

Anti-Corruption Policy

April 2021

Public



Chemours™

1. Purpose

Our unshakable integrity dictates that we stand firm against bribery and support global efforts to eradicate corruption. Chemours is a global company, doing business in many countries. We do what's right for customers, colleagues, and communities – always. Bribery and corruption are contrary to this principle. Corruption is an obstacle to the rule of law, depletes national wealth and corrodes the social fabric of society. Our Employees, including officers, directors and agents, must never engage in illegal, improper or unethical conduct. This Policy is intended to provide a clear statement of Chemours' commitment to carrying out business openly and honestly in order to avoid any action that may impugn the Company's reputation for unshakable integrity. Additionally, this Policy provides guidance and awareness about applicable anti-bribery laws such as the U.S. Foreign Corrupt Practices Act ("FCPA"), the U.K. Bribery Act, and other legislation addressing bribery, kickbacks, conflicts of interest, or other corrupt activities applicable in jurisdictions in which Chemours does business (collectively "Anti-Corruption Laws"), so that we may avoid inadvertent violations and recognize and prevent potential issues before they become real problems.

Employees must avoid any activity that creates even the appearance of impropriety and are encouraged to discuss any questions regarding specific facts or circumstances that may implicate this Policy with their managers, [Ethics Champion](#), or any member of Chemours Legal or [Ethics & Compliance](#). Additionally, Employees can contact the [Ethics Hotline](#), which is available 24-hours a day, confidential and, where allowed by law, can be anonymous.

2. Scope

This Policy is mandatory and applies to all directors, officers, and employees (collectively "Employee(s)") of Chemours. It applies globally to Chemours and all its subsidiaries, affiliates, partnerships, joint ventures and other business associations that are controlled by Chemours, directly or indirectly ("the Company"). The principles and prohibitions under this Policy also apply globally to every partner, distributor, agent, contractor, representative consultant, reseller, freight forwarder, and/or other third parties acting or providing services on Chemours' behalf (collectively "Third Parties").

It is the responsibility of each Employee to act in accordance with the legal standards and restrictions applicable to their assigned duties, including the FCPA and other applicable Anti-Corruption Laws. A violation of an Anti-Corruption Law may subject an Employee to civil as well as criminal penalties. Violations of this Policy may result in disciplinary action, up to and including termination, subject to applicable law.

3. Policy Statement

- a. No Employee or Third Party of the Company shall give, offer, promise, authorize or pay anything of value to any government official or any other person or entity including those in the private or commercial sector to induce the recipient to misuse his or her position or to obtain an improper business advantage.
- b. No Employee shall request or accept a bribe.
- c. No gift giving or receiving, including cash and cash equivalents, is permitted except as provided in the Chemours Gift & Entertainment Policy.
- d. No facilitation payments, as discussed in section 8 below, are permitted.
- e. No Employee will suffer negative consequences for refusing to pay a bribe.

4. Definitions

For purposes of this Policy:

- a. *“Anything of value”* includes, but is not limited to:

- cash and cash equivalents (as defined below)
- gifts
- travel
- meals and/or entertainment
- use of vehicles or property
- accommodations or valuable favors (such as educational and employment opportunities for friends and relatives)
- loans

A “thing of value” under this Policy has no minimum value. Even a small gift is a “thing of value.”

- b. *“Bribe”* is an offer, request, promise, authorization to pay, or payment or receipt of “anything of value” to or from or any person or entity, which is intended to induce the recipient to misuse his or her position or to obtain an improper “business advantage.”
- c. *“Business advantage”* is broadly defined. It includes obtaining or retaining business, obtaining preferential treatment or securing political or business concessions, including favorable tax or customs treatment, receiving permits or regulatory approvals, or bypassing laws or regulations.
- d. *“Cash equivalents”* require compliance with the same procedures set forth for cash and include, for example:
 - stocks, bonds, and other securities
 - precious metals or jewelry
 - gift cards or certificates that are exchangeable for goods or services
 - event tickets (e.g., sporting events, concerts, etc.)
 - anything that can be easily converted to cash

- e. “*Government official*” is broadly defined to include:
- any officer or employee of any government entity, department or agency
 - any employee of a state-owned enterprise
 - any political party or official thereof
 - any candidate for political office
 - a public international organization, such as the United Nations or World Bank, or any department or agency thereof
 - any person acting in an official capacity on behalf of a government entity
- f. A “*state-owned enterprise*” is a business enterprise where the government or state has significant control through full, majority, or significant minority ownership.

5. Gifts & Entertainment

As a standard business practice, the Company does not encourage receiving or giving gifts. Any gift or entertainment involving a non-U.S. government official must be pre-approved in writing by Chemours Legal and relevant country management.

The Chemours [Gifts & Entertainment Policy](#) provides that all gifts and entertainment, both giving and receiving, must meet all of the following criteria:

- Is consistent with customary regional business practices;
- Has a clear business purpose;
- Cannot be perceived as a bribe or improper payment;
- Is not offered to improperly influence a business relationship;
- Does not violate applicable laws, ethical standards or Company policies;
- Would not embarrass the Company or the Employee if publicly disclosed.

Employees must be familiar with the [Gifts & Entertainment Policy](#). Stricter guidelines may apply at local levels. Employees should check with their country management for any additional guidelines.

Gifts to U.S. government officials are not permitted, except as provided in the [U.S. Government Business Gifts & Gratuities Policy](#).

6. Travel & Lodging of Non-U.S. Government Officials

For business reasons, it can be useful for non-U.S. government officials to visit Chemours facilities to promote and demonstrate Chemours products. In these situations, it is permissible for the Company to cover *reasonable* and *limited* meal, travel and accommodation expenses for a government official’s visit provided such expenditures are:

- permitted by, and meet the requirements of, the laws/regulations of the specific countries involved;
- reasonable and bona fide expenditures that are directly related in time and place to the promotion, demonstration, or explanation of Company products, services, or processes, or the execution or performance of a Company contract with a foreign government or agency (i.e., directly to/from a Company facility, provision of nearby lodging and/or meals with no additional or unrelated sightseeing or side trips);
- appropriate, not extravagant, consistent with local customs (i.e., equivalent to what that government would authorize if it were to pay directly);
- for the relevant officials only (i.e., no family or friends);

- for government officials appointed or chosen by their agency or office and not by Chemours;
- paid, when possible, to the service providers directly by Chemours and not to the individual official;
- paid, when possible, to the foreign government and not the individual traveler where receipts are provided to Chemours by the government official for legitimate travel-related expenses;
- accompanied by clear communication to the government officials from Chemours that the provision of such expenditures is not intended to influence any official actions;
- reported to that government official's agency as required; and
- in compliance with the Chemours [Code of Conduct](#), Chemours authorization and recordkeeping requirements, and the [Non-U.S. Government Officials Travel Approval Process](#).

Chemours Legal must pre-approve in writing any offers to pay travel and lodging expenses for any non-U.S. government official. Employees must submit a request for approval through the [Non-U.S. Government Officials Travel Approval Process](#).

Paying of travel or sponsoring of visas for any government official is otherwise prohibited.

7. Books & Records

The Company maintains a system of internal accounting controls and keeps its books and records in a manner providing reasonable details that accurately and fairly reflect transactions and dispositions of assets.

- All payments and other entries must be properly recorded in the Company's books and records;
- False, misleading or incomplete entries in the Company's books, records and other business documents are prohibited. No transaction should ever be entered into that requires or contemplates the making of false or fictitious records, in whole or in part;
- No undisclosed or unrecorded funds or accounts may be established for any purpose;
- Circumventing or evading, the Company's internal accounting controls, or any attempt to do so, is prohibited;
- All payments on behalf of the Company must be approved and supported with appropriate documentation;
- No payments shall be made with the intention or understanding that all or any part of the payment is to be used for any purpose other than the specific purpose described by the documents supporting the payment.

These requirements apply to all transactions regardless of financial materiality.

8. Facilitating Payments

Facilitating payments are prohibited under this Policy. Facilitating payments are relatively small payments paid to non-U.S. government officials to expedite or facilitate non-discretionary actions or services, such as:

- obtaining an ordinary license or business permit;
- processing government papers such as visas;
- providing police protection;
- providing telephone, power or water service; or
- loading or unloading of cargo

9. Extortionate Demands

Should an Employee encounter a situation involving imminent and serious risk to personal safety or the safety of Chemours personnel or facilities if a demand for payment is not satisfied, such payment would not constitute a prohibited bribe under this Policy. Employees must exercise their best judgment in such situations and must contact Chemours Legal or Global Security as soon as possible to report the incident. If necessary, Global Security will take appropriate actions to ensure the safety of Chemours Employees, their families and/or Chemours facilities. Chemours Legal will determine any additional actions to be taken and will work with Finance to ensure that any payment is appropriately recorded in the Company's books and records.

Mere economic coercion, however, does not amount to extortion or duress. Employees may not use a claim of extortion or duress as a pretext to justify an otherwise improper payment. For example, a demand for payment by a government official as a price to market entry or to obtain a contract does not equate to extortion or duress. The fact that the payment is requested by the recipient does not alter the corrupt purpose on the part of the person paying the bribe. Employees can and must refuse such demands.

If you have any doubt or question about the legality of a payment or expenditure, immediately contact a member of Chemours Legal, [Ethics & Compliance](#) or your [Ethics Champion](#) for advice.

10. Third Parties

Payments that the Company, or its Employees, are prohibited from making, promising or receiving directly under this Policy cannot be made, promised or accepted indirectly through a Third Party. "Third Parties" (also discussed in section 2 above) may include agents, lobbyists, distributors, resellers, consultants, contractors, and freight forwarders.

The Company should not enter any relationship with a Third Party who will have substantive interaction with government officials on behalf of the Company without first examining the Third Party's background, qualifications and reputation. Chemours has implemented integrated global processes to identify and assess Third Parties on a risk-based basis.

Third Party relationships that may involve contact with government officials must be reduced to a written contract that includes appropriate language regarding compliance with applicable Anti-Corruption Laws as well as Chemours expectation of ethical business practices.

11. Non-U.S. Charitable Contributions

For purposes of this Policy, a charitable contribution is a gift of money, product or service to a non-U.S. charitable organization or community fund, such as school or educational projects or funds, community or social organizations, or infrastructure projects.

Charitable contributions must be consistent with Chemours' [Policy on Philanthropic Donations, Charitable Contributions, & Gifts](#). Employees should consult Corporate Communications before using Company funds or resources to support a charitable organization or cause. To ensure that non-U.S. donations cannot be interpreted as bribes, Legal must be consulted and issue written approval before Employees or Third Parties offer or make any such non-U.S. charitable contribution on behalf of Chemours.

12. Political Contributions

Political contributions intended to influence or obtain a business advantage from a government official are prohibited. Employees must seek approval from Chemours Government Affairs before using Company funds or resources to support political candidates, engaging in lobbying activities, or using Company locations or other assets for political purposes. The Company may sponsor employee political committees or funds and incur reasonable expenses in connection with their establishment and administration, as permitted by applicable law and Company policies and guidelines.

13. Money Laundering

Money laundering means concealing or disguising the existence of an illegal source of income to make it appear legitimate. Use of proceeds generated by unlawful conduct may give rise to liability in countries in which the Company operates. Employees should immediately contact Chemours Legal if they know or suspect that a transaction might involve the payment or the receipt of proceeds of any illegal activity. Alternatively, Employees can contact the [Ethics Hotline](#) to raise concerns confidentially and/or anonymously.

14. Training

Each Employee is responsible for knowing and understanding this Policy, the Chemours [Code of Conduct](#) and other relevant policies and procedures referenced herein. The Company will provide and require specified Employees to complete anti-corruption training and/or certification. For more information on available training, contact your [Ethics Champion](#), a [Compliance Officer](#) or Chemours Legal. Internet-based training is always available to Employees via [Living Integrity | The What's Right Resource](#), Chemours' ethics and compliance training portal.

15. Auditing

The Company will conduct periodic audits of relevant Company operating units to help ensure compliance with this Policy and applicable Anti-Corruption Laws.

16. Hiring

Decisions to hire Chemours Employees, contractors, interns, or Third Parties are to be made based on merit and applicable Chemours Human Resource policies and practices. Offers or promises of employment may not be extended with the intent to obtain an improper business advantage from a government official or agency. This includes, for example, the hiring of current or former government officials, their associates or relatives as an inducement to obtain preferential treatment for the Company.

17. Exceptions

Any exceptions to this Policy must be pre-approved in writing by Chemours Legal.

18. Speaking Up

We all have a duty to protect our culture of unshakable integrity. Everyone must be prepared to say something if violations of our [Code of Conduct](#) are known, seen or suspected.

We also speak up when we have questions or concerns. We talk to each other and to our managers, and if we need to, we use the [Ethics Hotline](#) for confidential assistance.

- We raise a concern if we believe there has been a possible violation of the Code of Conduct or of any law or regulation.
- We do not tolerate threats, intimidation, or retaliation against anyone who in good faith raises a concern or reports suspected misconduct.
- We expect all contractors, agents, distributors, and other business partners to uphold the principles of the Chemours Code of Conduct when working with or on behalf of Chemours.

There are many resources available to us to raise concerns, including:

- Supervisors
- Business, Function, or Site Leadership
- Legal, Finance, or HR representatives
- [Compliance Officers](#) or [Ethics Champions](#)
- The Chemours [Ethics Hotline](#)

19. Related Internal Resources & Links

- [Chemours Code of Conduct](#)
- [Anti-Corruption Policy & Resources Page](#)
- [Gifts & Entertainment Policy](#)
- [Policy Regarding Payments for Products & Services](#)
- [Guidance on Interactions with Government](#)
- [Non-U.S. Government Officials Travel Approval Process](#)
- [Chemours Internal Control Standards](#)
- [U.S. Government Business Gifts & Gratuities Policy](#)
- [Policy on Philanthropic Donations, Charitable Contributions, & Gifts](#)