



CODE OF ETHICS AND BUSINESS CONDUCT

The Weiler Abrasives Group (“Weiler”) is committed to the highest ethical standards based on our Core Values. This Code of Ethics and Business Conduct (“Code”) applies to all Weiler full and part-time employees at all operations worldwide, officers and directors [and our subsidiaries, affiliates, operating units, and divisions worldwide] (collectively, “employees”). While this Code is specifically written for our employees, we expect third parties who conduct business on our behalf to also understand and respect these standards and implement their own policies and procedures that are fully consistent with this Code. We have adopted this Code in order to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote compliance with applicable governmental laws, rules, and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to the Code.

As a Company with operations in different countries, we are subject to numerous laws, rules, and regulations. It is everyone’s responsibility to be familiar with the Code, comply with its provisions and report any suspected violations. We are all responsible for protecting our Company and its good name by conducting ourselves in strict compliance with the letter and spirit of this Code, as well as with all applicable laws. Speak up if you have concerns. The obligations outlined in this Code are in addition to existing Company policies, handbooks, employment agreements, and procedures.

OUR CORE VALUES

Our Core Values and the Leading the Weiler Way behaviors guide our actions and decisions and are the foundation for everything we do.

Integrity - At Weiler, integrity is at the foundation of our success and underlies all Company relationships, including those with our customers, co-workers, suppliers, vendors, and other parties with whom Weiler conducts business. We pledge to build working relationships based on mutual trust and respect and to conduct our affairs honestly and ethically.

Customer Focused - Our goal is to provide a completely positive customer experience. Understanding our markets, channels, and customer needs will guide our actions and initiatives to create growth for our customers, our business partners, and Weiler.

Accountability - Shared accountability is critical to operating as a global team and to creating a safe working environment, performance enhancing products, innovative business solutions, and



profitable growth. We operate as a socially responsible company and strive to do what is right for our customers, co-workers, and community.

Learning & Competence - The Weiler team is passionately engaged in bringing new ideas and creative problem solving to serve our customers. We embrace the desire for learning and development of our personal and professional skills.

Passion - We embrace a positive, impassioned spirit driven by long-term thinking, change advocacy, and courageous initiative. In short, we love what we do and aspire to be a leader in our industry.

Code of Conduct

As part of our commitment to these Core Values and Leading the Weiler Way, we expect each and every one of our employees, officers, and directors to abide by the Code. The current version of this Code will be posted and provided annually to each employee. Additional copies are always available via Weiler Abrasives Group website or Human Resources.

Compliance with Laws and Regulations: Employees must comply, both in letter and spirit, with all applicable laws, rules, and regulations in the cities, states and countries in which the Company operates. Because we are a U.S. company, our employees around the world often are subject to U.S. laws—even when conduct occurs outside the U.S. But, if the local law in your country is stricter than the rules in this Code, follow the local law and seek guidance from your manager, Human Resources, or a member of the Executive Team.

At some point, you are likely to encounter a situation not covered by this Code, so it is important to use good judgment in everything you do. If you have questions about whether to proceed with a course of action, ask yourself:

- Does it reflect our Core Values or Leading the Weiler Way behaviors?
- Is it ethical?
- Is it legal?
- Would I want to read about it in the newspaper?

If the answer is “No” to any of these questions, don’t do it. Questions about compliance should be addressed to your manager, Human Resources, or a member of the Executive Team.

Getting Help and Reporting Violations: If you suspect any potential misconduct or ethics violations, or illegal activity, you must report it to your manager, Human Resources, or a member of the Executive Team. Additionally, you can send an email, monitored by an outside resource, to Compliance@WeilerAbrasives.com.

Prohibition on Retaliation: The Company does not tolerate acts of retaliation against any individual who makes a good faith report about known or suspected acts of misconduct or other violations of this Code. We will take disciplinary action against anyone who retaliates directly or indirectly against any individual who makes a good faith report. If you know of or suspect that retaliation has occurred



or is occurring, you should report it. Discouraging other individuals from making a report is prohibited and could result in disciplinary action.

Conflicts of Interest: In order to protect Weiler’s reputation for integrity and fairness, you have an ethical and legal responsibility to avoid any situation where your personal or financial interests might cause your business loyalties to be divided. A conflict of interest can happen anytime something you do outside of the workplace interferes with your ability to act in Weiler’s best interest inside the workplace, or anytime you use your position at Weiler for personal gain. Even the perception of a conflict of interest can cause harm to the Company. Anything that presents a conflict for you would also present a conflict for your immediate family. This policy does not intend to arbitrarily restrict you from engaging in personal activities. Its purpose is to ensure understanding how your conduct – or even the appearance of your conduct- could cause reputational or legal harm to the Company.

A conflict of interest can happen when:

- You supervise or conduct business with someone with whom you have a close personal relationship.
- You invest in one of our suppliers, customers, business partners or competitors.
- You own or do work for a company that competes, does business or wants to do business with Weiler.
- Serving in an advisory role or on the board of directors for such a company can also pose a conflict.
- You use the Weiler name or our property or information, without approval, to support a charitable, professional or community organization.
- The Company or one of our business partners makes you a loan.
- You take for yourself a business opportunity that is meant for Weiler, even if you think Weiler wouldn’t want the opportunity.

If you discover that a personal activity, investment, or interest could compromise—or even appear to compromise—your objectivity or your ability to make impartial business decisions, disclose it immediately to Human Resources, your General Manager or a member of the Executive Team. Many conflicts can easily be avoided or addressed if they are promptly disclosed and properly managed. Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the CEO.

Limitations on Entertainment, Gifts, and Gratuities: Employees may not accept entertainment or gifts, or money (including loans of money) that serve to, or appears to, inappropriately influence business decisions or gain an unfair advantage. Proceed with the expectation that the act will become a matter of public knowledge.

Weiler does not prohibit the giving or receiving of reasonable and customary business entertainment and gifts. Such entertainment and gifts should be infrequent and should bear the hallmarks of reasonable and appropriate hospitality and gifts, including that the gift is given openly and transparently, is properly recorded in the giver’s books and records, is made without any expectation of something in return, is provided only to reflect esteem or gratitude, is not large or extravagant, and is permitted under all applicable laws.



If you have any questions about what is and is not acceptable in terms of gifts or hospitality, the offer should be declined, or advice sought from your manager, Human Resources or a member of the Executive Team.

Bribes and Kickbacks: The Company strictly prohibits giving or receiving of anything of value in exchange for preferential treatment. This applies to persons in government and in private business. This Code specifically prohibits “anything of value” because bribes and kickbacks can take many forms, including cash, gifts, meals, entertainment, business opportunities, loans or rebates, contributions to political parties, Company product, offers of employment, and more. Even something that has a low dollar value can be a bribe or kickback if it is given or received with the intent to secure preferential treatment.

Many of the places we do business around the world have strict anti-bribery and anti-corruption laws. As a U.S. company, we must comply with the U.S. Foreign Corrupt Practices Act, which prohibits bribery of foreign government officials. All employees must comply with all anti-corruption and anti-bribery laws, and shall not engage in any form of bribery, kickbacks, corruption, extortion, or embezzlement. For more information, see our Company policy on the Foreign Corrupt Practices Act (Policy 86).

Books, Records, and Accounting: The books, records and accounts must accurately and fairly reflect the Company’s transactions and the disposition of its assets. Compliance with accepted accounting rules and controls is expected at all times. Even if in your role you are not responsible for the Company’s books, records and accounts, you are responsible for the accurate and timely communication of relevant data from your area of responsibility.

Fair Dealing: In the course of your job, you may come into contact with many different parties, including the Company’s customers, suppliers, partners, service providers, competitors, and employees. You are expected to deal fairly with everyone with whom you come into contact in the course of performing your job. While the Company competes aggressively for new business, relationships with business partners are built upon trust and mutual benefits and must be compliant with competition and antitrust laws. All Weiler employees are required to:

- Communicate the Company’s products and services in a manner that is fair and accurate, and that discloses all relevant information.
- Consult the Company’s Finance Department before engaging in any new practice that may affect fair competition.
- Not reveal a Business Partner’s pricing, technology, or other confidential information without prior written permission.
- Not make intentionally false or misleading remarks to others about Business Partners or their products or services.

No employee may take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of facts, or any other unfair dealing practice.

Protection of Company Assets, Including Confidential Proprietary Information: All employees must protect the Company’s assets and ensure their efficient use. At Weiler, we have many types of



Company assets. Protect our physical assets, such as facilities, supplies, equipment, machinery, spare parts, raw materials, finished products and Company funds. Theft, carelessness, and waste are prohibited. Any suspected incident of fraud or theft should be reported for investigation immediately.

You must also protect our assets of Company time, information systems, and proprietary information. Proprietary information includes confidential intellectual property such as trade secrets, pricing, and product specifications. Unauthorized use or distribution of this information is prohibited, as further outlined in Weiler's confidentiality agreements.

Safety and Security: At Weiler, we believe that we are at our very best when we focus on others. We value the safety and security of every employee; therefore, employees are expected to follow all safety procedures. You should take immediate action, regardless of your role, if you see a situation that could put others at risk.

We have a zero-tolerance policy for workplace violence. You are prohibited from engaging in any act that could cause another individual to feel threatened or unsafe. Please see our Respect in the Workplace and EEO Policy for further information.

Sustainability and Corporate Social Responsibility: At Weiler, we value our ties to the local community and work hard to be a good corporate citizen and neighbor by contributing to the growth of the local economy, supporting social services, and protecting our natural environment. We encourage employees to volunteer in their local communities. We recognize the importance of protecting the environment through the use of recyclable materials, elimination of waste, and the efficient use of resources. You should familiarize yourself with our variety of sustainability programs and initiatives. If you become aware of any sustainability-related ethics and compliance issue, follow the reporting procedure above.

Chris Weiler

Executive Chairman