

CORMETECH, INC.
CODE OF BUSINESS CONDUCT AND ETHICS
(MARCH 2021)

Introduction

This Code of Business Conduct and Ethics (the “Code”) describes the basic principles of conduct that we share as officers and employees of Cormetech, Inc. (“Cormetech”) and its subsidiaries and affiliated companies (collectively referred to herein as “the Company”). This Code also applies to our directors and should be provided to and is expected to be followed by our agents and representatives, including independent contractors and temporary employees.

We adhere to ethical guidelines in dealing with our employees, suppliers, customers, investors, insurers, competitors, regulators, auditors, and counsel, and we expect all our employees, agents, and representatives to do the same.

This Code is intended to provide a broad overview of basic ethical principles that guide our conduct. It is our policy to conduct our business affairs honestly and in an ethical manner. In some circumstances, we maintain more specific policies on the topics referred to in this Code. Should you have any questions regarding these policies, please contact Cormetech’s General Counsel.

Compliance with Laws, Rules, and Regulations

We comply with all laws, rules, and regulations of the places where we do business. Likewise, you are expected to comply with all applicable foreign, federal, state, and local laws, rules, and regulations in conducting the Company’s business. If a law, rule, or regulation is unclear, or conflicts with a provision of this Code, you should seek advice from our General Counsel, but always seek to act in accordance with both the law and the ethical standards described in this Code. If you violate laws or regulations in performing your duties for the Company, you not only risk individual indictment, prosecution and penalties, and civil actions and penalties, but you also subject the Company to the same risks and penalties. If you violate these laws in performing your duties for the Company, you may be subject to disciplinary action, including immediate termination of your employment or affiliation with the Company.

Conflicts of Interest

We conduct our business affairs in the best interest of our Company and should therefore avoid situations where our private interests interfere in any way with our Company’s interests. We need to be especially sensitive to situations that have even the appearance of being improper and promptly report them to a supervisor, or if appropriate, a more senior manager. If you believe that a transaction, relationship, or other circumstance creates or may create a conflict of interest, or if you are unsure, you should promptly report this concern.

Record Keeping

We require honest and accurate recording and reporting of information to make responsible business decisions. We document and record our business expenses accurately. Questionable expenses should be discussed with our General Counsel.

We avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies in our business records and communications. We maintain our records according to our record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult our General Counsel.

The senior management will take all necessary steps to ensure compliance with established accounting procedures, the Company's system of internal controls and generally accepted accounting principles. Senior management will ensure that the Company makes and keeps books, records, and accounts, which, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company.

Senior management bears a special responsibility for promoting integrity throughout the Company. Furthermore, senior management has a responsibility to foster a culture throughout the Company that ensures the fair and timely reporting of the Company's results of operation and financial condition and other financial information.

Corporate Opportunities

We do not personally take opportunities that are discovered using Company property, information, or position without the prior consent of Cormetech's Board of Directors. Our directors, officers, and employees are also prohibited from competing with the Company.

Competition and Fair Dealing

We outperform our competition fairly and honestly by developing and providing leading services and products based on innovation and performance and providing high quality service in a timely and efficient manner. We do not engage in unethical or illegal business practices such as stealing proprietary information, possessing, or using trade secret information that was obtained without the owner's consent, or inducing disclosure or use of this type of information by past or present employees of other companies. In short, we do not ever cheat to win.

Business Entertainment and Gifts

We recognize that business entertainment and gifts are meant to create goodwill and sound working relationships, not to gain unfair advantage with customers or suppliers. Neither we nor our family members can offer, give, solicit, or accept any gift or entertainment unless it: (a) is not a cash gift, (b) is consistent with customary business practices, (c) is nominal in value, (d) cannot be construed as a bribe or payoff, and (e) does not violate any laws or regulations. Any questionable gift or invitation should be discussed with a supervisor or, if appropriate, the General Counsel.

Equal Employment Opportunity

The diversity of our employees is a tremendous asset. We provide equal opportunity to all qualified employees and applicants in all aspects and phases of employment without regard to race, color, ethnicity, national origin, citizenship or alienage status, ancestry, religious affiliation or creed, age, sex, gender, sexual orientation, pregnancy or childbirth related medical conditions, physical or mental disability, genetic predisposition or carrier status, veteran or

military status, marital status, or any other category protected by federal, state and local laws (“protected characteristic”).

Unlawful Discrimination and Harassment

We insist that everyone be treated with dignity, respect, and courtesy, and we will not tolerate unlawful discrimination, sexual harassment, or other unlawful harassment occurring in the workplace or in connection with work by any person who is a member of, associated with, or employed by the Company. All employees have a responsibility for keeping our work environment free of unlawful discrimination and harassment.

Discrimination. Unlawful discrimination generally involves treating an employee or applicant differently from another regarding the terms or conditions of employment because of that person’s protected characteristic, where there is no bona fide occupational qualification or legitimate business reason for the differing treatment. Discrimination could also involve the failure to make a reasonable accommodation to a qualified individual with a disability in certain circumstances where doing so would not involve an undue burden to the Company.

Sexual Harassment. Sexual harassment is defined as unwelcome or unsolicited sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual nature where:

- Submission to such conduct is made either explicitly or implicitly a term or condition of employment;
- Submission to or rejection of the conduct is used as the basis for an employment decision affecting the employee (such as demotion, promotion, performance appraisal, compensation, etc.); or
- Such conduct or speech has the purpose or effect of unreasonably interfering with an employee’s work performance, or creating an intimidating, hostile, or offensive working environment (such as unwanted sexual or discriminatory jokes, vulgar language, sexual gestures, physical assaults, sexual advances, displaying sexually oriented materials, or similar conduct).

Such conduct may constitute sexual harassment regardless of whether the conduct is between members of management, between management and employees, between employees, or directed at employees by non-employees conducting business with the Company, regardless of gender or sexual orientation.

Other Unlawful Harassment. Other unlawful harassment includes but is not limited to unwelcome conduct, whether verbal, physical, or visual, that is based on an employee’s protected characteristic, and either (1) affects tangible job benefits; (2) unreasonably interferes with an employee’s work performance; or (3) creates an intimidating, hostile, or offensive work environment.

Health and Safety

We strive to provide a safe and healthy work environment. We ensure a safe and healthy work environment by diligently following safety and health rules and practices and promptly reporting accidents, injuries, and unsafe equipment, practices, or conditions to a supervisor or more senior manager.

We do not permit violence or threatening behavior in our workplaces. We report to work in condition to perform our duties at our best, free from the influence of illegal drugs or alcohol. We do not tolerate the use of illegal drugs or alcohol in the workplace.

Environmental

Because environmental compliance is a core value of the Company, we operate our business in a manner that is protective of the environment. Environmental protection and compliance are the responsibility of every Company employee. Each Company facility is responsible for its own compliance with environmental laws with the guidance, support, and oversight of the Director of Environmental, Health and Safety. We will undertake continuous efforts to protect the environment while supporting corporate operations and growth by achieving and maintaining compliance with applicable environmental laws and regulations, our own standards, and with voluntary commitments we make. We will perform periodic audits to evaluate the Company's compliance with applicable environmental laws and this corporate policy.

We will integrate environmental issues into the evaluation of new and existing products, manufacturing processes, production changes, material purchases, and business acquisitions. We will continually look for ways to control, reduce, or eliminate the generation of waste and pollutants in the business operations.

We will continually seek methods for improving the Company's environmental management system. We will ensure that appropriate managers and employees are trained in the applicable environmental laws affecting their job responsibilities and require that they discharge those responsibilities in furtherance of this policy.

Our expectations concerning environmental compliance are reinforced in Cormetech's Environmental Stewardship and Ethics Policy, which all employees are required to read and acknowledge, as well as Cormetech's Acknowledgement of Environmental Commitment, which all managers and supervisors are required to sign.

Confidentiality

We protect the Company's confidential information. Confidential information includes proprietary information such as our trade secrets, patents, trademarks, technical information, trade names, copyrights, business, marketing plans, sales forecasts, proprietary software, designs, databases, records, personnel data and salary information, and unpublished financial data and reports, as well as any non-public information that might be of use to competitors or harmful to us or our customers if disclosed. It also includes information that suppliers and customers have entrusted to us on a confidential basis. Our personal obligation not to disclose confidential information continues even after employment ends. Notwithstanding the foregoing, under 18 U.S.C. § 1833(b), "[a]n individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that (A) is made (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal." Nothing in this policy, the Code, or any other Company policy is intended to conflict with 18 U.S.C. § 1833(b) or create liability for disclosures of trade secrets that are expressly allowed by 18 U.S.C. § 1833(b), and none of the Company's directors, officers or members of management has the authority to impose any rule to the contrary.

Protection and Proper Use of Company Assets

Theft, carelessness, and waste of Company assets have a direct impact on our profitability and should be avoided. Any suspected incident of fraud or theft should be immediately reported to a supervisor or, if appropriate, a more senior manager for investigation. We carefully safeguard our confidential information. Unauthorized use or distribution of confidential information is prohibited and could also be illegal, resulting in civil or even criminal penalties.

Anti-Corruption Policy

Employees may **never** offer or give a “gift” or payment - no matter how small - to influence or reward a government official for an official act. A “government official” is any official or employee of any government (local, state, federal, or foreign) or any agency, ministry, or department of a government (at any level). A “gift” includes loans, meals, beverages, tickets, entertainment, commemorative items, transportation, lodging, or any other goods or services of value. In limited circumstances, gifts to government officials may be permitted. Employees should, however, obtain express prior written approval from the General Counsel before making any gifts.

In compliance with the United States Foreign Corrupt Practices Act (“FCPA”) we do not give anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates to obtain or retain business. We do not promise, offer, or deliver to any foreign or domestic government employee or official any gift, favor, or other gratuity that would be illegal. Our General Counsel can provide guidance in this area.

The laws or customs of other countries in which we operate must also be followed; however, they may be less clear. It is our policy to comply with those laws or customs; but, if a local law or custom seems to contradict the principles described in this Code, contact our General Counsel for guidance.

Reporting Violations of Company Policies and Receipt of Complaints Regarding Financial Reporting or Accounting Issues – Our “Whistleblower” Policy

You should report any violation or suspected violation of this Code to your supervisor, the General Counsel of the Company, or the Director of Environmental Health & Safety. You can provide your report verbally or in writing (i.e., by e-mail, letter, or memo). If you prefer to make your report anonymously (or if you just feel uncomfortable reporting to someone in the Company), you can contact the Company Values Line (888-475-8376). As you know from Cormetech’s Values Line Policy, the Values Line is monitored by NAVEX Global, a company that is separate and independent from Cormetech.

The Company’s efforts to ensure observance of, and adherence to, the goals and policies outlined in this Code require that you promptly bring to the attention of the General Counsel any material transaction, relationship, act, failure to act, occurrence, or practice that you believe, in good faith, is inconsistent with, in violation of, or reasonably could be expected to give rise to a violation of this Code or applicable law.

Here are some approaches to handling your reporting obligations, and some important details to understand:

- If you believe a violation of the Code or a violation of applicable laws and/or governmental regulations has occurred or you have observed or become aware of conduct which appears to be contrary to the Code, immediately report the situation to your supervisor, our General Counsel, our Director of Environmental Health & Safety, or through the Values Line.

- Use common sense and good judgment, and act in good faith. You are expected to become familiar with and to understand the requirements of this Code. If you become aware of a suspected violation, do not try to investigate it or resolve it on your own. Prompt disclosure to the appropriate parties is vital to ensuring a thorough and timely investigation and resolution. The circumstances should be reviewed by appropriate personnel as promptly as possible, and delay may affect the results of any investigation. A violation of this Code, or of applicable laws and/or governmental regulations is a serious matter and could have legal implications. Allegations of such behavior are not taken lightly and should not be made to embarrass someone or put him or her in a false light. Reports of suspected violations should always be made in good faith.

- When an alleged violation of this Code, applicable laws, and/or governmental regulations is reported, the Company will take appropriate action in accordance with the compliance procedures outlined in this Code. You are expected to cooperate in internal investigations of alleged misconduct or violations of this Code or of applicable laws or regulations.

- It is the Company's policy that there be **no retaliation** against any person who provides truthful information to a Company or law enforcement official concerning a possible violation of any law, regulation, or Company policy, including this Code. Persons who retaliate may be subject to civil, criminal, and administrative penalties, as well as disciplinary action, up to and including termination of employment. In cases in which you report a suspected violation in good faith, the Company will attempt to keep its discussions with you confidential to the extent reasonably possible. During its investigation, the Company may find it necessary to share information with others on a "need to know" basis. No retaliation shall be taken against you for reporting or cooperating in investigations of alleged violations while acting in good faith. **To be clear, the Company's "no retaliation" policy applies whether you are reporting to the Company directly, through the Company's Values Line, or to law enforcement or a government agency.**

EMPLOYEE ACKNOWLEDGMENT & ANNUAL CERTIFICATION
(Code of Business Conduct and Ethics)

The purpose of the Code of Conduct and Business Ethics (the “Code”) is to ensure employees are aware of the general legal and ethical principles governing Cormetech’s business and, where a potential issue arises or where they have concerns, to report such matters to the appropriate Cormetech personnel. Cormetech asks that all employees sign the below acknowledgment indicating that they have (a) received and read the Code, (b) generally understand the principles and concepts discussed in the Code, and (c) agree to comply with the Code as a condition of employment. Employees are required to periodically review the Code at least once annually, and to acknowledge and re-certify, annually, their commitment to comply. Records of employee acknowledgments will be maintained by Cormetech’s General Counsel or his designee.

Signature

Employee’s Name (Please Print)

Date

My internal Contacts for Raising Questions and/or Reporting Concerns:

My Supervisor is: _____

My Director of EHS is: _____

My General Counsel is: _____

The CEO is: _____

I can find information on using the Values Line on page ____ of the Code of Business Conduct and Ethics.

I can find information on the importance of environmental compliance on page ____ of the Code of Business Conduct and Ethics.