

CODE OF CONDUCT

We always play by the rules—wherever we are.

CONTENT

4 FOREWORD BY THE EXECUTIVE BOARD

OUR RULES

6 SCOPE

7 GENERAL PRINCIPLES AND OBLIGATIONS

8 FOUR-EYES PRINCIPLE

10 INTERNATIONALLY RECOGNIZED HUMAN RIGHTS, LABOR AND SOCIAL STANDARDS

12 ENVIRONMENT, SAFETY, HEALTH & QUALITY

14 ANTITRUST LAW

16 TAXES AND PREVENTION OF MONEY LAUNDERING

17 FOREIGN TRADE AND EXPORT CONTROLS

18 BAN ON CORRUPTION

20 DATA PROTECTION

21 UTILIZATION AND PROTECTION OF ASSETS AND RESOURCES

22 INTEGRITY IN REPORTING AND CAPITAL MARKET REGULATIONS

24 CONFLICTS OF INTEREST

26 EXTERNAL COMMUNICATION

27 SOCIAL AND POLITICAL COMMITMENT

28 SANCTIONS AND CONSEQUENCES

29 WHISTLEBLOWER SYSTEM

30 CREDITS



“ *In today's business world, respecting the law is essential for the sustained national and international success of a company.* ”

CHRISTIAN KULLMANN
Chairman of the Executive Board of Evonik Industries AG

DEAR EMPLOYEES,

We aim to be one of the world's most innovative companies. Our values—“Courage to Innovate”, “Responsible Action” and “Sparing no Effort”—are the cornerstones of our corporate culture and the basis of our business success.

For us, “Responsible Action” means we conduct our business in a manner that is fair, reliable and transparent. That includes what is commonly referred to as compliance—full observance of all applicable laws, internal regulations and binding voluntary commitments.

Evonik does not do business at any price.

Why is compliance so important? Observing compliance rules strengthens the trust of busi-

ness partners, shareholders and general public in Evonik and its employees. Trust cannot be taken for granted. We have to work constantly to earn it. Wrongdoing by individuals can seriously damage Evonik's excellent reputation. Therefore, every employee is required to respect the compliance rules.

The Executive Board expects all employees to familiarize themselves with this Code of Conduct and base their conduct on these rules. If you have any questions, please contact the relevant department or your Compliance Officer.

Let us all make sure we act responsibly.

SCOPE

This Code of Conduct applies for the entire Evonik Group, in other words for

A

all employees of Evonik Industries AG,

B

all employees of companies where Evonik Industries AG directly or indirectly holds more than 50 percent of the shares or is able to exert a controlling of influence in any other way, and

C

the Executive Board of Evonik Industries AG and all managing bodies of the companies referred to in **B**; in this Code of Conduct, they are included in the term "employees".

At all other affiliated companies, the managing directors of the Evonik company that owns the shareholding are required to work towards implementing comparable principles in their company.

GENERAL PRINCIPLES AND OBLIGATIONS

Evonik defines compliance as observing all applicable laws, internal regulations and binding voluntary commitments. The main compliance requirements are set out in this Code of Conduct.

All employees must observe the rules set out in this Code of Conduct. They are required to familiarize themselves with the Code of Conduct and take part in the related training sessions.

All supervisors act as role models. They therefore have a special responsibility and must ensure that employees under their supervision observe the rules of the Code of Conduct.

This Code of Conduct may be supplemented by internal regulations. These must correlate with the Code of Conduct and must be disseminated appropriately within the company.

This Code of Conduct sets minimum standards and takes precedence over less stringent national laws. If there is any conflict, mandatory local law shall prevail.

Timely consultation of the relevant department or Compliance Officer must be ensured to clarify any questions relating to this Code of Conduct.



FOUR-EYES PRINCIPLE

Evonik expects employees to carefully consider whether they may take decisions on their own, or whether it is appropriate to involve other employees.

Some decisions can have a significant legal, economic or substantive impact. In such cases, it is important to avoid taking incorrect decisions and to exclude all possibility of abuse. Therefore, Evonik has a large number of internal regulations which stipulate that at least two authorized employees must be involved in decisions ("four-eyes principle"). In addition to this, all employees must consider carefully on a case-by-case basis whether they are authorized to take a decision in their area of responsibility on their own, or whether it is appropriate to involve other employees.

*"We observe the
four-eyes principle."*

INTERNATIONALLY RECOGNIZED HUMAN RIGHTS, LABOR AND SOCIAL STANDARDS

Evonik respects internationally recognized human rights.

As a global corporation, Evonik is committed, in particular, to the principles of the International Charter of Human Rights, the ten principles of the UN Global Compact, the OECD Guidelines for Multinational Enterprises, the labor and social standards of the International Labor Organization (ILO), and the principle of social partnership. In addition to the equality of all human rights, the following principles are especially important to Evonik:

- the right to equality of opportunity and freedom from discrimination
- the avoidance of all forms of child labor and forced labor
- the right to freedom of association and to collective bargaining
- fair remuneration and additional benefits based on local market conditions
- observance of the applicable rules on working hours

Equality of opportunity, diversity, and fair and respectful treatment of others play a key role for Evonik as an employer. Evonik therefore expects its employees to act accordingly in their work.

In their business relationships, in particular, all employees must respect the rights of others, and national and cultural diversity. No employee, other person employed by Evonik, prospective employee or business partner may be treated unfairly, accorded preferential treatment, placed at a disadvantage or excluded on the basis of race or ethnic origin, skin color, gender, religion or philosophy, physical constitution, appearance, age, sexual identity or other attributes that are protected by law. All forms of harassment are prohibited. Evonik does not tolerate actions that contribute to or support the violation of human rights.

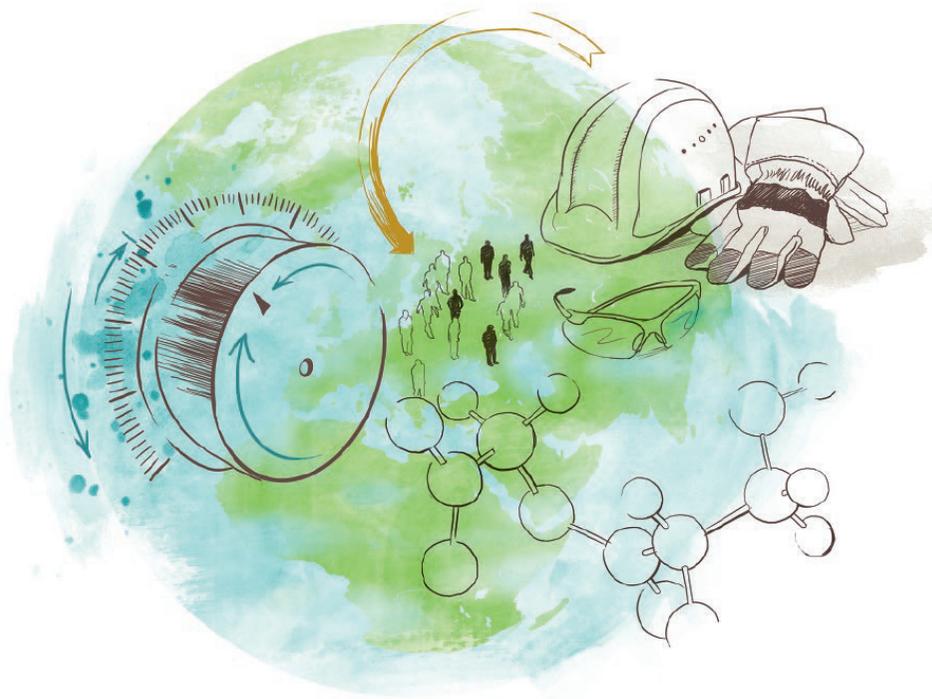
If employees are concerned about any of the issues referred to in this section, they should contact their supervisor, Corporate Responsibility or the Human Resources department.

*"We treat each other
with fairness and respect."*



ENVIRONMENT, SAFETY, HEALTH & QUALITY

Evonik regards the protection of people's health and safety and environmental responsibility as essential elements of corporate conduct. The principles of Responsible Care are binding for Evonik worldwide.



Evonik produces and markets products that benefit people. The safety and environmental compatibility of its products has top priority for Evonik. Quality management is used to steadily improve products and production processes, avoid errors, further improve safety, and reduce the use of energy and raw materials. In view of this, employees engaged in associated activities are required to make careful use of the air, water and the soil in accordance with the applicable legal requirements. Waste must be disposed of in accordance with the statutory provisions. The construction, operation, modification and extension of production plants must comply with the permitting regulations.

Evonik has defined high global standards to ensure a uniform safety culture. It continuously drives forward measures to protect health and improve occupational, plant and transportation

safety. Material- and production-related risks are systematically reduced. To prevent danger to themselves and others, employees must observe all relevant safety regulations at all times. In addition, all applicable legal requirements on handling and producing chemicals must be observed. All employees are responsible for safety in their area of work.

Evonik is a good neighbor for the communities around its sites. That includes providing transparent information and engaging in dialog. Evonik informs its customers of the correct use and possible impact of its products on people and the environment in compliance with legal requirements. Evonik expects employees to work constructively with the authorities, where applicable.

*"We always comply with
all relevant environmental and
safety regulations."*

ANTITRUST LAW

Evonik is committed to fair competition and complies with antitrust and competition law.

Fair competition provides an incentive for innovation and high-quality products for the benefit of consumers. Evonik fosters fair competition and complies with antitrust and competition law.

All employees are required to strictly observe antitrust law and the corresponding internal regulations and to ensure timely involvement of the Legal Department if there is any doubt.



PROHIBITION OF CARTELS

Anti-competitive agreements with competitors are forbidden, irrespective of the market position of those involved. Moreover, it is forbidden to bring about any understanding with competitors on such matters. In many countries, merely giving, receiving or exchanging information on issues of relevance for competition is not permitted.

Meetings between competitors are only possible if there is a legitimate commercial reason that is not in itself anti-competitive.

Agreements with other companies—for example, suppliers, customers and distributors—may also be subject to antitrust restrictions, especially if Evonik or its business partner has a strong market position.

In general there is a ban on issuing instructions to distributors on the resale prices they may charge. Exceptions are only permitted in rare cases, and must be compliant with local law. The prior consent of the Legal Department must always be obtained.

MARKET DOMINANCE

In many countries, companies which have a strong market position are subject to specific antitrust restrictions, especially if they are deemed to have a dominant market position. In other words, abuse of market dominance is forbidden. The Legal Department must be consulted to assess whether there is any such abuse or whether a dominant market position exists.

MERGER CONTROL

The acquisition and divestment of companies and business activities, and mergers are normally subject to the prior approval of the relevant antitrust authorities. In order to make sure that all relevant aspects are considered, the Legal Department must be consulted at an early stage. Failure to notify the authorities or even delayed notification can result in substantial fines and the transaction may even be declared invalid.

*"We strictly observe
antitrust regulations."*

TAXES AND PREVENTION OF MONEY LAUNDERING

Evonik complies with all tax and anti-money laundering regulations worldwide.

Evonik is aware of its corporate responsibility to meet its tax obligations. In its worldwide operations, Evonik and its employees therefore observe the applicable national tax law at all times. In view of the diversity of local tax laws Evonik has issued internal regulations to standardize cross-border issues. These are mandatory where local tax laws are less stringent. In all other cases, employees must observe local tax laws at all times.

In addition, Evonik complies with all laws on preventing money laundering and the financing of terrorism. Money laundering involves obfuscating illegal sources of funds by introducing such funds into legal business and financial systems.

Payments to or by Evonik in cash are forbidden, except where the sums involved are negligible. All payments must comply with tax laws as well as anti-money laundering and anti-corruption regulations.

"We observe the rules on taxation and the prevention of money laundering."



FOREIGN TRADE AND EXPORT CONTROLS

Evonik supports global endeavors to prevent the production of nuclear, biological and chemical weapons and the development of suitable launch technologies, and complies with all applicable foreign trade and customs regulations.

Trade in goods, services and technologies is regulated by national and international laws. In the cross-border purchase or sale of products, services and technologies, all employees must comply with the foreign trade and customs laws in their area of responsibility. All imports and exports must be declared correctly and transparently to the customs authorities. Lawful conduct of import and export business must be evaluated in advance by the experts responsible for foreign trade on the basis of the applicable regulations.

"We comply with foreign trade and customs regulations."

BAN ON CORRUPTION

Evonik bans all forms of corruption.



Corruption means requesting, accepting, offering or granting personal benefits in connection with a business transaction or public function. Such benefits may be a gift, an invitation or another favor that benefits the person involved or a third party, for example, a relative.

Since corruption normally distorts competition and jeopardizes the integrity of state conduct if a public official is involved, it is illegal in nearly all countries.

WHAT IS NOT ALLOWED?

Evonik is committed to fair competition to the benefit of its customers, shareholders and other stakeholders. In addition, Evonik respects the independence of public officials. Therefore, Evonik bans all forms of corruption, including "facilitation payments". These are payments made to a public official to initiate or speed up routine official acts to which Evonik is entitled. Evonik therefore sets stricter standards than the law in some countries.

Benefits in the form of cash and similar payments are not permitted, even in cases where they would not constitute corruption. However, in some cases, regional regulations issued by Evonik may permit exceptions. These must be authorized by the responsible Compliance Officer.

WHAT IS ALLOWED?

In practice, gifts and invitations to employees, business partners and public officials are the most common type of benefit. The granting and acceptance of such benefits is only allowed if they are appropriate. In particular, the acceptance of an appropriate benefit must not influence or even appear to influence the employee's decisions.

That is measured primarily by the financial value of the benefit, the function and position of the recipient, its timing in relation to negotiations and decision-making processes, and by business customs in the country concerned.

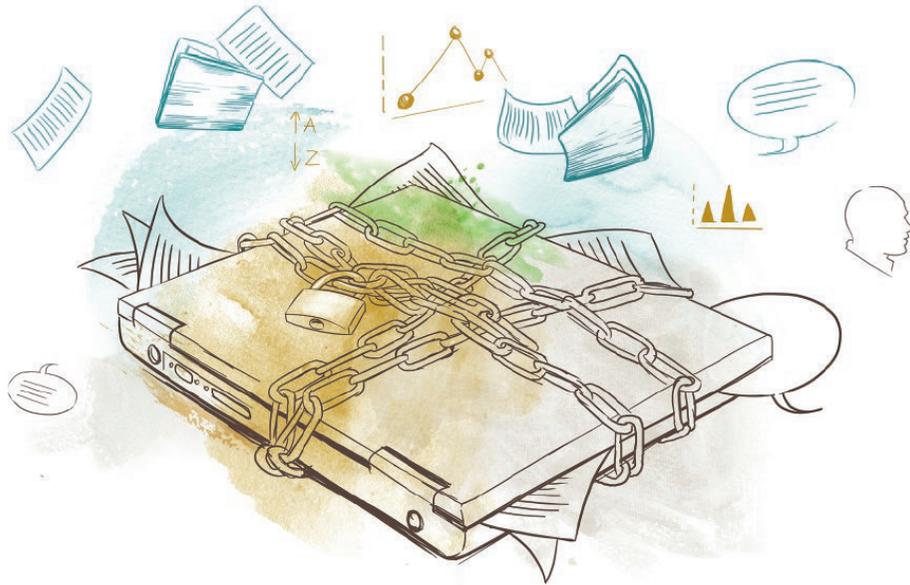
Benefits to related parties, for example, family members, are only permitted in very limited circumstances.

Particularly stringent legal restrictions apply to benefits to public officials. Public officials do not simply comprise people who hold an official position or function, for example, representatives of authorities. University professors and representatives of state-owned companies may also be considered officials. Benefits to public officials are therefore only permitted on a very limited scale, subject to Evonik's regional regulations.

RELATIONSHIPS WITH BUSINESS PARTNERS

Relationships with business partners must be based exclusively on objective criteria. That applies above all to the selection of business partners.

"We do not tolerate corruption."



DATA PROTECTION

Evonik ensures a uniform and appropriate level of data protection throughout the Group.

Evonik uses methods of electronic data interchange for its own business purposes and for future innovative applications. At the same time, Evonik is aware of the associated risks. When handling personal data on employees and business partners, Evonik therefore protects and respects the personal rights and privacy of the people concerned. That is based on a uniform Group-wide standard.

Employees may only collect, use and process data that relate to or could relate to individuals in accordance with the principles of lawfulness, transparency and proportionality. In addition, employees may only collect, use and process data to the extent that this is absolutely necessary (data minimization).

“We respect the personal rights and privacy of employees and business partners when handling personal data.”

UTILIZATION AND PROTECTION OF ASSETS AND RESOURCES

Evonik expects employees to utilize the assets and resources provided by the company and third parties correctly and responsibly.

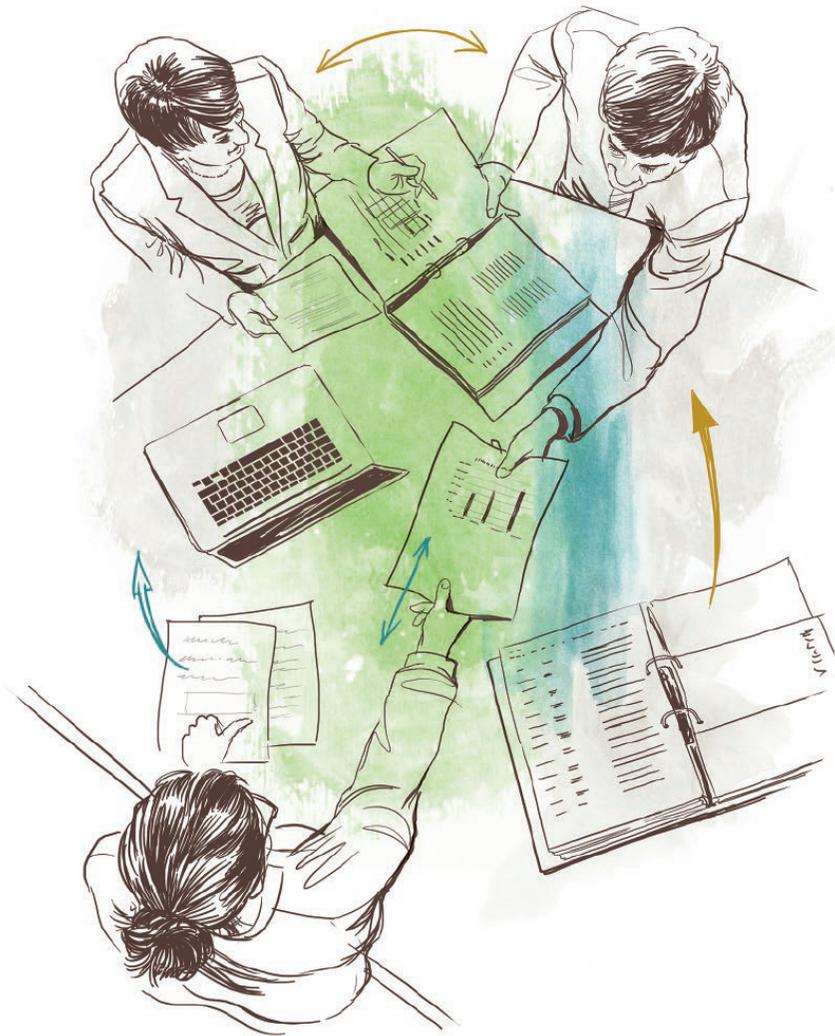
Evonik’s assets and resources include the equipment and services made available to employees for their work. They also include Evonik’s intellectual property—for example, inventions, patents, brands and certain confidential business-related information. This is especially valuable to Evonik as an innovative company.

Evonik’s assets and resources also include IT systems. Large quantities of data are processed, transmitted and stored digitally. Therefore, the associated IT systems are a vital element in Evonik’s business processes. Unauthorized intervention in IT systems is not allowed because it can cause serious disruption to their availability and functioning and therefore disrupt Evonik’s business processes.

Every employee must handle Evonik’s assets and resources correctly and responsibly. They must be protected from loss, damage and misuse. Using Evonik’s assets and resources for private or non-business purposes is not permitted unless the employee has first obtained explicit permission.

The rules set out in the previous paragraph also apply to assets and resources, including intellectual property, belonging to business partners and other third parties. The loss, damage or misuse of such assets and resources can have serious consequences for Evonik and for employees who break the rules.

“We treat our own assets and resources, and those belonging to third parties, responsibly.”



INTEGRITY IN REPORTING AND CAPITAL MARKET REGULATIONS

Evonik respects the integrity of reporting and observes the applicable capital market regulations.

As a publicly listed company, it is especially important for Evonik to secure the trust of shareholders and investors. Among other things, Evonik has to ensure correct financial reporting and equal treatment of all investors.

FINANCIAL REPORTING

To ensure correct financial reporting, all relevant circumstances must be documented in full and correctly, and accounted for in accordance with the relevant external regulations and any internal rules specified by Evonik. In addition, all accounting records and the documents associated with all transactions must be reflected completely and correctly, and Evonik's net assets must be recognized correctly.

INSIDER INFORMATION

Insider information is information relating to issuers, especially Evonik Industries AG or other Evonik Group companies, and to financial instruments such as shares and bonds that could have a substantial influence on the price of these financial instruments or the price of related financial derivatives if it were to become public knowledge.

Insider information must be treated confidentially. It must not be unlawfully disclosed. Employees may not use such information to purchase or sell such financial instruments for themselves or arrange for third parties to do so.

In addition, employees must comply with all other applicable insider trading rules and local law.

*"We ensure orderly
and accurate reporting
and treat insider information
confidentially."*

CONFLICTS OF INTEREST

Strict separation of private and business interests is very important to Evonik.

Employees' personal relationships or interests must not influence their work for Evonik. Therefore, both actual conflicts of interest and the mere appearance of a conflict of interest must be avoided. All employees are required to report actual or possible conflicts of interest to avoid potential consequences for themselves under employment law or criminal law, and to avoid harming Evonik.

CONFLICTS OF INTEREST MAY ARISE AS A RESULT OF:

- 1 **Secondary employment**
- 2 **Financial interests in competitors, business partners or other companies connected to Evonik**
- 3 **Business transactions and decisions involving relatives and other related parties.**

1 Secondary employment

Secondary employment can impair Evonik's interests. Firstly, because employees have an obligation to dedicate their entire working capacity to the benefit of Evonik within their employment relationship. And secondly, because secondary employment could affect employees' business decisions at Evonik or decisions made by third parties with regard to Evonik. As a general rule, all employees are therefore required to report any entrepreneurial activity, commercial work for a third party, or corresponding functions assumed at a third party.

This obligation also applies to employees who take on a public or political function, or undertake social, charitable or other work, unless the nature and extent of the function or work is such that it is not likely to impair Evonik's interests.

The general duty to report secondary employment and the activities outlined above apply regardless whether the employee receives remuneration or undertakes the work on a voluntary basis.

2 Financial interests in competitors, business partners or other companies connected to Evonik

Employees must notify Evonik of any direct or indirect financial interest exceeding 5 percent in a competitor or business partner of Evonik—especially customers, suppliers, distributors, agents, consultants, service-providers and other companies with a connection to Evonik. This obligation also applies if the financial interest is not held by the employee but by a relative or other related party (see below), provided the employee is aware of the interest held.

3 Business transactions and decisions involving relatives and other related parties

Employees must report all business and personnel decisions in connection with Evonik involving the following relatives and other related parties:

- Spouse
- Life partner/registered civil partner
- Parents, parents-in-law, step-parents
- Children, children-in-law, step-children
- Siblings, half-siblings, step-siblings
- Other persons living in the same household
- Other persons with whom they have a close personal and/or economic or financial relationship

"We keep private and business interests separate."

WHAT ACTION IS REQUIRED IN THE ABOVE CASES?

In all three cases outlined above, employees are required to notify their supervisor and the Human Resources department in writing as soon as possible. Notification is not necessary if applicable local law conflicts with this obligation.

Employees must wait for a decision by the Human Resources department. In particular, they may not take up notifiable secondary employment, transact business, or make any related decision before they have received the consent of the Human Resources department. In the case of secondary employment, consent will be given if there is no conflict with Evonik's legitimate interests.

Where employment contracts specify additional or other arrangements, these must be observed. This also applies to local regulations based on mandatory local law.

EXTERNAL COMMUNICATION

Evonik is committed to open, timely, uniform and reliable communication with all stakeholders.

Employees who make public statements about Evonik influence the image of the Group—especially in relation to stakeholders such as the media, business partners, competitors and the capital markets. Employees may express their private opinion in public, however, they must never imply they are speaking on behalf of Evonik. This applies especially when using social media. Public statements on behalf of Evonik may only be made by persons who are specifically authorized to do so.

Evonik also regards sponsorship as a part of external communication. Evonik uses sponsorship for promotional and public relations purposes. Sponsorship by Evonik covers sports, culture, science and other areas of importance to society. Sponsorship is only permitted within the framework of internal regulations.

"We only make statements on behalf of Evonik if we are authorized to do so."



SOCIAL AND POLITICAL COMMITMENT

Evonik is convinced that social and political commitment is essential for the interaction of business and society. Evonik demonstrates its social responsibility in a variety of different ways.

Evonik makes donations of money and materials to support cultural, social, religious, scientific, political and charitable causes. Donations are only permitted if they comply with internal regulations.

Political advocacy on behalf of Evonik must be based on the principle of transparency.

"We are aware that social and political commitment of Evonik must comply with Evonik's internal regulations."

SANCTIONS AND CONSEQUENCES

This Code of Conduct is an integral part of the employment relationship between Evonik and every employee. Violating this Code of Conduct can have serious consequences for employees, for example, disciplinary action under employment law, including termination of employment, or claims for compensation by Evonik or third parties. If violating this Code of Conduct also constitutes a criminal offence, such violation may also result in criminal proceedings, which could lead to the employee being fined or imprisoned.

Violating this Code of Conduct is never in Evonik's interest (zero-tolerance principle). In such cases, employees may not use the defense that they believed they were acting in Evonik's interest.

Even a violation of this Code of Conduct by a single employee can seriously harm Evonik's reputation and result in considerable financial damage, for example, through fines and claims for compensation.



WHISTLEBLOWER SYSTEM

Every employee is required to report possible or actual violations of this Code of Conduct to the responsible department or Compliance Officer without delay, regardless whether they relate to the employee or to his/her colleagues. For example, the Compliance hotline in the Evonik intranet can be used for this.

Evonik investigates all alleged violations and treats all information with the greatest possible confidentiality. Evonik does not tolerate any disadvantage to employees who report possible or actual violations or cooperate in the investigation of such violations—except if the allegations comprise an abuse of the whistleblower system.

CREDITS

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AGENCY

BISSINGER[+] GmbH

AS OF

May 24, 2017

PICTURE CREDITS

Julian Rentzsch, Andreas Pohlmann

Duties of Independent Directors

Pursuant to provisions of the Companies Act, 2013 read with Schedule IV - Code for Independent Directors, the following duties are only applicable to Independent Directors.

Accordingly , the Independent Directors shall:

- 1) undertake appropriate induction and regularly update and refresh their skills, knowledge and familiarity with the company;
- 2) seek appropriate clarification or amplification of information and, where necessary, take and follow appropriate professional advice and opinion of outside experts at the expense of the company ;
- 3) meet criteria of Independence as per provisions of the Companies Act, 2013 and the Listing Agreement throughout the appointment in the Company;
- 4) strive to attend all meetings of the Board of Directors and of the Board committees of which he is a member;
- 5) participate constructively and actively in the committees of the Board in which they are chairpersons or member;
- 6) strive to attend the general meetings of the company;
- 7) where they have any concern about the running of the company or a proposed action, ensure that these are addressed by the Board and, to the extent that they are not resolved, insist that their concerns are recorded in the minutes of the Board meeting;
- 8) Ensure that they comply with all the provisions under Companies Act, 2013, Listing Agreement, Insider Trading Regulations, SEBI Laws, FEMA and any other statutory enactment for the time being in force;
- 9) Keep themselves well informed about the company and the external environment in which it operates;
- 10) not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;

- 11) pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure yourself that the same are in the interest of the company;
- 12) ascertain and ensure that the company has an adequate and functional vigil mechanism and that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- 13) report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- 14) act within their authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- 15) not disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law;
- 16) abide by Company's Memorandum and Articles of Association, company's policies and procedures;
- 17) be held liable under relevant provisions of the Companies Act, 2013 ('the Act'), rules made thereunder, Listing Agreement, SEBI Laws, FEMA or any other laws for the time being in force, for violation of your duties or provisions contained therein.;
- 18) Any other additional duty as may be prescribed by the Companies Act, 2013 (as may be amended from time to time).

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