



# **CODE OF ETHICS AND BUSINESS CONDUCT**

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## Code of Ethics and Business Conduct

The board of directors of Luxfer Holdings PLC has adopted this Code of Ethics and Business Conduct (the "**Code**"), which is intended as guide to appropriate business conduct and acceptable behavior for persons associated with Luxfer Holdings PLC and its subsidiary companies ("**Luxfer**").

Luxfer is committed to conducting its business with honesty and integrity, including the ethical handling of conflicts and apparent conflicts of interest and in compliance with all applicable laws.

All directors, officers and employees (collectively "Luxfer Personnel") are required to be familiar with the Code, comply with its provisions, and report any suspected violations (as described below in Section 9). However, as a global business, Luxfer's employees and operations are subject to the laws of many different countries and jurisdictions around the world. All Luxfer Personnel are expected to comply with all applicable laws and regulations in the relevant countries and jurisdictions. If a provision of the Code conflicts with other applicable law or regulations, then those laws or regulations will prevail.

### 1. Honest and Ethical Conduct.

- 1.1 Luxfer Personnel must act with integrity and observe high ethical standards of business conduct while performing his or her job.
- 1.2 Directors and officers are expected to promote ethical behaviors and help foster a culture of ethics and compliance

### 2. Conflicts of Interest.

- 2.1 A conflict of interest occurs when an individual's private interest (or the interest of a member of his or her family) interferes, or even appears to interfere, with the interests of Luxfer. A conflict of interest can arise when an employee, officer or director (or a member of his or her family) takes actions or has interests that may make it difficult to objectively and effectively perform his or her work for Luxfer. Conflicts of interest also arise when an employee, officer or director (or a member of his or her family) receives improper personal benefits because of his or her position in Luxfer.
- 2.2 Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized as described in subsection 2.3 below.
- 2.3 Employees other than directors and executive officers who have questions about a potential conflict of interest or who become aware of an actual or potential conflict should discuss the matter with, and seek a determination and prior authorization or approval from, their line manager or Luxfer's General Counsel. A line manager may not authorize or approve conflict of interest matters or make determinations as to whether

- a problematic conflict of interest exists without first providing the General Counsel with a written description of the activity and seeking the General Counsel's written approval. If the line manager is himself involved in the potential or actual conflict, the matter should instead be discussed directly with the General Counsel.
- 2.4 Directors and executive officers must seek determinations and prior authorizations or approvals of potential conflicts of interest exclusively from the audit committee.
3. Compliance
- Luxfer Personnel should comply, both in letter and spirit, with all applicable laws, rules and regulations in the countries in which they operate.
- All Luxfer Personnel should also comply with all applicable Luxfer policies, including but not limited to the following:
- Anti-Bribery Policy;
  - Insider Trading Policy;
  - Whistleblowing Policy;
  - EU Competition Policy;
  - US Antitrust Compliance Policy;
  - Data Protection Policy; and
  - Authority Manual.
4. Disclosure.
- 4.1 Luxfer's periodic reports and other documents filed with Companies House, the SEC and other bodies around the world including all financial statements and other financial information, must comply with applicable laws, regulation and rules.
- 4.2 All Luxfer Personnel who contribute in any way to the preparation or verification of Luxfer's financial statements and other financial information must ensure that Luxfer's books, records and accounts are accurately maintained. All Luxfer Personnel must cooperate fully with Luxfer's finance, tax and corporate review employees, as well as Luxfer's independent auditors and counsel.
- 4.3 Luxfer Personnel involved in the disclosure process must:
- (a) be familiar with and comply with Luxfer's disclosure controls and procedures and its internal control over financial reporting; and
  - (b) take all necessary steps to ensure that all filings with Companies House, the SEC and other national bodies and all other public communications about the financial and business condition of Luxfer provide full, fair, accurate, timely and understandable disclosure.

5. Protection and Proper Use of Company Assets.

5.1 All Luxfer Personnel should protect Luxfer's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Luxfer's profitability.

5.2 All Luxfer assets should be used only for legitimate business purposes though incidental personal use may be permitted by their relevant business unit rules. Any suspected incident of fraud or theft should be reported for investigation immediately.

5.3 The obligation to protect Luxfer assets includes Luxfer's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

6. Corporate Opportunities.

All Luxfer Personnel owe a duty to Luxfer to advance its interests when the opportunity arises. All Luxfer Personnel are prohibited from taking for themselves personally (or for the benefit of friends or family members) opportunities that are discovered using Luxfer assets, property, information or position. Luxfer Personnel may not use Luxfer assets, property, information or position for personal gain (including gain of friends or family members). In addition, Luxfer Personnel may not compete with Luxfer.

7. Confidentiality.

7.1 Luxfer Personnel should maintain the confidentiality of information entrusted to them by Luxfer or by its customers, suppliers or partners, except when disclosure is expressly authorized or legally required. Confidential information includes all non-public information (regardless of its source) that might be of use to Luxfer's competitors or harmful to Luxfer or its customers, suppliers or partners if disclosed.

7.2 **Inadvertent Communications:** Confidential information must be protected and efforts should be taken to avoid inadvertent communication. Discussions should only be held in private locations where they cannot be overheard, and documents should be kept hidden from public view and secured whenever not actually in use. Do not give anyone access to e-mail messages or computer directories, and do not store confidential information in electronic form in directories, databases or other storage mechanisms (e.g., internet "cloud" storage) with public access.

7.3 **Ethical Dealing:** All Luxfer Personnel must deal ethically with all parties with whom he or she has contact while performing his or her job. No Luxfer Personnel may take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

8. Human Rights

8.1 It is every employee's responsibility to maintain a work environment that reflects respect and is free from discrimination and harassment and in dealing with others both inside and outside the workplace to respect and promote human rights.

9. Reporting and Enforcement.

9.1 **Reporting and investigation of breaches:**

- (a) Alleged breaches of the Code involving directors must be reported directly to the Chairman of the audit committee.
- (b) Alleged breaches of the Code involving members of the executive leadership team must be reported to the Chief Executive Officer initially who shall report the matter to the audit committee.
- (c) Alleged breaches of the Code involving any other person must be reported to senior management in the relevant business. If it is considered inappropriate to report to senior management in the business unit then a report can be made to the Chief Executive Officer or General Counsel.
- (d) Alleged breaches that involve matters covered by the relevant whistleblowing policy in the jurisdiction in which a whistleblower is employed should be reported in accordance with that policy. All Whistleblowing policies in the Group contain details of a third-party helpline.
- (e) After receiving a report of an alleged breach of the Code, the audit committee, the relevant senior management or the Chief Executive Officer or General Counsel as appropriate will promptly take all appropriate actions necessary to investigate. Where there are appropriate policies such as a whistleblowing policy or local policies and/or laws and/or regulations dealing with investigation of wrongdoing these will be followed.
- (f) All Luxfer Personnel are expected to cooperate in any internal investigation of misconduct.

9.2 **Enforcement:**

- (a) If, after investigating a report of an alleged breach of the Code by a director or member of the executive leadership team, the audit committee determines that a breach of the Code has occurred, the audit committee will report such determination to the board of directors who shall take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

- (b) If, after investigating a report of an alleged breach of the Code by any other person, the relevant investigator determines that a violation of this Code has occurred, the matter will be dealt with under the business unit's local disciplinary policy. In the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities will be made.

9.3 **Waivers:**

- (a) The board of directors (in the case of a violation by a director or member of the executive leadership team) and the executive leadership team (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.
- (b) Any waiver for a director or a member of the executive leadership team shall be disclosed if required by SEC and NYSE rules.

9.4 **Prohibition on Retaliation:**

Luxfer does not tolerate acts of retaliation against any Luxfer Personnel who make a good faith report of known or suspected acts of misconduct or other breaches of this Code. It is however a breach of the Code to knowingly make a false accusation, lie to those investigating a breach or interfere or refuse to cooperate with an investigation under the Code. Good faith reporting does not mean you have to be right in raising a concern, you must just honestly believe that you are providing accurate information.



**Alok Maskara**  
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**Luxfer Holdings PLC**

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