



**LUXFER**  
**CODE OF ETHICS AND BUSINESS CONDUCT**

Version 4.0  
Effective Date: December 2, 2020

## **1.0 POLICY STATEMENT**

1.1 The Board of Directors of Luxfer Holdings PLC has adopted this Code of Ethics and Business Conduct (“Code”) in connection with its oversight of the management and business affairs of Luxfer Holdings PLC, including its subsidiaries and affiliates (collectively, “Luxfer” or the “Company”). The Code summarizes the values, principles, and business practices that guide the business conduct of the Company and also sets forth the minimum ethical requirements expected of all directors, officers, employees, and workers of Luxfer (“Luxfer Personnel”). Luxfer is committed to conducting its business with honesty and integrity and in compliance with all applicable laws. All Luxfer Personnel are required to be familiar with this Code; comply with its provisions; and report any actual or suspected violations, in accordance with Section 13 below.

## **2.0 ETHICAL CONDUCT AND FAIR DEALING**

2.1 Luxfer is committed to upholding ethical standards in all of its corporate and business activities. Luxfer Personnel must act with integrity and observe high ethical standards of business conduct while at work and in work-related settings. Directors and Executive Officers are expected to promote ethical behaviors and help foster a culture of integrity and compliance.

2.2 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 of privileged information, misrepresentation of facts, or any other unfair dealing practice. While Luxfer competes vigorously in all of its business activities, Luxfer Personnel shall ensure that all efforts in the marketplace are performed in accordance with applicable anti-trust and competition laws, as well as Luxfer’s policies related thereto.

## **3.0 COMPLIANCE WITH LAWS, REGULATIONS, AND POLICIES**

3.1 As a global business, the Company’s operations and Luxfer Personnel are subject to the laws of various jurisdictions around the world. As such, all Luxfer Personnel are expected to comply, both in letter and spirit, with all applicable laws, rules, and regulations in the relevant jurisdictions in which they conduct business. It is Luxfer’s policy that where applicable law and the standards set forth in this Code differ, we will follow the higher standard, and where they are in conflict, we will adhere to the applicable law, while continuing to act in an honest and ethical manner. Any provision of this Code that is contrary to law in a particular jurisdiction will have no force or effect in that jurisdiction, solely with respect to such provision; however, this Code (including any such provision) will remain applicable in all other jurisdictions.

3.2 This Code supplements the Company’s existing policies, including those specified in employee handbooks, business unit or facility-specific policies, and Luxfer’s global policies. All Luxfer Personnel shall comply with all applicable Luxfer policies, which are available on the Luxfer website or through local Human Resource Departments. Copies may also be requested from the Legal Department. These policies include, but are not limited to, the following:

- Anti-Corruption Policy;
- Anti-Facilitation of Tax Evasion Policy;
- EU Competition Policy;
- U.S. Anti-Trust Compliance Policy;
- Human Rights and Labor Practices Policy;
- Equal Opportunity, Non-Discrimination and Anti-Harassment Policy;

- Environmental, Health and Safety Policy;
- Insider Trading and Dealing Policy;
- Related Party Transactions Policy;
- Regulation Fair Disclosure Policy;
- Records Management Policy;
- Data Protection Policy; and
- Whistleblowing Policies.

#### **4.0 CONFLICTS OF INTEREST**

- 4.1 Luxfer Personnel are required to conduct themselves in a manner and with such ethics and integrity so as to avoid a conflict of interest, whether real or apparent. Luxfer Personnel have a duty to avoid financial, business, or other relationships that may be opposed to the interests of the Company or may cause a conflict with the performance of such person's duties. Whether or not a conflict of interest exists or will exist can be unclear. As such, conflicts of interest should be avoided unless specifically authorized in accordance with subsection 4.3 below.
- 4.2 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 (or his or her relative's) position in Luxfer.
- 4.3 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 Legal Department. 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 Legal Department with a written description of the activity and obtaining the Legal Department's written approval. If the line manager is themselves involved in the potential or actual conflict, the matter should instead be discussed directly with the Legal Department.
- 4.4 Directors must seek determinations and prior authorizations or approvals of potential conflicts of interest from the Chair of the Board or the Nominating and Governance Committee, as appropriate. Executive Officers must seek determinations and prior authorizations or approvals of potential conflicts of interest from Luxfer's Legal Department, or where a conflict arises, from the Nominating and Governance Committee.

#### **5.0 ANTI-BRIBERY AND CORRUPTION**

- 5.1 Luxfer prohibits all forms of bribery and corruption, in all locations and in all interactions, whether with private customers or with government or public officials, and whether by Luxfer Personnel directly or by third parties on the Company's behalf. Luxfer Personnel are strictly prohibited from offering, soliciting, promising, providing (or authorizing, permitting, or conspiring to provide), receiving, or accepting anything of value to (i) improperly obtain or retain business or an advantage in the conduct of business or (ii) improperly induce a person to perform some function. Furthermore, all gifts, entertainment, and other hospitality offered by, on behalf of, or to Luxfer

or any person must be appropriate and reasonable under the circumstances; should be given transparently; and be permissible under applicable law. Luxfer Personnel shall refer to the Company's **Anti-Corruption Policy** for further information regarding the Company's expectations and their obligations in relation to anti-bribery and corruption.

- 5.2 Because the consequences of bribery and corruption – whether by Luxfer Personnel directly or third parties in connection with Luxfer's business – can be serious, Luxfer conducts regular due diligence on third parties with whom the Company works and requires such third parties to comply with Luxfer's **Third Party Code of Conduct**. Additional information regarding Luxfer's third-party due diligence procedures can be found in the **Anti-Corruption Policy**.

## **6.0 INSIDER TRADING AND DEALING**

- 6.1 Luxfer Personnel shall ensure compliance with the Company's **Insider Trading and Dealing Policy**. Luxfer prohibits persons covered under such policy from trading company securities, either personally or on behalf of others, while in possession of material, non-public information or otherwise communicating such material, non-public information in violation of law. Under this policy, Luxfer also prohibits covered persons from (i) short-term trading, (ii) effecting short sales (iii) options trading, (iv) hedging, and (v) pledging company securities.

## **7.0 BUSINESS AND FINANCIAL RECORDS**

- 7.1 At Luxfer, we prepare all Company documents and reports accurately, truthfully, and in a timely manner. Luxfer's periodic reports and other documents filed with the U.S. Securities and Exchange Commission ("SEC"), Companies House, and other national bodies ("Government Agencies"), including all financial statements and other financial information, must comply with applicable laws, regulations, and rules.
- 7.2 All Luxfer Personnel who contribute in any way to the preparation or verification of Luxfer's financial statements, financial information, or regulatory reports must ensure that the Company's books, records, accounts, and reports are accurately maintained and presented. All Luxfer Personnel must cooperate fully with Luxfer's finance, tax, and internal audit employees, as well as Luxfer's independent auditors and legal counsel. Luxfer Personnel involved in the disclosure process must: (i) be familiar and comply with Luxfer's disclosure controls and procedures and its internal controls over financial reporting and (ii) take all necessary steps to ensure that all filings with Government Agencies and all other public communications about the financial and business condition of Luxfer are full, fair, accurate, timely, and understandable.
- 7.3 Luxfer Personnel must maintain Company records for a time and in a manner required by law and the Company's **Records Management Policy**.

## **8.0 PROTECTION AND PROPER USE OF COMPANY ASSETS**

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

## **9.0 PROTECTION OF CONFIDENTIAL INFORMATION AND INTELLECTUAL PROPERTY**

- 9.1 Luxfer Personnel shall maintain the confidentiality of information entrusted to them by Luxfer or by its customers, suppliers, or business 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 business partners if disclosed.
- 9.2 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 in actual use. Luxfer Personnel should not give anyone access to e-mail messages or computer directories and should not store confidential information in electronic form in directories, databases, or other storage mechanisms (*e.g.*, internet "cloud" storage) with public access. Luxfer Personnel shall refer to their respective confidentiality or other employment agreements for further information as to their obligations with respect to Luxfer's confidential information.
- 9.3 The obligation to protect Luxfer assets and confidential 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. Luxfer Personnel shall refer to their respective confidentiality, intellectual property protection, or other employment agreements for further information as to their obligations with respect to Luxfer's confidential information and intellectual property.

## **10.0 RESPECT FOR HUMAN RIGHTS, THE ENVIRONMENT, HEALTH, AND SAFETY**

- 10.1 At Luxfer, we believe that all individuals should be treated with dignity and respect. Luxfer strictly prohibits all forms of forced labor – including indentured, bonded, slave, or prison labor – and does not use, condone, nor participate in any form of slavery or human trafficking. All Luxfer Personnel are responsible for maintaining a work environment that reflects respect and is free from discrimination and harassment in dealing with others, both inside and outside the workplace. Luxfer Personnel shall refer to the Company's ***Human Rights and Labor Practices Policy*** and ***Equal Opportunity, Non-Discrimination and Anti-Harassment Policy*** for further information regarding Luxfer's practices and expectations in relation to human rights, labor practices, and the work environment.
- 10.2 Luxfer is committed to the protection of the environment; the safe supply of its products; and the health and safety of its employees, contractors, customers, and the public. Luxfer Personnel shall comprehend and follow Luxfer's ***Environmental, Health and Safety Policy***, as well any business or facility specific policies and procedures in relation thereto.

## **11.0 CORPORATE OPPORTUNITIES**

- 11.1 All Luxfer Personnel owe a duty to Luxfer to advance the Company's 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).

Additionally, Luxfer Personnel may not, whether individually or through another individual or entity, compete with Luxfer.

## **12.0 ACCOUNTABILITY FOR ADHERENCE TO THE CODE**

- 12.1 As part of the on-boarding and orientation process, Luxfer Personnel will receive a copy of the Code and shall acknowledge that they have received, read, and understand the Code and will comply with the requirements hereof.
- 12.2 Luxfer Personnel shall be required to complete such additional training and continuing education requirements regarding the Code and matters related thereto as the Company shall from time to time establish.
- 12.3 Luxfer Personnel will be required to certify annually, on a form to be provided by the Legal Department, that they have received, read, and understand the Code and agree to comply with the requirements hereof.

## **13.0 REPORTING, ENFORCEMENT AND WAIVER**

- 13.1 Alleged violations of this Code should be reported to various persons depending on the individuals involved. Points of contact to report an alleged violation are as follows:
  - (A) Alleged violations of the Code involving Directors must be reported directly to the Chair of the Nominating and Governance Committee.
  - (B) Alleged violations 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 Nominating and Governance Committee.
  - (C) Alleged violations of the Code involving any other person must be reported to senior management in the relevant business unit. If it is considered inappropriate or a conflict to report to senior management in the business unit, then a report can be made to the Chief Executive Officer or Legal Department.
  - (D) Alleged violations 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.

If any Luxfer Personnel do not feel comfortable speaking to any of the persons listed above for any reason, he or she may call the Company's third-party whistleblowing hotline or utilize the third-party's online reporting procedure, details of which are provided in the ***Whistleblowing Policies***. Complaints made via the third-party whistleblowing hotline may be made anonymously.

- 13.2 Applicable law requires that the Company's Audit Committee have in place procedures for the receipt, retention, and treatment of complaints concerning accounting, internal accounting controls, or auditing matters and procedures for Luxfer Personnel to submit their concerns regarding questionable accounting or auditing matters. Complaints concerning accounting or auditing matters will be directed to the attention of the Audit Committee, or the appropriate members of the Audit Committee. For direct access to Luxfer's Audit Committee, please address complaints concerning accounting or auditing matters to: Audit Committee, Luxfer Holdings PLC,

Lumns Lane, Manchester, M27 8LN, United Kingdom. Complaints or concerns regarding accounting or auditing matters may also be made via the third-party whistleblowing hotline, as detailed in the Whistleblowing Policies.

- 13.3 After receiving a report of an alleged violation of the Code, the Nominating and Governance Committee, the Audit Committee, the relevant senior management, or the Chief Executive Officer or Legal Department, 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 or regulations dealing with investigation of wrongdoings, these will be followed. All Luxfer Personnel are expected to cooperate in any internal investigation of alleged misconduct.
- 13.4 If, after investigating a report of an alleged violation of the Code by a Director or member of the Executive Leadership Team, the Nominating and Governance Committee determines that a violation of the Code has occurred, the Nominating and Governance 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.
- 13.5 If, after investigating a report of an alleged violation of the Code by any other person, the relevant investigator determines that a violation of the 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.
- 13.6 Nothing in this Code restricts the Company from taking any disciplinary action on any matters pertaining to the unethical conduct of Luxfer Personnel, whether or not expressly addressed by the Code.
- 13.7 The Board of Directors (in the case of an actual or potential violation by a Director or member of the Executive Leadership Team) and the Executive Leadership Team (in the case of an actual or potential violation by any other person) may, in its discretion, waive any provision or violation of this Code. Any waiver for a Director or a member of the Executive Leadership Team shall be disclosed if required by SEC and New York Stock Exchange rules. In the event of a waiver, the determining party shall demonstrate that such a waiver (i) is necessary to alleviate undue hardship or, in view of unforeseen circumstances, is otherwise appropriate under all the relevant facts and circumstances; (ii) is not inconsistent with the purposes and objectives of the Code; (iii) does not adversely affect the interests of the Company or its stakeholders; and (iv) does not result in a transaction or conduct that violates applicable laws or regulations.
- 13.8 Luxfer does not tolerate acts of retaliation against any person who makes a good faith report of known or suspected acts of misconduct or other violations of this Code. Luxfer Personnel may not be discharged, demoted, suspended, threatened, harassed, or in any other manner discriminated against in the terms and conditions of employment on account of having provided the Company with information about, or otherwise assisted the Company in any investigation regarding, any conduct such person reasonably believes constitutes a violation of this Code or is otherwise illegal or unethical. However, it is a violation of the Code to knowingly make a false accusation, lie to those investigating an alleged violation, or interfere or refuse to cooperate with an investigation. Good faith reporting does not mean such person has to be right in raising a concern; however, such person must honestly believe that he or she is providing accurate information.

**14.0 RESPONSIBILITY FOR THIS CODE**

14.1 The Board of Directors has overall responsibility for this Code, and such responsibility shall be overseen by the Nominating and Governance Committee. The Legal Department will review this Code annually and make any changes required to ensure it covers all applicable legal, regulatory, and ethical obligations. The Executive Leadership Team and Senior Management Team are essential in the day-to-day implementation of this Code and shall assist in monitoring its use and effectiveness.

<b>STANDARD GOVERNANCE</b>	
<b>STANDARD PRACTICE APPROVALS</b>	Luxfer Holdings PLC Board of Directors
<b>VERSION</b>	4.0
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