidance.

We all have an important role to play in ensuring that Copeland represents the highest ideals of ethics and integrity – for each other and the customers, industries and communities we serve. Thank you for your ongoing commitment to this standard.



**COPELAND**



### *Guiding Principles for Employees*

*The specific policies and guidelines on the following pages can be summarized into these five principles for ethical conduct:*

- > Comply with the law
  
- > Be honest
  
- > Respect each other, our customers, and partners
  
- > Be loyal and protect the reputation of the company
  
- > Ensure that safety and environmental stewardship guide your decisions and actions

Every employee should be alert and communicate any concerns.

## *What is the Code of Conduct?*



*Integrity is an important trait for Copeland. Inappropriate or illegal activity is not acceptable at any level, or under any circumstances. Our Code of Conduct explains corporate policies and identifies support options for employees to ensure they always understand appropriate courses of action, or where to go with any questions or concerns.*

### *What do I need to do?*

First and foremost, we need you to fully support and promote our commitment to ethical business practices. As part of that, you should read and familiarize yourself with the policies contained in this Code of Conduct. If you ever have a concern or question, you should follow up with one of the contacts provided at the end of this document.

### *Where does the Code of Conduct apply?*

This is a global Code of Conduct that sets baseline standards for how we do business. Copeland expects that its officers, directors, and employees will at all times act in accordance with all laws, rules, and regulations applicable to Copeland and its business operations. In any case where local law sets a higher standard, the local law applies. These general rules and standards are supplemented with local rules and policies for each business unit of Copeland. Where local labor and employment laws conflict with these rules of conduct, the local work rules, employment agreements, and laws will govern employee behavior and discipline. In those situations, this Code plays only an advisory role.



## What is the Code of Conduct?



All of these components  
create a strong ethics  
program and a culture of  
compliance at Copeland.

### How is the Code of Conduct developed and maintained?

The Code of Conduct is part of Copeland's Ethics and Compliance program, which is designed to communicate to officers, directors, employees, suppliers, and third parties who act on our behalf Copeland's global expectations of personal and business conduct, and to ensure compliance with those expectations.

In addition to this Code of Conduct, the program ensures:

- > Leadership and support from all levels of management
- > Appropriate staffing and resources to ensure the program functions effectively

- > Continual communication and education
- > Checks and balances
- > Monitoring and auditing
- > Appropriate action in response to issues and concerns
- > No retaliation for expressing concerns

All of these components create a strong ethics program and a culture of compliance at Copeland.

### How do I raise a question or concern?

Anyone with a question or concern can contact one of the following individuals or you may contact the Copeland global hotline (via the web portal submission

or by phone), whichever approach is most effective and comfortable for you:

- > Your supervisor or manager
- > A human resources department representative
- > Copeland's Chief Compliance Officer
- > A Copeland lawyer
- > The business unit ethics contact or ethics officer identified in bulletin board and internet notices
- > The global hotline, either through a phone call to the number listed on bulletin board postings in Copeland facilities or through the web portal at [Copelandcompliance.com](http://Copelandcompliance.com)

You may communicate anonymously if you wish, but it is important to provide as many facts, details, witnesses, and documents as you can.

*What is  
the Code of  
Conduct?*



*What happens when a question or  
concern is shared?*

When an issue is communicated, an investigation appropriate to the nature of the issue is initiated. If improper conduct or another problem is identified, appropriate action is taken, which could include training, counseling, warnings, or termination of employment. All employees are required to cooperate in investigations. Any attempt to interfere with investigations through intimidating investigators, concealing, or destroying evidence or causing others to do so, is a serious violation of our rules of conduct that will result in disciplinary action under local rules and laws, including termination of employment.

No retaliation for sharing concerns or alleging violations of the program is permitted.





## *Giving Gifts or Other Things of Value and Bribery*

Giving small gifts to generate goodwill is a normal part of doing business. But before you give even a token gift to a customer, find out what is permitted by our customers and by local laws. In many situations, there are strict policies or laws against accepting any form of gift or thing of value, especially for government employees. So, make sure you understand applicable law, culture, and our customers' policies before presenting a gift.

Giving gifts or other things of value to corruptly influence business decisions is bribery, and it's against the law. The definition of

bribery also extends to such actions as hiring a government official's relative in exchange for sales or something else of value. Bribery can result in civil and criminal actions against the individuals involved and their employers, including heavy fines or even imprisonment. Working through a third party, such as a distributor or agent, doesn't make bribery any less criminal or any more acceptable. A violation of bribery laws can occur even in a situation where we did not make the bribe or even know of the bribe, but should have been aware of bribery by a third party (such as a distributor) based on the circumstances. Simply put, bribery is never an acceptable approach for Copeland or its employees.

*Specific  
Copeland  
Policies and  
Guidelines*



If you're unsure if a gift is legal or appropriate, please ask your supervisor or ethics officer for guidance.

What is appropriate as a gift will vary widely by the circumstances, but it's critical that we avoid any appearance of improper behavior. Copeland prohibits giving cash, gift cards or vouchers, or gifts that might appear to be lavish or inappropriate under the circumstances. If you're unsure if a gift is legal or appropriate, please ask your supervisor or ethics officer for guidance.

We need to be particularly careful with payments for travel costs for foreign officials. Such payments must be approved by a Copeland attorney in advance. These payments must be legal and directly related to either a promotion, demonstration, or explanation of products or services or the execution or performance of

a contract. There are also specific methods and procedures for making such payments and in some cases established limits. Always consult with a Copeland attorney before agreeing to make any such payments.

### *Accepting Gifts*

The same principles for giving gifts apply to accepting gifts. Demanding or accepting money, gifts, or anything else of value in exchange for giving business to a supplier, a sales representative, or distributor, or any other corrupt exchange of value, is a kickback; or a bribe from the supplier's perspective. Accepting token gifts intended only to generate goodwill is acceptable, but Copeland does not want employees to

solicit or ask for gifts or anything else of value in exchange for giving business to a supplier or other third party, or under any other circumstance.

If you don't know whether you should accept a gift, please ask your manager, your business unit ethics officer, or a Copeland attorney. If it would be culturally offensive to refuse a gift, and the value of the gift is significant, discuss the situation with your manager or your business unit ethics officer, and they will help determine the best way to protect you and the company from the appearance of any inappropriate conduct.



## Always follow the law and generally accepted accounting principles.

### *Honesty with Financial Records, Including Expense Reports*

Our shareholders, customers, and business partners rely on us to record and report accurate financial information, and we have a legal obligation to do so. Never misrepresent financial records or operating performance. Never enter information in the company's books or records that hides, misleads, or disguises the true nature of any transaction, result or balance. And never misrepresent or falsify financial records to make yourself or the company look better. Always follow the law and generally accepted accounting principles.

This rule doesn't just apply to those of us in financial or accounting roles. We all have a duty of honesty when it comes to financial records such as expense reports, time records, or documentation of sales transactions. Falsifying expense reports, even for small amounts of money, is fraud and theft - and it will result in disciplinary action that can include termination of employment or even criminal prosecution. Attempting to support an expense report with receipts that don't represent an accurate and legitimate record of the transaction being documented is also fraud and will not be tolerated.

*Specific  
Copeland  
Policies and  
Guidelines*



## *Conflicts of Interest*

Conflicts of interest can occur when your personal interests interfere in any way, or even appear to interfere, with the interests of Copeland or create a situation in which you or someone you know could profit at the expense of Copeland. For example, it would be a clear conflict of interest to agree on behalf of Copeland to pay more than the company should to buy supplies from another business that's owned in whole or in part by you, a friend or relative.

Copeland prohibits its officers, directors, and employees from having personal, business, or financial interests that are incompatible with their duty of loyalty and responsibility to our company.

If you or an immediate family member acquires a financial advantage or interest in real estate, patent rights, securities, profit opportunities, or other rights or property that result from or are directly connected with your employment with Copeland, you must disclose the situation to the company.

As a Copeland employee, you may not accept a position as director of or consultant to another business without first receiving permission from the president of your business unit. Employees of the corporate office of Copeland must receive permission from the Chief Executive Officer or the Ethics Committee.



It's important to disclose any potential conflicts of interest to protect yourself from the appearance of inappropriate conduct.

Our approach to conflicts protects both you and Copeland. So, it's important to disclose any potential conflicts of interest to protect yourself from the appearance of inappropriate conduct. You should disclose these situations whenever they arise, as well as in our company's annual conflict of interest questionnaire.

Copeland requires its officers, directors, and employees to disclose situations where personal interests and their duty of loyalty to Copeland may converge, so we can make adjustments or put controls in place to avoid any real or perceived problem. For instance, when you disclose a potential conflict of interest in a supplier choice scenario, Copeland might simply require another employee to select the

vendor to eliminate any actual or perceived conflict of interest in the transaction.

Failing to disclose a potential conflict is in itself a serious violation of company policies and rules. As with many other areas of our Code of Conduct, when in doubt, seek input from your supervisor or the other resources identified in this manual.

### *Gathering Information on Competitors*

In our competitive global marketplace, we need to gather as much information about competitors as we can. But we need to do so without violating the law or breaching, directly or indirectly, our contractual obligations. While collecting publicly available

## *Specific Copeland Policies and Guidelines*



information is always permissible, obtaining confidential information by communicating directly with competitors is not.

It is permissible to obtain information from former employees of competitors, but this information must not include trade secrets or any information protected by confidentiality agreements or laws. You should seek input from your supervisor or the other resources identified in this Code of Conduct before seeking any information that could potentially fall under these prohibited categories.

### *Fair Dealing*

Each Copeland employee, officer, and director should endeavor to deal fairly

with Copeland's customers, suppliers, competitors, and employees, and not to take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice.

### *Antitrust or Anti-competition*

Antitrust, or anti-competition laws as they are sometimes known, can impose penalties for anticompetitive behavior like agreeing with competitors to set pricing, rigging bids, dividing sales territories, or sharing certain information. Those employees who may be in a position to interact with competitors will receive more detailed

training in this area on an ongoing basis. If you are unsure about a situation involving a competitor, or one involving prices for our products, seek legal advice before going any further.



## *Trading Stock Using Insider Information*

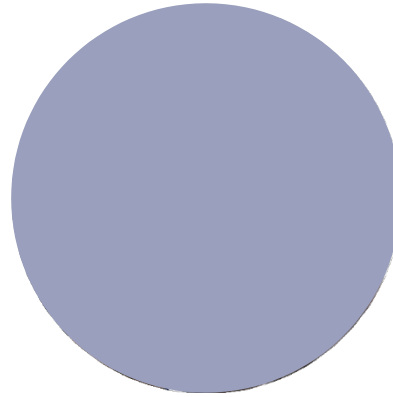
You may not buy or sell a company's stock or other securities when you know material information about that company that

isn't public. This principle applies to Blackstone, Emerson, or any other publicly traded company, and includes trading by others with whom you share any material information. Examples of inside material information could include information about acquisitions or divestitures, various financial data, key management changes, major litigation, large contracts, or government investigations.

If you have inside information and you trade stock, law enforcement will assume the trading occurred because of the inside information. Law enforcement has sophisticated techniques to identify people trading on inside information, and the consequences can include a prison sentence. When in doubt, don't trade.

## *International Trade Compliance*

Trade compliance is one of Copeland's most complex and technical areas of legal compliance. At its most basic level, trade compliance means adhering to government controls with respect to shipping, transmitting or releasing goods, technology, software and services ("items") from one country to another. You need to know if the items you are involved with are controlled and, if so, whether it is



## Shipment of any product to certain countries can be illegal.

permissible to ship, transmit or “share” that item with another party. Sharing or shipping controlled items with people of certain nationalities or to certain countries can require a special license, or may be prohibited altogether, and shipment of any product to certain countries can be illegal.

Each of Copeland’s business units has a trade compliance officer and each work site should have a trade compliance coordinator trained in this area of the law. Make sure you know the rules that apply to the items you work with, strictly follow those rules in all cases and, as with other aspects of our ethics and compliance program, when in doubt seek guidance from your manager or another resource identified in this manual.

Sanctions and embargoes imposed by national governments are trade issues that we sometimes face in our business. Some applicable laws require us to adhere to sanctions and embargoes, while others prohibit us from participating in them. All transactions involving a sanctioned or embargoed country should be reviewed and approved by your trade compliance manager, with legal advice secured as needed.

### *Immigration Compliance*

Without exception, Copeland requires strict compliance with all immigration laws. It is unacceptable for employees to travel and work under the wrong



*Specific  
Copeland  
Policies and  
Guidelines*



**Always keep in mind that  
email is a business record.**

visa or work permit, and filling out paperwork with false information is usually an offense that can result in criminal charges and denial of future visas and work permits.

Immigration laws can be confusing. To protect yourself and our company, make sure you get legal advice from an immigration expert on how to fully comply with the laws that apply in your situation.

### *Use of Email*

Copeland business units each have their own specific policies on the use of email, but a few global principles and guidelines apply across the company. First and foremost, Copeland provides its email system for business purposes, not personal matters. Some business units may permit limited personal use of email, some may not, but our IT systems, including email, are intended for business communication.

Always keep in mind that email is a business record. You should never send an email that would embarrass you or the company if it became public. Email should never be used to argue. Working out issues over the phone or in person is always the better way to

resolve differences. Finally, never send an email in anger because it can make both you and Copeland look unprofessional.

### *Information Technology Security*

As is the case with many other large companies, various criminal groups and even government-sponsored intelligence agencies attempt to break into Copeland's IT systems thousands of times each day. Often these attacks come in the form of "phishing" email attempts. As an Copeland employee, you have a responsibility to use great care when opening email, clicking on links or documents within emails, or providing information in response to

*Specific  
Copeland  
Policies and  
Guidelines*

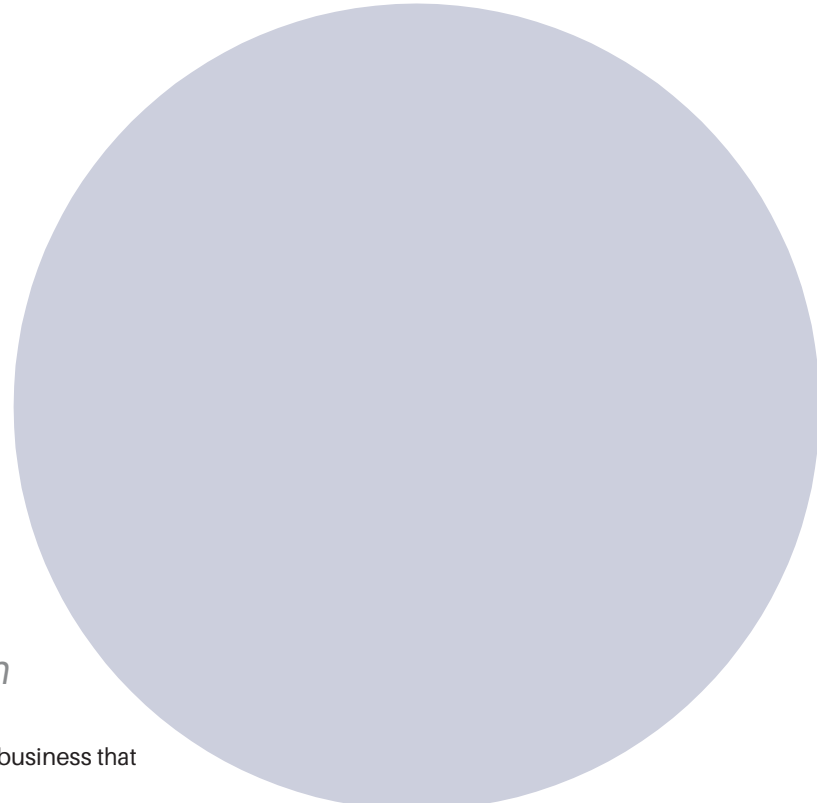


emails. Always analyze the sender's full email address and evaluate the wording and overall look of the email. Don't click on links in suspicious emails. Send any suspicious emails as an attachment to phishing@Copeland.com.

Another way Copeland's IT system is exposed to security risks is by downloading unauthorized software and/or illegal content from websites such as pornography or gambling sites or viewing such content on an Copeland device. This activity is prohibited by Copeland's Electronic Media Policy, will result in disciplinary action and referral to local law enforcement for criminal prosecutions where possible or required under local law, and is usually detected by Copeland's IT security systems.

*Data  
Privacy  
and  
Protection*

It is vital to our business that we protect employee and customer personal information, and that we comply with all privacy and protection laws in every legal jurisdiction where we operate. Copeland employs strong IT security measures and does not use employee or customer data for inappropriate purposes. Employees with access to personal data must abide by Copeland IT Security and Data Protection policies, confidentiality rules, and legal requirements.



Employees  
cannot take  
or give away  
Copeland's  
intellectual  
property  
without  
authorization.



### *Confidentiality and Intellectual Property*

Copeland employees, officers, and directors should maintain the confidentiality of all information entrusted to them by Copeland or its customers or business partners, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the company or its customers, if disclosed.

Copeland protects its intellectual property through patents, copyrights, trade secrets, and contractual confidentiality agreements. Employees cannot take or give away Copeland's intellectual property without authorization. At the same time, you should never take or use another company's intellectual property in violation of the law or contractual protections. Copeland will not permit theft of its intellectual property and will not knowingly use the intellectual property of another in violation of the law.

### *Protection and Proper Use of Company Assets*

Ensuring the efficient use of company assets and protecting them against loss, theft, and misuse is the responsibility of every officer, director, and employee of Copeland. All company assets should only be used for legitimate business purposes and assets may not be sold, loaned, given away, or disposed of without proper authorization.

*Specific  
Copeland  
Policies and  
Guidelines*



*Speaking  
on Behalf  
of Copeland*

As part of our  
ongoing effort  
to strengthen

and protect Copeland's reputation, it is critical for our company to communicate clearly and consistently with the public. Therefore, only certain authorized people are designated to speak on behalf of Copeland externally. This includes posting of commentary or content on company-related topics to personal accounts on public social media platforms (e.g., Twitter, LinkedIn, Facebook, YouTube, WeChat, etc.), regardless of account privacy settings,

as well as posting commentary/content to online forums, websites, blogs, etc.

Sharing of public content from company-managed social media accounts (e.g., Twitter, Facebook, LinkedIn, YouTube, WeChat, etc.) and digital platforms (e.g., Copeland.com) is allowed and encouraged. Training and registration is not required when using non-public social media sites for internal communication and collaboration with colleagues (e.g., Yammer, SharePoint, etc.). For more information about our policies on the employee use of social and digital media, contact your business unit marketing department or human resources department.

*Specific  
Copeland  
Policies and  
Guidelines*



**We ask employees to further environmental stewardship in our operations whenever possible.**

*Safety and Health*

Protecting employee safety and health is a core value at Copeland and goes beyond mere compliance with laws and regulations. Our business units are required to have strong safety and health programs that include physical machine safety, behavioral and procedural safety, training, audits, corrective actions, reporting, and awards. It is against our policies for any person to work in unsafe conditions or in an unsafe manner. If you have a safety concern or suggestion, speak up.

*Protecting the Environment*

Across our business units, Copeland's core mission is to deliver solutions that enable our customers to operate at peak efficiency and performance. We help customers to maximize reliability, reduce energy costs, automate processes, and avoid unexpected operational issues. It's no accident that all of these things also benefit the environment. Energy efficiency and reduced waste mean that the goods that society needs are produced with less of an impact on the environment and fewer natural resources. These efficiencies are good for business, and they also help our customers improve their environmental stewardship.

We are also committed to compliance with all relevant environmental laws and regulations in the countries in which we operate, and we seek to reduce energy consumption and carbon emissions by our factories. We ask employees to further environmental stewardship in our operations whenever possible.

*Discrimination and Harassment*

Copeland strictly prohibits discrimination or harassment on the basis, sex, race, color, religion, national origin, age, marital status, political affiliation, sexual orientation, gender identity, genetic information, disability, protected veteran status or any other unlawful factor. We don't permit harassing, bullying, or abusive behavior of any kind. If you believe that you or



Copeland has a very diverse global workforce, but we are always looking for opportunities to increase that diversity.

*Diversity and Equal  
Opportunity*

another person is the subject of discrimination or harassment, please ask for help from your local human resources representative, your business unit ethics officer or via the Copeland ethics program web portal or phone line.

Employment decisions must be based only upon the needs of the company, the requirements of the job and the qualifications of the individual. Copeland has a very diverse global workforce, but we are always looking for opportunities to increase that diversity.

We need your help to do that by expanding the diversity of candidate pools, being open and welcoming to a variety of different points of view, characteristics, and backgrounds, and providing accommodations for those differences where it's necessary.

## How to Report an Ethics Concern or Suspected Violation



- > Contact your local supervisor/manager or business unit's Ethics Officer
- > Or go to the below Copeland Ethics Reporting website and file a report. You can also call the Ethics Hotline (click link below for country specific phone numbers):

[Copeland Ethics Reporting Website](https://secure.ethicspoint.com/domain/media/en/gui/58687/index.html)

<https://secure.ethicspoint.com/domain/media/en/gui/58687/index.html>

Your contact via the Copeland Ethics Reporting website or the Ethics Hotline phone numbers can be anonymous if you wish. There will be no retaliation against any employee for reporting suspected violations or concerns.

---

Callers not speaking English should be patient while an interpreter is joined to the call. All reports/calls will be received by an independent company and their report will be sent to Copeland's corporate headquarters in St. Louis, Missouri USA for investigation and response. Calls regarding significant accounting, internal accounting controls, or auditing matters will be reviewed by the Ethics Committee.

Any personal data supplied through the ethics hotline procedure may be transferred to Copeland's headquarters in the United States of America. Any person identified pursuant to the ethics hotline has a right to access, correct, or delete relevant personal data by contacting his or her Ethics Officer or Human Resources department.

Copeland's ethics hotline process applicable for European Union countries complies with the whistleblower protection standards set forth in Directive (EU) 2019/1937 of the European Parliament and of the Council of the European Union.