Supplier Document

Anti-Corruption Policy Compliance Agreement

Introduction

Master Chemical Corporation d/b/a **Master Fluid Solutions** is a worldwide business organization which has historically maintained the highest corporate moral and ethical standards in all of its operations. Master Fluid Solutions and its affiliates, related entities, subsidiaries, and joint ventures throughout the world are hereinafter collectively referred to as "MFS".

As it continues to grow, MFS works internationally with third parties who are involved in the distribution of MFS products and the promotion of the Master Fluid "brand" and reputation throughout the world. For example, MFS operates through distributors, stocking distributors, sales representatives, sales agents, fluid managers, business associates, importers, exporters and other third parties (collectively "MFS Representatives") who assist in promoting and distributing MFS products or provide other value added services to MFS. MFS recognizes that delivering its products to customers in the market with the help of MFS Representatives presents challenges and opportunities. It requires close cooperation between MFS and MFS Representatives on business matters, "brand" identification, marketing, and for the implementation MFS's highest ethical standards.

You and your business are one of the MFS Representatives described above. As such, your actions are a direct reflection of MFS in the market place. From a marketing point of view, customers hold MFS responsible for your actions and decisions. If you act ethically, honestly and lawfully in your business dealings, it will enhance MFS's image and reputation. If you act unethically or unlawfully, your actions will damage MFS's reputation and customers view MFS unfavorably. From a legal point of view, the government of the United States and the other governments in jurisdictions where you conduct business on behalf of MFS may also attempt to hold MFS responsible for your actions and decisions. Since MFS remains committed to maintaining the very highest ethical standards in the way MFS conducts business, MFS requires its MFS Representatives to also meet these high moral and ethical standards. MFS also requires you to be fully in compliance with all applicable anti-corruption laws in all of your business dealings.

Purpose

The purpose of this Agreement is to ensure that you, and all other MFS Representatives, are actively in compliance with all applicable Anti-Corruption laws of the United States, including the United States Foreign Corrupt Practices Act of 1977, as amended ("FCPA"), and similar laws of any country where you do business. In addition, this Agreement provide mechanisms of cooperation between You and MFS processes through which MFS can monitor and evaluate anti-corruption compliance as your business relationship grows and evolves in the future. This Agreement requires an explanation of the FCPA and similar laws and an understanding of MFS's Anti-Corruption Policy ("Policy") which is set forth herein.

By reviewing this Anti-Corruption Policy Compliance Agreement, you and your business will understand the current anti-corruption laws, and MFS's Policy. By signing this Anti-Corruption Policy Compliance Agreement, you and your business will be making affirmative representations to MFS regarding your current and future compliance with the FCPA, other applicable laws, and with the Policy. And you will be agreeing to cooperate with MFS in monitoring your compliance with these anti-corruption laws and MFS's Policy.

Due to MFS's global marketing efforts and the sale of its products to private customers and in some cases to government owned, controlled or related customers around the world, MFS Representatives must: be familiar with applicable laws and MFS's Policy, request clarification and additional information when needed, and comply with MFS's Policy and all applicable anti-corruption laws at all times.

Applicability

MFS and all MFS Representatives, whether citizens of the United States or other countries, and whether they are located in the United States or elsewhere, are responsible for understanding and abiding by applicable anti-corruption laws this Policy at all times. There are no exceptions.

Compliance Officer

As part of MFS's overall program for assuring

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compliance with all applicable laws and regulations and this Policy, MFS has designated James L. Perry, its Global Vice President - Human Resources, to act as the Compliance Officer for this Policy. The MFS Compliance Officer will have overall responsibility for Policy implementation, education, and administration.

MFS recognizes that understanding United States and International anti-corruption laws can be difficult at times, and that situations will arise when you as an MFS Representatives may be uncertain as to the application of these laws. The MFS Compliance Officer is intended to serve as a resource for MFS Representatives in dealing with such matters relative to MFS's Policy and business processes.

As an MFS Representative, you should feel free to contact the MFS Compliance Officer at any time, either directly or through MFS Sales Management officers, to get help with respect to such matters. When in doubt as to any compliance matter, any MFS Representative should always seek clarification of policy and expectations from the MFS Compliance Officer before proceeding. Given MFS's core commitment in this area, proceeding with questionable conduct is simply not an acceptable option. If a question or uncertainty arises, you must ask the MFS Compliance Officer for guidance.

Also, you should report suspected improper conduct or violations of the FCPA to MFS. These reports can be made anonymously at:

Email: MCC_Compliance@masterchemical.com
Phone: +1 419-724-7723
James L. Perry: jlperry@masterchemical.com

or through the Compliance Officer and reports may be made in English or in your local language.

Policy Communication and Compliance

MFS's Policy and relevant guidance as set forth herein will be given to all MFS Representatives and all MFS affiliated entities. MFS Representatives are required to acknowledge and certify in writing that they have received, reviewed, understand and agree to comply with this Policy. MFS will make every effort to update its Policy as new laws and regulations are put into place in the United States and other jurisdictions.

Legal Background – General

It is MFS's Policy to comply with all laws, rules and regulations that are applicable to its business including the FCPA wherever MFS business is conducted. Inappropriate transactions such as those described in the following pages may violate the FCPA and other applicable anti-corruption laws around the world. MFS encourages you and all other MFS Representatives to seek guidance on legal matters when concerns first arise. It is important to understand that, if violations occur, any MFS Representative involved in the violation may be independently subject to fines, criminal prosecution, imprisonment and/or civil litigation. Both MFS and MFS Representatives are placed at risk by improper conduct. This Policy is intended to help MFS Representatives avoid any such violations, and to identify in advance any situations which could potentially lead to violations.

Each MFS Representative is responsible for understanding the anti-corruption laws applicable in the country or region in which they conduct business and for being in compliance with those laws at all times. US laws apply to MFS worldwide but there are also similar laws in other countries where MFS does business and where MFS Representatives do business.

Legal Background - The Foreign Corrupt Practices Act

The FCPA is an important United States law that MFS and all MFS Representatives must understand and follow in all business transactions anywhere in the world. You, as an MFS Representative are strongly encouraged to seek guidance from the MFS Compliance Officer when confronted with situations which might implicate the FCPA. Other jurisdictions have similar or additional laws which also require compliance. The following summary of the FCPA should be used for general guidance and to help identify situations of concern.

1. The FCPA prohibits offering to pay or actually paying a bribe or giving anything of value to a government official to obtain, retain or direct business or to obtain special permissions or favorable government action.
2. Any payments made for these improper purposes by you or any other MFS Representative or any other intermediaries also

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violate the FCPA and are strictly forbidden. Generally, improper actions of employees, officers, agents and independent contractors are treated as if the actions were your own actions and a claim of "I didn't know the violation was happening" (sometimes called "lack of knowledge") is not a defense.

3. The term "foreign government official" is broadly defined. The term includes any officer, employee or agent of (a) a foreign government; (b) a public international organization (such as the World Bank, the International Monetary Fund, etc.); (c) any department or agency of a foreign government or public international organization; and (d) any officer, employee or agent of a company owned or controlled by a foreign government (also known as a "state-owned enterprise"). The term also includes a candidate for foreign political office and any officer, employee or agent of foreign political parties. A company can be considered a "state owned enterprise" even if the state owns less than 50% of the company if the state has authority to control the actions and decisions of the company or authority to appoint officers and directors.
4. Technically speaking, the FCPA allows minor facilitation payments to foreign officials that expedite or secure performance of routine government action. However, the United States government interprets this exception extremely narrowly. More importantly, even minor payments almost always violate the laws of the country where such payment are requested. Accordingly, facilitation payments are almost never appropriate and must be avoided. If confronted with a situation involving facilitation payments, you and other MFS Representatives should seek guidance from the MFS Compliance Officer.

Appearance of Impropriety

All MFS Representatives must avoid any type of conduct that could have even the appearance of impropriety. MFS Representatives are the face of MFS throughout the world. Thus, even conduct which appears to be improper directly hurts MFS, its image and its brand.

Gifts - General Rules

MFS only makes its business decisions based only upon legitimate business factors like price, quality and service. MFS likewise assumes that prospective and current customers will only make decisions based upon legitimate business factors and MFS Representatives must act accordingly. Gifts given or received must never play a part in corporate decision making on the part of MFS, an MFS Representative, a customer or a prospective customer, and are prohibited if the gift has more than nominal value. MFS recognizes that, in some cultures, gifts of nominal value like promotional items might be considered a standard business practice for the purpose of expressing good will and advertising MFS products. When gifts of nominal value are absolutely necessary, MFS accepts the use of promotional items with a nominal value (such as shirts, coffee cups, pens, etc.) which display the name of MFS, an MFS operating entity, an MFS product or the name of the MFS Representative.

Regardless of the circumstances, no gift may ever be offered, promised, given or received for the purpose of influencing decisions on the part of a prospective customer or for the personal gain of an individual. In addition, all gifts given or received must be legal under United States and relevant local laws.

In order to demonstrate compliance with United States laws and regulations, the United States government expects companies and their agents (such as MFS Representatives) to maintain detailed and accurate records of all gifts of more than a nominal value which are made to third parties. The failure to maintain such records is viewed by the United States government as evidence of non-compliance with the FCPA. The US government assumes that any unaccounted for expenditures from "slush funds" are illegal bribes which violate the FCPA and other anti-corruption laws. Accordingly, you as an MFS Representative must maintain records of all gifts which are of more than a nominal value, and all records regarding such gifts (including expense reimbursement forms) must be complete, accurate and include the name, titles and employers of the recipients of the gifts; a specific description of the gift; and a reasonably detailed reason for the gift being given or exchanged. If no gifts are made during a particular period, that fact should be included in the record of all gifts. Again, any sales

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expenses or reimbursements which are not fully and accurately accounted for are presumed to be hiding corrupt payments.

Gifts – Additional Rules for Government Officials

Any gifts, even promotional items with a nominal value, given to or received from government officials are very carefully examined because the FCPA and various laws in other jurisdictions, prohibit, limit or otherwise restrict such gifts. Accordingly, as a matter of MFS policy, gifts given to or received from government officials (including any relative of a government official or any entity associated with a government official) must not have a value greater than $20 USD unless specifically pre-approved in writing by the MFS Compliance Officer. These rules for government officials are in addition to those which are set forth above for gifts generally.

Hospitality Guidelines - General Rules

In the course of conducting business, it may be appropriate to provide to third party personnel legitimate hospitalities such as meals, entertainment, transportation and lodging. Such hospitalities must conform to the following guidelines:

1. All hospitalities must be reasonable in value and frequency, and provided in connection with legitimate MFS business (the promotion, demonstration or explanation of a product, education, service, or in connection with the performance of an existing contract).
2. No hospitalities may ever be offered or provided to improperly influence a business decision; to obtain an improper business advantage; or to otherwise improperly obtain, retain or direct business or to secure favorable treatment or results.
3. Like gifts, all hospitalities must be legal under United States and local laws and must be for a proper business purpose. Hospitalities may never include sexual services, drugs, or any kind of activities which are in themselves illegal or immoral.
4. All records regarding hospitalities (including expense reimbursement forms) must be complete, accurate and include the names, titles and employers of the recipients of the hospitalities; a specific description of the hospitalities; and a detailed reason for them.
5. Meals may only be reimbursed when business is discussed and at least one employee of the MFS Representative is present.
6. The provision of non-local transportation (involving overnight accommodations or air travel) and lodging for any customer or prospective customer requires the prior approval of the MFS Compliance Officer. Airline tickets for non-MFS personnel or non-MFS Representative personnel must be purchased directly from the airline or an independent travel agent. It is never appropriate to reimburse non-MFS personnel or non-MFS Representative personnel for travel or lodging arrangements they made and paid for themselves.

Hospitality Guidelines - Additional Rules for Government Officials

As with gifts to government officials (including any relative of a government official or any entity associated with a government official), MFS strongly discourages providing hospitalities to government officials or their relatives in any situation due to the legal questions involved and the substantial penalties should a violation occur even unintentionally. MFS strongly recommends seeking guidance from the MFS Compliance Officer before providing hospitalities to any government officials, to their relatives or to employees of any government controlled enterprise.

Sub-Representatives and Other Agents

You, as an MFS Representative are responsible for assuring compliance with this Policy by:

1. Any personnel and individuals within your business who act as an MFS Representative including your employees, agents, owners or officers;
2. Any consultants, agents or sub-representatives engaged by your business as an MFS Representative or in conjunction with the promotion, sale or servicing of any product of MFS or an MFS related entity;
3. Any other third party which you, as an MFS Representative, retain or engage, or with whom you work, in conjunction with the promotion, distribution, marketing, sale or servicing of any

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product of MFS or an MFS related entity.

Accounting - Books and Records

As discussed above, the United States government requires accurate record keeping for compliance with the FCPA and other United States anti-corruption laws. Records of expenses incurred by MFS Representatives in conjunction with the promotion, sale or servicing of any products of MFS or any MFS entities must be kept in reasonable detail and should be supported by a detailed description of the activities in question and the actual valid receipts or invoices incurred. Significant expenditures from slush funds or petty cash funds are prohibited. To repeat, the FCPA places the burden on MFS and on you as an MFS Representatives to demonstrate that you are in compliance with the law. Failure to fully account for sales expenses is presumed to be hiding corrupt payments. As discussed below, MFS reserves the right to audit any MFS Representative's records and to take other reasonable steps from time to time to assure compliance with FCPA and similar laws. Failure to keep such records is strictly prohibited. If an MFS Representative knowingly submits or includes fake or false financial records, accounts, receipts or invoices as part of its records, that MFS Representative may be subject to discipline, up to, and including, immediate termination of the MFS Representative's agreement, contract or employment and may subject the MFS Representative to independent legal action.

Violations

Violations of any of these policies may result in disciplinary action, up to, and including immediate termination of your MFS Representative's agreement, contract or employment and independent legal action. In addition, violations of the FCPA or other laws of the United States and other countries may subject you as an MFS Representative, your officers, agents or employees and MFS to fines, criminal prosecution, imprisonment, civil penalties and/or civil litigation.

Any MFS Representative who knows or suspects that a violation of this policy has occurred or is about to occur is required to contact the MFS Compliance Officer immediately. No adverse action will be taken against any MFS Representative for contacting the MFS Compliance Officer regarding the conduct of other MFS Representatives. MFS will never tolerate any retaliatory act against an MFS Representative who reports suspected legal, ethical, or policy violations in good faith.

Any MFS Representative who suspects that its own conduct, or the conduct of one of its employees, agents of sub-representatives may have inadvertently violated MFS's ethical or moral standards should report its concerns to the MFS Compliance Officer as well. MFS will assist in correcting the situation and determining the appropriate next steps.

Examples of situations you should report include:

- Payments made, planned to be made or offered to any party when it is known or there is a likelihood that the payment or a portion thereof will be passed on to a prohibited recipient or to any other person (such as a government official or an employee of a government owned enterprise) for the purpose of directing, obtaining business, retaining business, gaining favorable government treatment or other improper purposes; and
- Delivery, planned delivery or offered delivery of prohibited gifts, gratuities, hospitalities, payments, entertainment or other things of value furnished or offered to any customer or other person for the purpose of obtaining or retaining business or other improper purposes.

These reports can be made anonymously at:

Email: MCC_Compliance@masterchemical.com
Phone: +1 419-724-7723
James L. Perry: jlperry@masterchemical.com

or through the Compliance Officer and reports may be made in English or in your local language.

Affirmative Representations

By signing below, you are making the following Affirmative Representations regarding your current and future business operations as an MFS Representative:

- As an MFS Representative you and your business are not a "foreign government official" as defined above; not directly or indirectly acting on behalf of a "foreign government official", not a

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"state-owned or controlled enterprise" as defined above, and not an employee or agent of an "international organization" as defined above.

- As an MFS Representative you have and will maintain your own ethics and anti-corruption policy to provide guidance to you and your own employees and representatives and you will periodically update that policy if there are changes in the applicable laws.
- As an MFS Representative you have read and understand the MFS's Anti-Corruption Policy and you agree to take all steps to implement the Policy.
- As an MFS Representative you are currently in compliance with the requirements of the FCPA, other applicable laws in your jurisdiction, MFS's Policy and in the future you will continue to comply with the FCPA in every respect.

As an MFS Representative you agree to bring to the attention of MFS any suspected unethical or unlawful conduct and to use MFS's Anti-Corruption Compliance Officer as needed to secure advice regarding any questionable situations which might present the risk of a violation of the FCPA. You also agree to report suspected improper conduct or violations of the FCPA. These reports can be made anonymously at:

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Obligations Undertaken

As an MFS Representative, you are undertaking certain obligations relative to compliance with the FCPA and the MFS Policy. Specifically, you are agreeing that you and your business operation will do the following:

- As an MFS Representative you agree to provide to MFS documents, books and records disclosing the entity structure and ownership of your business sufficient to establish that there is no government control or ownership of your business and to demonstrate that there is no direct or indirect ownership by a relative or surrogate of a government employee. You agree to cooperate with MFS and will permit re-examination of such records periodically and in the event of a change in ownership.
- As an MFS Representative you agree to permit MFS to visit your business offices and facilities to verify that you have the capability through staff, training, skills and equipment sufficient to meet expected demands of your role as an MFS Representative and to actually perform the value added services that you have agreed to provide as an MFS Representative. You will permit visitations periodically and in the event of significant changes in you role as an MFS Representative or to your facilities.
- As an MFS Representative you agree to permit MFS to audit your financial books and records relative to the work which you undertake on behalf of MFS in detail sufficient to enable MFS to trace payments which you receive from MFS through your organization to your employees, agents and representatives so that MFS can verify that no funds are being used for corrupt payments or in violation of the FCPA and other applicable laws.

In addition to the Affirmative Representations and the Obligation Undertaken, you agree to undertake such other measures cooperatively with MFS as may be necessary from time to time maintain the highest ethical standards and to comply fully with the FCPA and other applicable laws.

ACKNOWLEDGMENT

By engaging in business and supplying materials or services to MFS we agree to be bound by this Anti-Corruption Policy Compliance Agreement. We have reviewed this in its entirety and understand its provisions. If we have any questions or objections to this policy we will contact via email or in writing, Erica Denton, Director Global Supply Chain at edenton@masterchemical.com.

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