

Code of Conduct for Suppliers and Other Third Parties



Momentive Performance Materials Inc. values its reputation for integrity. We strive at all levels of the Company to adhere to the highest ethical standards in the conduct of our business and to comply with all applicable laws and regulations. We are judged not only by the business results we achieve but also by how we achieve them. We believe that organizations that operate ethically and with integrity build value over time and have the best chance for long-term success.

The Code of Conduct for Suppliers and Other Third Parties (the “Code”) applies to any business, company, organization, entity or person (each, a “Third Party”) that does business with Momentive Performance Materials Inc. and/or any of its subsidiaries anywhere in the world (“Momentive”), including, but not limited to, all Suppliers. A “Supplier” is any business, company, organization, entity or person that: (i) sells or seeks to sell any kind of goods or services to Momentive (such as raw materials or maintenance), or (ii) performs or seeks to perform services for or on behalf of Momentive (such as freight or customs clearance). Other “Third Parties” include, but are not limited to, any business, company, organization, entity or person that represents or seeks to represent Momentive in, or otherwise facilitate, the sale of Momentive’s products or services (such as sales agents or representatives, distributors or resellers). A Supplier may be considered a Third Party for purposes of this Code and will be referred to as such from this point forward.

All Third Parties will comply with this Code in all aspects of their dealings with, for or on behalf of Momentive. To that end, Momentive expects Third Parties to implement effective systems and controls that will promote compliance with applicable laws and foster a culture that values ethics and integrity in business dealings. Momentive also expects Third Parties to report any suspected violations of this Code using the contact information provided. Momentive reserves the right to assess and monitor a Third Party’s compliance with this Code and to take appropriate actions in the event of noncompliance.

Momentive recognizes that there are differences in cultures and legal requirements in different parts of the world; nevertheless, Momentive expects that regardless of location, all business shall be conducted in a manner compatible with this Code. This Code represents Momentive’s minimum expectations with respect to any Third Party.

Ethics and Compliance with Laws

Momentive expects its Third Parties to conduct business in accordance with the highest ethical standards and expects all employees of Third Parties to be sensitive to ethical considerations and the consequences of their actions. Third Parties must not seek to gain advantage by acting fraudulently, deceiving people or making false claims, or by allowing anyone else to do so. Third Parties must comply with all laws and regulations in their country of operation, and with all other applicable laws and regulations, including those of countries in which it does business with or for Momentive.

Business Integrity

Any and all forms of corruption, money laundering, extortion and embezzlement are strictly prohibited. Third Parties shall refrain from making any improper payments of money or anything else of value to government officials, political parties, candidates for office, or any other persons. Third Parties shall not take unfair advantage of Momentive through abuse of privileged or proprietary information, misrepresentation of material facts or any other unfair or dishonest practices.

Third Parties are expected to exert due diligence to detect and prevent corruption in all business arrangements, including but not limited to, partnerships, joint ventures, manufacturing or tolling agreements, and the hiring of intermediaries such as agents of consultants.

Fair Competition

Third Parties shall not engage in any misappropriation of confidential information, price fixing, bid rigging or collusive conduct in connection with any transaction involving Momentive. Third Parties are expected to understand and comply with all applicable laws regarding fair competition and antitrust.

Gifts/Entertainment

Third Parties shall not offer any Momentive employee or an employee's family members gifts, kickbacks, bribes, payments, fees, services, discounts or other privileges in order to obtain favorable treatment from Momentive. Under no circumstances should any Third Party use gifts or entertainment to bribe or attempt to bribe or secure or attempt or seek to secure a transaction opportunity or an improper or competitive advantage. Business-related meals and entertainment that are reasonable under the circumstances and token gifts or favors of nominal value which do not create a real or apparent sense of obligation are permitted, but only if consistent with local law and no government officials are involved.

Conflicts of Interest

Third Parties are expected to avoid all conflicts of interest or situations giving the appearance of or potential for conflict of interest with the interests of Momentive. Third Parties shall not enter into a financial or any other relationship with a Momentive employee that creates any actual, potential or apparent conflict of interest with Momentive. Momentive employees may not serve as officers, directors, employees, agents or consultants of Third Parties, except with the consent of appropriate Momentive leadership. All conflicts discovered by Third Parties must be promptly disclosed and resolved to Momentive's satisfaction.

Assurance of Compliance

Third Parties must adopt or establish a management system designed to ensure compliance with this Code and applicable laws and regulations; identify and mitigate related operational risks; and facilitate continuous improvement in these matters.

In addition, Third Parties are expected to have adequate monitoring and record-keeping systems to verify compliance with this Code and applicable laws and regulations. Third Parties are also responsible for ensuring that their subcontractors and agents comply with this Code and applicable laws and regulations. Momentive reserves the right to monitor, review and verify compliance with this Code and applicable laws and regulations by all Third Parties.

No Bribery

Third Parties shall not offer, promise or provide anything of value, including money, bribes, entertainment or kickbacks, to any government official or other party in connection with any transaction involving Momentive. A government official includes, but is not limited to, any officer or employee of a foreign government, any department or agency or instrumentality thereof, or any person acting in an official capacity for, or on behalf of, any of the such persons or entities. A government official also includes an officer or employee of a public international organization or a candidate for political office or political party.

Third Parties are expected to have adequate procedures in place to prevent their employees from engaging in bribery, including training employees on the requirements of the U.S. Foreign Corrupt Practice Act and the UK Bribery Act and other applicable anti-bribery and/or anti-corruption laws. Third Parties shall also cause each of its subcontractors and agents to comply with such anti-bribery and/or anti-corruption laws.

Prevention of Internal Corruption

Momentive employees are prohibited from demanding from Third Parties anything of value, such as gifts, payments or other benefits. Third Parties are expected to promptly report any violations of this policy to Momentive. (See below for directions on reporting.)

Accurate Records

Third Parties shall maintain accurate and adequate records pertaining to any transactions involving Momentive, and to provide Momentive access to such records upon request.

Human Rights and Labor

Momentive values the diversity of employees and expects its Third Parties to act similarly by maintaining policies that encourage workplace respect and dignity. Third Parties are expected to remain receptive to diverse opinions and foster an ethical and inclusive culture. Third Parties should seek to hire and retain the best employees at all levels of the company without regard to race, color, religion, sex, sexual orientation, national origin, age, disability or veteran status. Third Parties are expected to maintain an environment that is free from physical, psychological and verbal abuse, or any other abusive conduct.

Labor

Third Parties are not to engage in forced, bonded or indentured labor or involuntary prison labor. All work will be voluntary. There is to be no inhumane treatment or harassment, including any sexual harassment, sexual abuse, mental or physical coercion or verbal abuse of workers, nor is there to be the threat of any such treatment.

Child labor is prohibited. Human trafficking is prohibited. All persons performing work for Third Parties must meet minimum age limits, and work times are not to exceed the maximum, set by applicable laws, international treaties and regulations.

Wages and Benefits

Third Parties must pay workers at least the minimum compensation required by local law and provide all legally mandated benefits. In addition to payment for regular hours of work, workers must be paid for overtime at such premium rate as is legally required or, in those countries where such laws do not exist, at least equal to their legally required regular hourly payment rate. Deduction from wages as a disciplinary measure should not be permitted.

Social Dialog

Third Parties are expected to respect the rights of workers to associate freely and communicate openly with management regarding working conditions without fear of harassment, intimidation, penalty, interference or reprisal. Third Parties are also expected to recognize and respect any rights of workers to exercise lawful rights of free association, including joining or not joining any association of their choosing.

Conflict Minerals

Third parties shall comply with applicable conflict minerals laws and shall have policies and programs to reasonably ensure that their activities and/or the activities of their suppliers do not benefit perpetrators of human rights abuses in the Democratic Republic of the Congo or in adjoining countries. Third parties should exercise due diligence on the source and supply chain of custody and require the same from their next tier suppliers.

Environment, Health and Safety

Third Parties are expected to establish an appropriate management system for Environmental, Health, Safety (EH&S) and Sustainability. Third Parties are expected to operate in a manner that actively identifies, manages and minimizes EH&S risks, conserves natural resources, minimizes emissions and releases, and protects the environment.

Third Parties are expected to protect the health, safety and welfare of their employees, contractors, visitors and any other stakeholders who may be affected by their activities. Momentive expects that Third Parties will comply with all applicable environmental laws and regulations. Momentive also expects that Third Parties will provide a workplace environment that is safe, secure and compliant with all applicable health and safety standards.

Intellectual Property and Information Protection

Third Parties shall protect all intellectual property and confidential information of Momentive. Third Parties shall not misappropriate or misuse the intellectual property and confidential information of Momentive. Third Parties may use such property and information only upon obtaining authorization from Momentive and only for the limited purpose authorized.

Third Parties in possession of Momentive's intellectual property or confidential information must take appropriate actions to safeguard against the unauthorized disclosure or misuse of such property and information. All electronic records shall be protected

from unauthorized access, destruction, use, modification or disclosure. Third Parties shall comply with applicable data privacy laws.

Trade Controls and Customs Compliance

Third Parties shall comply with all applicable trade control laws and regulations in the import, export, or transfer of Momentive products, components and technical data. Momentive is committed to strict compliance with applicable laws and regulations, including, but not limited to, U.S. export control, anti-boycott, and trade sanction laws and regulations. Third Parties shall have policies and procedures in place to ensure compliance with these legal requirements as they relate to Momentive products and services.

Whistleblower Protection

Third Parties are expected to provide employees with avenues for raising legal, ethical or other concerns without fear of retaliation. Third Parties are expected to take actions to prevent, detect and correct any retaliatory actions.

Ethics Policies

Commensurate with the size and nature of their business, Third Parties are expected to establish and maintain management systems to support their compliance obligations, as well as their obligations within this Code. Third Parties are encouraged to implement their own code of conduct and flow the principles to the entities that furnish them with goods and services. Momentive expects Third Parties to establish and maintain effective programs that encourage their employees to make ethical, values-driven choices in their decision making.

In the event that the expectations of this Code are not met, the business relationship may be reviewed, and corrective actions pursued subject to the terms of the governing contract.

Ways To Report Concerns

Subject to applicable local laws and regulations, Third Parties are expected to promptly notify Momentive of any compliance or integrity matters involving or affecting Momentive. The duty to report applies regardless of whether the concern involves the Third Party. In addition to reporting concerns, a Third Party is expected to cooperate with and assist Momentive as it investigates the matter. A concern may be reported by any of the methods listed below. Anonymous reporting is available except where prohibited by local laws.

1. Contact your lead point of contact within the procurement group at Momentive.
2. Contact Momentive within the U.S. at +1 518 233 3330 and ask the operator to connect you to a member of the legal department, internal audit department or trade compliance group. Operators are available to direct calls Monday–Friday between 8:00 am and 5:00 pm eastern time.
3. Contact Momentive’s Compliance department at globalcompliance@momentive.com.
4. Contact the Momentive Ethics Line. The Momentive Ethics Line is operated by a neutral, third-party provider and is a multilingual resource that may be used in all countries where Momentive operates. It is available to receive reports 24 hours a day, 7 days a week and 365 days a year. The U.S. toll-free number for reporting a concern is +1 844 238 8766. For calls made outside the United States, Canada, Puerto Rico and other U.S. territories, please visit the Ethics Line website at www.momentive.ethicspoint.com.
5. Submit your concern electronically online at www.momentive.ethicspoint.com.

Momentive: The Power of Possibilities

At Momentive, the most important question we ask is "What if?" It's a question that speaks directly to what we believe - like an exploring spirit, a dedication to discovering the new, and the better, approaching each opportunity with tenacity and technology, and knowing that collaborative partnerships can yield exponential results. And we believe that together, with you, we can push the boundaries of what we all think possible. With a legacy that spans more than 75 years, we've been fostered an unexpected, innovative way of looking at and solving challenges. From the soles of the boots that first walked on the moon to tires that more tightly hug the roads here on Earth, we invent solutions that work - solutions that deliver real results. We are a tenacious supplier with a thirst to understand your challenges. We have the deep industry knowledge and the vast collective experience to inspire both bold approaches and breakthrough innovations. We believe in asking "What if?" Then, together, inventing something that makes "What if?" real.

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