

## Grace Policy and Organization Guide

<b>Policy Name:</b> Business Ethics	<b>Policy Number:</b> 506	
<b>Issued By:</b> Board of Directors	<b>Approving Authority:</b> Board of Directors	<b>Date Last Reviewed/Updated:</b> September 18, 2022

### **PURPOSE:**

The Core Values of W. R. Grace & Co.-Conn. and its direct and indirect subsidiaries (hereinafter collectively, “Grace” or the “Company”) include an unwavering commitment to integrity and ethics. This particular core value must guide the conduct of all Grace directors, officers, employees, and representatives in their business dealings and in their relationships among each other. (In this Policy, we refer to the directors, officers, employees, and representatives of Grace, each as a “Grace Person” and collectively, as the “Grace Persons.” References herein to the “Board” are to the Board of Directors of W. R. Grace & Co.-Conn.)

This Policy reaffirms Grace’s commitment to comply with all applicable laws and be governed by the highest level of business ethics.

While this Policy describes general principles of legal and ethical conduct, it does not address every legal or ethical issue that a Grace Person may face. Each Grace Person must exercise good judgment to act within the spirit, as well as the letter, of this Policy, and should seek guidance from others where necessary to follow an appropriate course of conduct.

### **STATEMENT OF POLICY:**

Each Grace Person shall act in accordance with the highest level of business ethics and in accordance with applicable law. Each Grace Person has a duty to report suspected wrongdoing or unethical behavior or any violation of law by Grace. Grace will not tolerate any retaliation, or threats of retaliation, against anyone who, in good faith, reports a violation or suspected violation of this Policy or any other Grace policy covered by the principles set forth in this Policy or applicable law.

### **PROCEDURES AND IMPLEMENTATION:**

The following are examples of the principles that each Grace Person is expected to follow:

- (a) Every effort is made to avoid potential or actual conflicts between the interests of the Company and the personal interests of any of Grace Persons; and any conflicts or potential conflicts of interest are fully and promptly disclosed to the appropriate Grace supervisors and Grace’s General Counsel (see the Company’s “Conflicts of Interest” policy);

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- (b) All financial and other disclosures submitted to any governmental authority provide timely, accurate, and not misleading, information;
- (c) All of Grace's books, records, accounts and financial statements are maintained in reasonable detail, appropriately reflect Grace's transactions, and conform both to applicable legal requirements and to Grace's system of internal controls;
- (d) All assets and proprietary information of Grace (including information of third parties provided to Grace under confidentiality arrangements) are properly accounted for and safeguarded;
- (e) Grace fully complies with antitrust and fair competition laws and does not conspire to fix prices or otherwise restrain trade;
- (f) Grace complies with applicable law regarding campaign or political contributions and all such contributions made on Grace's behalf are coordinated through the most senior Grace officer in charge of Government Relations, in compliance with Grace's Policy No. 510 governing Political Contributions;
- (g) Grace does not make any bribes or other improper, disguised, or questionable payments of any kind or prepare any business records or financial reports that include or reflect false or misleading information;
- (h) In all its business activities worldwide, Grace is committed to preserving and protecting the environment;
- (i) Grace's business dealings with government agencies comply with applicable laws and published policies of such government agencies, including those dealing with entertainment, gifts, or other business courtesies;
- (j) Grace complies with all applicable national and multinational export control laws and does not cooperate with international boycotts, unless sanctioned by applicable law;
- (k) Grace maintains safe working conditions and practices for all Grace Persons;
- (l) Grace fosters a culture of diversity and inclusion, where all people are treated with respect, and harassment, threats, insults, unlawful discrimination, and other unprofessional conduct are not tolerated;
- (m) No one may retaliate or threaten retaliation against anyone who, in good faith, reports a violation or suspected violation of this Policy or any other Grace policy covered by the principles set forth in this Policy or applicable law;

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- (n) No Grace Person discloses non-public information regarding Grace without management's authorization or uses such information for personal gain; and
- (o) No material, non-public information of Grace, any supplier, customer, or other third party, is used for trading in Grace notes or other securities, or in the securities of any such supplier, customer, or other third party.

### **REPORTING PROCEDURES:**

Any Grace Person who discovers any matter that is, or appears to be, in violation of this Policy, or any other Grace policy covered by the principles set forth in this Policy, or applicable law shall report the matter immediately by contacting either of the following persons:

1. Anthony S. Yoo, Chief Ethics & Compliance Officer and General Counsel  
Phone: 410-531-4212  
e-mail: anthony.yoo@grace.com; or
2. Sean E. Dempsey, Associate General Counsel  
Phone: 410-531-4129  
e-mail: sean.dempsey@grace.com.

If, for any reason, an individual does not believe contacting these persons is appropriate, he or she may report the matter by calling the Grace Ethics Hotline (the "Ethics Hotline") that is available toll-free from more than 40 countries. The Ethics Hotline can be reached by dialing an access code and a toll-free number posted on Grace's corporate website available at <http://grace.com/ethics>. A link for reporting online is also provided on the website.

Contacts to the Ethics Hotline may be submitted anonymously. The Ethics Hotline does not have caller-ID.

All reports and calls to the persons listed above or to the Ethics Hotline will be treated confidentially. Information provided in such reports and calls shall be shared with other individuals only to the extent necessary: (i) to conduct a full and fair investigation; and (ii) for Grace to take any corrective action. Specifically, the sharing of that information will be balanced fairly between protecting the privacy of personal information, and the need to fully and fairly investigate any allegations made in such reports or calls and meet any resulting disclosure obligations that Grace may have to regulatory, law enforcement, or judicial authorities.

All reports will be fully and fairly investigated, and the results of the investigation will be communicated to the individual who reported the alleged violation unless the report was

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submitted anonymously. Grace may conduct the investigation internally, led by the Internal Audit department, the Chief Ethics & Compliance Officer, or Associate General Counsel (or an appropriate designee), or externally, using outside counsel, independent accountants, or a private investigation firm. The investigation may include, to the extent permitted by law, interviews, document review (including Grace files, files maintained by employees, employee e-mails, phone logs, and other electronic records), and surveillance during business or non-business hours. Any investigation conducted using outside counsel, independent accountants, or a private investigator must be approved in advance by the General Counsel or the Chair of the Audit Committee, and will be reported to the Audit Committee.

Any person who is the subject of a report or Ethics Hotline call shall be notified of the investigation and be given an opportunity to respond fully to each accusation or complaint reported. However, the identity of any individual who makes such a report or call will not be identified to such person, to the extent consistent with conducting a full and fair investigation.

The Chief Ethics & Compliance Officer shall maintain a file of all reports and actions taken to address reported allegations. The Chief Ethics & Compliance Officer or Director of Internal Audit shall advise the Board at its next meeting of any matters involving accounting, auditing, financial reporting, or internal controls brought to the attention of Grace since the last Board meeting. In the event of an investigation involving a member of the Grace Leadership Team, such investigation would be referred to and conducted by the Board, excluding any Grace Leadership Team member at issue, with the assistance of the Director of Internal Audit.

Grace Persons are expected to report violations of Grace's policies and procedures. Grace will not permit retaliation of any kind for a report made in good faith.

Employees are also encouraged to discuss ethical issues with their supervisors or any of the persons referred to above when in doubt about the best course of action to follow in a particular situation.

The Company will hold all Grace Persons who violate or knowingly fail to report a violation of this Policy accountable for their actions and will take appropriate disciplinary action (including, but not limited to, termination of employment or other relationship with Grace, or seeking criminal prosecution), whether the person involved is a director, executive or other officer, manager, employee, or other representative of Grace.

No waiver with respect to any portion of this Policy shall be granted to a Grace Person unless such waiver is approved in advance by the Chief Ethics & Compliance Officer. No such waiver shall be granted to a director, an executive officer (including the principal executive officer and the principal financial officer), the principal accounting officer or



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controller, or persons performing similar functions, unless such waiver is approved by the Board.

All officers and managers of Grace are responsible for monitoring and enforcing this Policy within their respective areas of responsibility. Directors, officers, all U.S. salaried employees and certain non-U.S. management employees, and other representatives of Grace will be required to execute annually a certificate indicating that they understand and have complied with this Policy, the Company's Policy No. 507 governing "Conflicts of Interest," and other Grace policies that cover the principles specified above. Certificates will be maintained for five years.

The Chief Ethics & Compliance Officer and the Board shall review this Policy when deemed appropriate.

