



**Westlake  
Chemical**

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**CODE OF CONDUCT**

SUMMARY AND  
ACKNOWLEDGEMENT

August 2016

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# Westlake Chemical Corporation – Code of Conduct

*This Code of Conduct is applicable to all employees (full-time and part-time), contract workers, officers, and directors of the Westlake Chemical Corporation, its affiliates, and subsidiaries.*

## MISSION & VISION STATEMENT

Our mission is to provide quality products and services to the commodity chemical, plastics and related building products markets. We work to align and focus the interests of our global customers and suppliers with those of our shareholders, employees, and communities. We strive to be a low cost manufacturer and to find value across the chain through vertical integration and synergies through horizontal integration. We adhere to the concept of Economic Value Added (EVA) and seek to return value to our shareholders above the invested cost of capital.

## OUR VALUES

Our core values are at the heart of how we conduct our business and serve to guide each of us as we work to bring excellence to our operations, customers and communities.

### HEALTH, SAFETY & ENVIRONMENT (HSE)

The health and safety of our employees and communities, and the vigilant stewardship of the environment and sustainability are of utmost importance and at the forefront of everything we do.

### OUR PEOPLE

The integrity, creativity, dedication, diversity and drive of our employees allow us to excel. We support, develop and inspire our people to achieve their personal best and treat them with dignity and respect.

### QUALITY & CONTINUOUS IMPROVEMENT

Our commitment to quality products and service is so strong that both are symbolized as the two check marks that form the Westlake “W” in our logo. We seek to maintain this commitment through an intensive practice of “never-ending process of improvement”.

### COMPETITIVENESS

We are committed to enhancing the lives of people in the global marketplace every day. We do this by providing innovative and useful products, maintaining high standards of customer service and operational excellence with a constant focus on managing costs.

### CITIZENSHIP

We recognize the importance of supporting the communities in which we work and live and make it a priority to take an active role in making these communities better.

## **GENERAL RULES OF CONDUCT**

The following General Rules of Conduct are applicable to all employees (full-time and part-time), contract workers, officers, directors, agents and representatives. We should be fully conversant with these rules and ensure compliance, individually and within our businesses, units, departments, etc.

Rules, regulations and procedures for the acceptable conduct of all personnel are necessary for the benefit and protection of the rights and safety of our personnel and the orderly operation of our business. These rules are designed so that individuals at Westlake understand the necessary company information in order to base their actions and business decisions on sound principles. Failure to abide by Westlake rules, regulations, and procedures can lead to corrective action, up to and including, discharge or termination of the business relationship. In some cases, it may even result in criminal prosecution.

This Code of Conduct does not contain an answer to every question and does not explain every law, regulation or policy that you will need to know in order to do your job. In some cases, there may be more detailed policies or guidelines. If you are ever uncertain about a law, regulation, or policy, you should seek clarification from your supervisor, manager, or assigned human resource representative or the Office of the General Counsel of Westlake. Laws in some jurisdictions may be stricter than the policies here and if so, Westlake will adhere to those laws. The following list of unacceptable actions is not all-inclusive and is not intended to limit Westlake when it is necessary to take disciplinary action:

- Disregard of company policies, procedures, rules and/or regulations.
- Violation of any Federal, State, or local law.
- Engaging in any unethical, unsafe or illegal conduct.
- Any form of harassment including unlawful harassment based on race, color, sex, sexual orientation, gender identity, national origin, religion, physical or mental disability, age, veteran status, marital status, familial status, pregnancy, citizenship, or any other category protected by law.
- Poor attendance including absenteeism, late start, early quit, etc.
- Gambling, sleeping, horseplay, fighting, stealing (including attempts), dishonesty, deceit.
- Improper or unauthorized use of company materials, equipment and supplies, including copiers, computer equipment, electronic media, such as disks, thumb drives, computer-stored information, email and other electronic messaging transmission, telephones and other office communications equipment.
- Reporting for work in an unfit condition such as under the influence of alcohol, controlled substance, etc. (All prescription drugs that may impair

an individual's performance must be immediately reported to your manager, supervisor or designated Human Resources representative.)

- Insubordination or refusal to follow or carry out any reasonable instructions or duties from a supervisor, management employee or designate.
- Any form of obscenity such as gestures, exhibitionism, pornography in any form, language, etc.
- Falsification of any requested information (including any documentation provided to Westlake) such as the employment application, reason for absence, company reports, statements in any investigation, accident report, etc.
- Poor or careless workmanship or destruction of a fellow employee's property, destruction of company property, equipment and/or materials.
- Failure to work assigned hours including overtime, training, special hours, etc.
- Improper use of bulletin boards including posting, defacing and/or removing material without proper authority.
- Distribution of materials, literature and pamphlets, etc., during work time or in work areas and solicitation during work time.
- Breach of duty of good faith or conduct undermining the interests of Westlake or business.
- Failure to report an accident or injury at the workplace on the day of occurrence to your supervisor or Human Resources representative.
- Possession of firearms, weapons, explosives or any item that may be of danger to you or your fellow employees on company property.
- Coercing, intimidating, threatening, interfering, etc., with other employees.
- Starting or nurturing false, malicious rumors or information about fellow workers, Westlake or its products.
- Poor housekeeping and littering.
- Failure to perform assigned duties.

We note that the laws and processes that govern employee discipline, including termination, vary widely in scope and complexity depending on where the affected employee is located. Management must adhere to the local requirements in any such situation.

## **REPORTING CONCERNS**

Taking action to prevent problems is part of the Westlake culture. All of us must obey not just the letter but the spirit of the law at all times, wherever we may live or work. Each country where we do work has its own laws, regulations, and customs and sometimes there can be significant differences from one place to another. This can occur even between regions within a single country. Regardless, we are all responsible for respecting applicable laws and following the policies in our Code.

If you observe possible unethical, illegal, or unsafe conduct, or if you see conduct that you believe could damage the Company's reputation, you are encouraged to report your concerns to your immediate supervisor, manager, any Human Resources Representative or the Office of the General Counsel of Westlake at:

### **WESTLAKE CHEMICAL CORPORATION**

2801 Post Oak Boulevard, Ste. 600

Houston, Texas 77056

Direct Telephone No.: +1 (713) 585-2501

If you are uncomfortable for any reason talking to a manager, you may make a report through the internal reporting program utilized by Westlake, My Safe Workplace. The reporting can be done via the internet at [www.mysafeworkplace.com](http://www.mysafeworkplace.com) or, in the United States and Canada, via telephone at 1-800-461-9330. Where allowed by applicable law, reporting may be done anonymously. Specific laws, regulations, policies, and procedures in your country may contain additional reporting obligations or limitations, which must be followed.

Retaliation against anyone who reports a concern to Westlake about unethical, illegal, or unsafe conduct will not be tolerated. Retaliation can include any number of blatant actions such as termination of employment or demotion and even more subtle actions such as interfering with an individual's promotion or professional activities. Managers and employers are prohibited from taking any such retaliatory action. To be sure, it is unacceptable to file a report knowing it to be false.

## **ACCURACY OF RECORDS**

We rely on our personnel to maintain accurate business books and records. In all aspects of our business we expect our personnel to adhere to the highest standards of honesty and to not engage in inaccurate, false or misleading record keeping. If you are ever tempted or asked to make a representation - either in a document or in oral communication - that is other than fully accurate, do not do it. It applies even in circumstances where one might believe that the consequences of the inaccuracy would be harmless.

Our funds or assets should be utilized solely for lawful and proper purposes and no use of funds or assets may be undertaken unless the stated purpose is, in fact, the actual purpose, and the use is authorized in writing and within Westlake's policy on

Delegation of Authority (DOA). No undisclosed or unrecorded fund or asset of Westlake shall be established for any purpose.

No false, misleading or artificial entries shall be made in the books and records of Westlake or any of its subsidiaries or companies for any reason, and no one shall engage in any arrangement that results in such a prohibited act.

No personnel shall knowingly destroy or modify any company document (paper or electronic) that is the subject of any criminal, civil, or administrative investigation or litigation. Any questions regarding the status of a document in connection with an investigation should be referred to the Office of the General Counsel of Westlake or the employee's immediate supervisor or Human Resources representative.

## **CONFIDENTIAL INFORMATION**

Confidential Westlake information and trade secrets are important corporate assets. All employees, officers, directors, agents, representatives and consultants must not disclose such information to unauthorized persons, either within or outside Westlake, and must exercise care to protect the confidentiality of such information received from another party. Each employee will be asked to sign a specific Confidentiality, Nondisclosure and Intellectual Property Agreement.

Confidential information refers to information that is not already in the public domain, which Westlake would normally expect to be non-public and that might affect Westlake's competitive position. It includes information sometimes referred to as trade secrets.

Some examples of confidential information are:

- Technical information about current or planned products and/or processes.
- Procurement plans, vendor lists, business volumes, or purchase prices.
- Cost, pricing, marketing or service strategies.
- Non-public earnings reports and other financial reports.
- Information related to divestitures, mergers and acquisitions.
- Personnel information.
- Marketing and Service strategies.

Confidential Information does not include information lawfully acquired by a non-management employee about wages, hours, or other terms and conditions of employment of non-management employees when used by them to engage in activity protected by Section 7 of the National Labor Relations Act, such as joining or forming a union, engaging in collective bargaining, or engaging in other concerted activity for their mutual aid or protection.

## Specific Guidelines

- Employees, officers, directors, agents, representatives and consultants must be careful about where they discuss Westlake matters. It is inappropriate to discuss confidential matters in the presence or within hearing range of unauthorized persons. Use care, since even family and friends may inadvertently convey such confidential information to others.
- In instances where it may be appropriate for business reasons to disclose Westlake confidential information to third parties, Office of the General Counsel of Westlake must be contacted before the disclosure for preparation of an appropriate agreement that includes the necessary safeguards.
- No employee, officer, director, agent, representative or consultant shall disclose or use any confidential information gained during Westlake employment or any other Westlake relationship for personal profit or to the advantage of the employee or any other person.
- Obtaining confidential information from a third party without adequate legal safeguards is improper and may expose Westlake to legal risks. Accordingly, no employee, officer or director may accept such information without the advice of Office of the General Counsel of Westlake and until an agreement in writing has been reached with the offering party. After such information is obtained, its confidentiality must be protected as provided in the agreement. Further, as a company that uses the technology of many of our suppliers and customers, we must also be careful to protect their proprietary technology and information. This includes information entrusted to us as part of normally doing business with suppliers and our customers.
- Nothing herein shall be construed to prohibit a non-managerial employee covered by the National Labor Relations Act from exercising his or her rights under Section 7 of the Act, by for example, communicating with fellow employees or union representatives about their wages, hours and terms and conditions of employment, or similar matters that are the subject of a labor dispute covered by the Act.
- No prospective employee shall be hired in order to obtain the person's specific knowledge of a former employer's confidential information, nor shall any new employee be placed in a position that could require the individual to disclose or use a former employer's confidential information. If you are thinking of offering a job to an employee or executive of a direct competitor or where a known confidentiality provision is in place, the approval of the Human Resources department or the Office of the General Counsel of Westlake is required before any active negotiations are undertaken.

## CONFLICTS OF INTEREST

Each employee, officer and director must avoid any situation that may not be approved and could involve a conflict of interest or an appearance of a conflict between his/her personal interests and the interests of Westlake. Upon first



discovering that you may have a conflict of interest, it is your responsibility to excuse yourself from making any decisions about that issue, disclose in writing the relevant facts, and explain the circumstances that create or could create the conflict of interest or appearance of a conflict of interest to your manager, supervisor, or appropriate Human Resources representative.

The following will serve as a guide to types of interest and activities that may be considered as a potential for conflicts of interest:

- Ownership by an employee, officer or director or a close relative of any financial interest in any outside concern that does business with or is a competitor of Westlake. This does not apply to any financial interest less than 10% of a person's net worth in any publicly traded corporation.
- Any services performed either directly or indirectly for remuneration for any enterprise or company that may require the use of Westlake property or resources and/or performed during normal working hours.
- Representation of Westlake by an employee, officer or director in any transaction in which the employee, officer, director or a close relative has any financial interest.
- Direct or indirect competition with Westlake by an employee, officer or director or a close relative in the purchase, sale or lease of rights in real or personal property.
- Acceptance by an employee, officer, director or a family member of favors, gifts, entertainment, discounts or services of more than token value or which goes beyond common courtesies usually associated with accepted business practices. This includes payments, loans, excessive entertainment or other favors from any outside concern, which does, is seeking to do business with, or is a competitor of Westlake.
- Any association, service or activity that might cause the employee, officer or director to act contrary to the best interest of Westlake in any transaction.

Each employee, officer or director of Westlake shall execute upon employment, and as required by Westlake thereafter, a form indicating that no conflict of interest or appearance of a conflict of interest as defined in this policy exists, or indicating that a conflict or the appearance of a conflict of interest does exist and fully disclosing its material details.

All Conflict of Interest forms and attachments will be reviewed and, if a possible conflict of interest or appearance of conflict exists in the opinion of management, the matter will be discussed with the employee before management makes a decision. The employee will be advised accordingly.

If an employee, officer or director considers undertaking any activity that may create a conflict of interest, the employee must seek approval of the activity in advance from the Office of the General Counsel of Westlake.

Failure to disclose or cease and discontinue any activity that, in the opinion of management, constitutes a conflict of interest or failure to disclose such conflict may result in discharge.

## **GOVERNMENT INVESTIGATIONS**

It is our policy to fully cooperate with any internal and/or governmental investigation. If you or someone you supervise learns about a possible government investigation or inquiry with respect to Westlake or any Westlake business transaction, you should inform your department head and the Office of the General Counsel of Westlake immediately.

### **Specific Guidelines**

- Never destroy any documents in anticipation of a request for those documents from company investigators, any government agency or a court. Documents include electronic media such as disks, thumb drives, computer-stored information, e-mail and other electronic messaging transmissions.
- Never alter any historical company document or record.
- Only after specific approval from the respective corporate department related to the subject matter of the investigation and the Office of the General Counsel of Westlake should an employee discuss any Westlake activities or otherwise make any statements on behalf of Westlake to an investigator regarding Westlake business. If permission is granted to have discussions with an investigator, an employee should never make any untrue or misleading statement to any government investigator on behalf of Westlake.
- Never try to influence any other Westlake personnel or any other person to provide untruthful information to any company investigator or government investigator, or to provide any incomplete, false or misleading information.
- If any government inquiry arises through a subpoena or a request for information, you must submit the subpoena or request to the Office of the General Counsel of Westlake immediately, before any action is taken or promised.

If you are approached outside the workplace by a government investigator, you have the right, if you wish, to consult with the company Office of the General Counsel of Westlake (or, if you prefer, your own private legal counsel) before speaking with the investigator.

## GLOBAL PRACTICES

Westlake is a global company. Many of the countries in which we operate have significantly different laws than those of the U.S. We must know and comply with the letter and spirit of the laws of all countries where we do business. We will also be sensitive to the cultures and customs of the countries where we operate and respect the communities and environment where we do business. If you believe that local customs or cultures conflict with any policies set out in this Code, you should contact your immediate supervisor, manager, any Human Resources Representative, or the Office of the General Counsel of Westlake.

### **Anti-Corruption Laws**

Westlake conducts its business in an honest and ethical manner and takes a zero-tolerance approach to bribery and corruption. Westlake is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever Westlake operates. In addition, Westlake is committed to upholding relevant laws and best practices concerning bribery and corruption including the U.S. Foreign Corrupt Practices Act (FCPA), and all other statutes which apply in all the jurisdictions (such as the UK Bribery Act (UKBA)) in which it operates.

Westlake, its directors, officers, employees, agents, vendors, consultants, marketing representatives and all other persons associated with or acting on behalf of Westlake are absolutely prohibited, in their relations with governmental and political entities, agencies or customers, from directly or indirectly engaging in bribery, kickbacks, payoff, provision of unauthorized gifts or other corrupt business practices as defined by the FCPA, or by the laws of the country in which it is doing business (such as the UKBA). All such persons are prohibited from giving, offering or promising any type of bribe or other payment prohibited by this policy. If Westlake or any individual associated with it is found to have taken part in bribery or corruption of any sort, this could mean severe fines, jail sentences for the individuals, exclusion from tendering for public contracts and damage to reputations. Employees should also be aware that a breach of this Policy could result in immediate termination of employment. In addition, any person associated with Westlake who fails to report bribery or suspected bribery, or fails to attempt to prevent bribery by anyone associated with Westlake may be subject to immediate termination. For third parties such as vendors, contractors, consultants or outside agents, bribery, attempted bribery, or failure to report actual or suspected bribery could lead to a termination of Westlake's contract with them where applicable.

If any director, officer, employee, agent, vendor, consultant, marketing representative or anyone else associated with or acting on behalf of Westlake suspects that any payment in any transaction involving Westlake is being used for improper purposes and may violate this Policy, the FCPA, or any other anti-corruption law (such as the UKBA), he or she must immediately report the situation to his or her department head and to the Office of the General Counsel of Westlake for investigation. All questions or concerns about payments and

anti-corruption laws or policies should be resolved in favor of seeking advice and guidance from Westlake.

## **Export Controls**

It is our policy to fully comply with all applicable U.S. export, customs and trade control laws and regulations, licensing requirements, relevant non-U.S. laws and international sanctions. An export is the transfer, in any form, including e-mail, oral conversation, or display of, products, services, software or technology from the United States to a foreign country or non-US resident, including shipments to a foreign affiliate of Westlake. A discussion with a foreign person, even someone inside the United States (such as any natural person who is not a lawful permanent resident of the United States, or a foreign corporation) that discloses technical information may constitute an export. All Westlake employees are responsible for customs, export and trade control compliance. All Westlake employees are expected to perform due diligence and know its customer (including the end use and end user) in any business transaction. The Office of the General Counsel of Westlake is available to assist business units about trade control policy and procedures. Any investigation or inquiry by a U.S. government organization regarding alleged trade control violations or irregularities should be immediately reported to the Office of the General Counsel of Westlake prior to taking any action. All questions about customs, export licensing and trade controls should be immediately referred to the Office of the General Counsel of Westlake.

## **Anti-boycott**

The U.S. maintains regulations that prohibit U.S. persons and companies from participating in or cooperating with unsanctioned foreign boycotts, the primary example being the Arab League boycott of Israel. Those regulations prohibit U.S. persons from taking, or agreeing to take, a variety of actions in response to boycott requests. They also require recipients of boycott requests to report those requests to the Commerce Department even if the requested action is one that might be permitted under the anti-boycott regulations. Reports of operations in boycotting countries and of requests to participate in or cooperate with an international boycott must also be filed with Westlake's federal tax return.

If any director, officer, employee, agent, vendor, consultant, marketing representative or anyone else associated with or acting on behalf of Westlake suspects that a request or communication might be related to a foreign boycott, he or she must immediately report the request to the Office of General Counsel of Westlake. No action should be taken in response to the suspected boycott request until guidance has been received from the Office of General Counsel of Westlake. In addition to providing internal guidance on how to respond to boycott requests, the Office of General Counsel of Westlake will coordinate the submission of required reports to any federal agency.

## **Other Activities**

All Westlake employees, officers and directors will comply with all U.S. and applicable foreign laws that prohibit money laundering, support of terrorist organizations, and other illegal activities such as the traffic of illegal drugs.

## **INSIDER TRADING**

Westlake requires that all its employees, officers and directors comply with laws that prohibit insider trading of securities.

These laws generally prohibit any employee, officer or director of Westlake who possesses material non-public information concerning Westlake or another public company from buying or selling securities of Westlake or that other company, or passing on that information to others, such as friends or family members, who do so. Information may be considered “material” when the information, whether positive or negative, might be of possible significance to an investor in a decision to purchase, sell, or hold stock or other securities, including options. Chances are if a person learns something that leads that person to want to buy or sell securities, the information will be considered material. Thus, even speculative information can be material. In short, any information, which could reasonably affect the price of a company’s securities, is material information.

Westlake will discipline or terminate the employment of any individual who commits an insider-trading offense. In addition, substantial legal penalties can be imposed on individuals for violation of those laws, including disgorgement of profits, civil penalties, criminal fines and prison sentences.

## **BUSINESS ASSOCIATES AND SUPPLIERS, VENDORS’ COURTESIES**

In the course of business, gifts or courtesies are sometimes offered by suppliers, vendors and interested parties. A business courtesy is a gift (whether in money or in kind) provided to a business associate. In certain situations, the exchange of limited, non-cash business courtesies may be appropriate. We do not seek, however, to improperly influence the decisions of our customers or suppliers by offering business courtesies, just as we require that the decisions of employees, officers, or directors at Westlake not be affected by having received a business courtesy.

### **Definition of Supplier or Vendor**

A Supplier or Vendor is any business associate that furnishes, or is in a position to furnish, materials, equipment, supplies or services of any kind to Westlake or any of its companies or units. Services include, but are not limited to, banking, auditing, insurance, advertising, transportation, construction, maintenance, engineering, consulting, testing and legal counsel.

The law with respect to Suppliers and Vendors differs between Governmental Business and Non-Governmental Business. Therefore, the standards in this Code of Conduct change depending on with whom you are doing business. Governmental Business would include any dealings, negotiations, discussions, or attempt to obtain business with any member of any local, state or federal branch of the government, including any individual who is a candidate or nominee for any office or any type of governmental position.

### **Non-Government Business**

- Any business gift given must not exceed \$50 in value unless prior approval from the department head or business unit executive is received. Sales or marketing representatives may make business gifts of their regular Westlake products or promotional items valued under \$50 for the purpose of generating business goodwill subject to the approval of the head of the business unit. Moreover, when practical, any gift given by you as a business courtesy should include the Westlake name or other similar identification.
- Regarding meals and entertainment, you may offer or receive infrequent, reasonable and appropriate meals or simple entertainment (which shall not involve travel or overnight lodging) provided that business is discussed and that the activity has a clear business purpose. The guideline for reasonable and appropriate shall be normal industry practice in your locality consistent with local legal requirements. While the gift value limitations described above does not strictly apply in the case of meals and entertainment, those limitations are an indication of the reasonableness of the meals or entertainment.
- You should also not accept any money or cash equivalents, or allow any member of your immediate family to accept anything from any person with whom Westlake has a business relationship.
- Any offer to you of a gift or other business courtesy that exceeds \$50 in value, or that seems inconsistent with common business practices, should be immediately reported to your supervisor. Officers, directors and employees must also immediately report any offers of cash, a fee or kickback to the Office of the General Counsel of Westlake.

### **Government Business**

The U.S. government has a number of laws and regulations regarding offering business courtesies to government officials, or offering or receiving courtesies from subcontractors on a government contract. State and local governments, as well as foreign governments, may have similar rules. These rules are complex and frequently change. Sometimes there are differences between applicable foreign and U.S. laws. Do not offer any government agent, employee, or representative of the United States or a foreign government any gifts, meals, or entertainment of any kind without first contacting the Office of the General Counsel of Westlake who can provide guidance in this area. Only after receiving approval from the Office of the

General Counsel of Westlake may a gift, meal or entertainment be provided to a government official.

## **FRAUD AND THEFT**

In the course of Westlake business, engaging in any effort to defraud anyone of money, property, or services violates our policy and the law. Severe penalties will follow. For example, dishonest or fraudulent activity might include misusing or stealing Company assets or cheating on travel, entertainment, and other expense reports, among others. It is Westlake's policy to ensure that incidents of fraud and theft relating to Westlake are promptly investigated, reported and, where appropriate, prosecuted.

Any suspected fraud or theft should be immediately reported to your immediate supervisor, manager, any Human Resources Representative, or the Office of the General Counsel of Westlake, who will review the incident and advise regarding prosecution, if appropriate. No one may sign a criminal complaint on behalf of Westlake without prior approval of the Westlake Office of the General Counsel of Westlake.

## **ANTI-TRUST AND RESTRAINT OF TRADE**

Westlake competes both in the United States and in the global marketplace. However, we will only do business according to the letter and spirit of all laws that govern and promote free and fair competition. That means we will strictly comply with the antitrust laws of the U.S. and, where applicable, the antitrust laws of other countries.

A violation of any antitrust laws is a serious offense. In the U.S., it is not uncommon for individuals to be criminally prosecuted for violation of these laws.

The antitrust laws are complicated, and cannot be covered here in their entirety. Prohibited activities include agreements with competitors to fix prices, divide territories or markets, boycotts of customers, suppliers or other third parties, blocking the production or sale of any product or service, and agreements to restrain or restrict competition. Also, we may not unlawfully discriminate among our customers on price, nor may we fix the price at which a customer resells products or services. Employees involved in sales, marketing, and pricing should never discuss such matters, even informally, with competitors. If a competitor initiates such a discussion, the employee should immediately leave and promptly report the matter to the Office of the General Counsel of Westlake.

Periodic antitrust compliance and training is provided by Westlake to relevant personnel, and it is the obligation of the employees selected for training to attend.

If you have any questions regarding compliance with the antitrust laws, contact the Office of the General Counsel of Westlake immediately.

## **POLITICAL ACTIVITY**

No Westlake officer, director, employee, agent or representative may, except with approval from the Office of the General Counsel of Westlake, make or be reimbursed for any political contribution on behalf of Westlake or use Westlake's name, funds, property, equipment or services for the support of political parties, initiatives, committees or candidates. Employees should not use company time or resources, including telephones, e-mail, or copiers to solicit contributions or any other form of support for political purposes. Under no circumstances should an employee pressure another employee, customer, or supplier to make political contributions to, or work for, a candidate or political organization. Additionally, lobbying activities or government contacts on behalf of Westlake should be coordinated with the Office of the General Counsel of Westlake.

## **EQUAL EMPLOYMENT OPPORTUNITY**

Westlake follows the laws that prohibit discrimination in employment practices, wherever we do business. It is Westlake's policy to ensure equal employment and advancement opportunity for all qualified individuals without distinction or discrimination because of race, color, sex, sexual orientation, gender identity, national origin, religion, physical or mental disability, age, veteran status, marital status, familial status, pregnancy, citizenship, or any other category protected by law.

In the United States, this policy applies to all employees and applicants for employment and to all aspects of the employment relationship, including recruitment, hiring, compensation, benefits, training, transfer, and any other terms and conditions of employment. Many other countries have similar anti-discrimination laws.

Equal employment opportunity principles must be communicated periodically to all employees and reaffirmed per company policy. Westlake businesses not subject to U.S. law shall apply the intent and provisions of this policy consistent with national or local laws in other countries. Should you have any concerns regarding any potential violations of this policy, please contact your immediate supervisor, manager, any Human Resources Representative, or the Office of the General Counsel of Westlake.

## **HARASSMENT**

Unlawful harassment, intimidation, violence, or other hostilities against co-workers and others with whom we do business (collectively referred to as "harassment") is absolutely prohibited at Westlake and may subject you to disciplinary action, including termination of your employment.

It is our policy to treat each other with respect and courtesy. The creation of a work environment that is hostile, intimidating or offensive to an individual or group because of race, color, sex, sexual orientation, gender identity, national origin,



religion, physical or mental disability, age, veteran status, marital status, familial status, pregnancy, citizenship, or any other category protected by law may constitute harassment under this policy and, in some cases, may violate applicable law. Westlake will not tolerate any harassment of any kind.

Without limiting the above, Westlake prohibits sexual harassment, which may include the solicitation of sexual favors or the initiation of any unwelcome sexual advance by one officer, director or employee toward another. Sexual harassment may also involve other sexually related physical or verbal conduct.

Men and women throughout Westlake should treat one another with courtesy, dignity and respect. All personnel should recognize that there has been rapid social change as to appropriate conduct in the workplace, and workplace behavior should always reflect our principles of courtesy, dignity and respect.

Westlake employees must be alert to the possible presence of harassment in the workplace. Appropriate steps must be taken to prevent harassment. Complaints about harassment by a Westlake employee or any other person with whom Westlake does business can be made to My Safe Workplace, your supervisor, the Human Resources department and/or the Office of the General Counsel of Westlake. You may choose any of these alternatives to make a complaint and you do not need to complain to the person who you feel is harassing you.

Any complaints will be promptly, fairly and thoroughly investigated consistent with the law, including following any requirements under collective agreement or regulation. There will be no retaliation for truthfully reporting harassment or participating in Westlake's investigation of a complaint. If the investigation determines that harassment in violation of company policies has occurred, including sexual harassment, Westlake will take appropriate disciplinary action, up to and including termination.

## **EMPLOYMENT OF RELATIVES**

Unless permitted at Westlake's sole discretion, Employees will not be allowed to work directly for or under the direct or indirect supervision of a relative or immediate family member. The employment of relatives may be further limited in sensitive positions and/or where a conflict may exist or appear to exist at the Westlake's sole discretion.

When offering employment to relatives (by blood or marriage) and immediate family members at Westlake, approval to hire relatives resides at the local level for manufacturing sites as long as the Corporate Human Resources department is notified in advance of an offer of employment. For non-manufacturing sites, approval to hire relatives ultimately resides with the Vice President or department head with the involvement of Corporate Human Resources.

It is the responsibility of all employees who become related by marriage, common law, cohabitation or otherwise closely related after initial employment to notify Management and local HR in a timely manner. Any changes that may affect

employment status of employees will be reviewed by local Management and communicated to Corporate Human Resources to ensure a fair and reasonable resolution.

Local laws and regulations may limit the application of this policy. Therefore, local management may adjust and enforce this policy based on requirements or regulations of the country in which the employees are located. Please direct any questions regarding these policies to your immediate Supervisor, local Human Resources department, or the Office of the General Counsel of Westlake.

## **WORKPLACE VIOLENCE/FIREARMS AND DANGEROUS MATERIALS**

Employees should have a safe place in which to work. Workplace violence, including threats, threatening behavior, harassment, intimidation, assaults and similar conduct, will not be tolerated. Any threats or concerns about your safety or the safety of others should be immediately reported to your manager and local Human Resources department. Suspected packages or materials must be reported immediately to your manager and local Human Resources department. Employees may not possess or store firearms, ammunition, weapons, explosives, or hazardous materials of any kind on their person while at work, on company property or company work sites including any company-owned or leased vehicles, or in their personal vehicles while performing their job duties, unless the law of the state in which the employee works or is working explicitly allows such possession or storage. In states where such possession or storage is explicitly permitted under certain circumstances, employees must possess or store firearms, ammunition, or weapons of any kind in strict compliance with company policy and the law of the state in which the employee works or is working. Each employee must review the state-specific riders to this policy posted on respective bulletin boards for the state or states in which he or she customarily or occasionally works to determine if the state has an applicable law, and if so, its terms and conditions. If a state has no law, then the general prohibition of this policy applies.

This policy will be strictly enforced and any violations will result in disciplinary action up to and including termination of employment.

## **COMPUTER USAGE & ELECTRONIC RESOURCES**

### **Access and Usage**

Computing facilities and hardware are intended for company use only. Access and usage are for authorized personnel only. Any usage or access in violation of the Company's policies is prohibited and can result in discipline up to and including termination. Passwords are private and are designed to protect system as well as information integrity. It is a violation of policy to share passwords with others.

Westlake users will be granted access rights based on job needs. Attempting to alter computing or networking components without authorization or beyond user's level of authorization is prohibited. Examples include but are not limited to altering

or attempting to alter files or systems without authorization, unauthorized scanning of networks for security vulnerabilities, intentionally propagating computer “worms” and “viruses”, and sending electronic chain mail, and inappropriately broadcasting messages,

### **Computer Software**

Copyrights protect most computer programs in countries in which we operate. Our policy is to respect such copyrights and to strictly adhere to all relevant laws and regulations regarding the use and copying of computer software. Therefore, do not make copies of, or download, any part of a third-party computer program unless the copy is an authorized back-up copy, the software is readily accessible to the general public, or the computer software license specifically permits the copy to be made. If you are uncertain about this, you should consult with the Corporate Information Technology department. If you are engaged in writing computer programs, do not copy, download, or refer to any lines of code written by a third party without the advice of the company Office of the General Counsel of Westlake or the written consent of the third party.

### **E-mail, Other Electronic Messages and Internet**

Electronic messages include e-mail and other electronic text messages transmitted over the Internet are not entirely secure and may be susceptible to interception. Unlike a spoken conversation, electronic messages create a permanent record. Any electronic message you send may be printed by the recipient and forwarded by the recipient to others, and may probably be retained on computers for a substantial period of time. Therefore, Westlake’s personnel should exercise the care, and caution with respect to the nature of information transmitted by electronic messages for Westlake’s business purposes and follow the same etiquette in drafting an electronic e-message for work as they would in normal written business communications. Make sure your electronic messages sent on Westlake’s behalf are appropriate to the circumstances and comply with all relevant Company policies. Specifically, Westlake will not tolerate harassing, obscene, threatening or profane messages. In addition, because the e-mail system and other electronic communication systems are Westlake resources, Westlake will, reasonable in its discretion, read any electronic communications stored on its systems; employees should not expect that any such communications are private.

Anyone who has been provided a connection to the Internet is provided such connection primarily for business use. Do not download any data that is copyrighted (unless you have the legal right to do so) or that is sexually explicit, discriminatory, promotes hate based on a legally protected characteristic, or depicts violence. Westlake has installed virus protection, however, employees are asked to use caution when downloading from unknown sources. Personnel must not abuse access to the Internet for personal purposes. User’s access to personal e-mail accounts and/or social media using the Company’s electronic resources is subject to this policy in its entirety. All use of social media within the company or through personal accounts is subject to the proper business use (as further set forth below) and limited acceptable non-business use. Corporate computer

systems are increasingly capable of reviewing all Internet activity. Westlake may conduct such a review, and evidence of abuse of Westlake-provided Internet facilities may result in termination of the Internet connection and disciplinary action.

## **Social Media**

The Company views statements made regarding Westlake and its subsidiaries on social media (print, broadcast, digital, and online services such as Facebook, LinkedIn, Instagram, Google+, Twitter, among others) as public statements. All use of social media regarding the Company (within the company or through personal accounts) is subject to Company rules and guidelines. Westlake reminds its employees, officers and directors that the following guidelines apply to their use of social media, both on and off duty:

1. Westlake has authorized and registered, and may authorize and register in the future, Twitter, Facebook, LinkedIn and other public social media accounts. Use of these accounts is restricted to authorized Company personnel and for permitted business purposes only. Any use of social media for business purposes must be approved by the Chief Information Officer and the Office of General Counsel of Westlake.
2. Westlake has authorized, and may authorize in the future, internal applications, such as salesforce.com and others, which provide Company private social media features. Use of these accounts is restricted to authorized personnel and for permitted business purposes. Content and messages on internal sites are for internal business purposes only and will be monitored and moderated by IT administrators. Any use of social media applications for internal company use requires approval by the Chief Information Officer and the Office of General Counsel of Westlake.
3. Social media access and use involving company equipment and resources are subject to Westlake's policy at all times. Employees, officers and directors using social media in this regard should have no expectation of privacy regarding communications or postings that they make or receive on social media using Westlake's electronic resources.

## **Use of Personally-owned Computer Equipment**

The use of personally-owned computing and communications equipment, services and accounts to conduct Westlake business or transmit Confidential Information is prohibited. Examples include but are not limited to personally-owned computers (unless specifically authorized), except when used to access Westlake's Citrix system or other Westlake authorized remote access systems; personal emails, cloud storage, instant messaging, or other messaging systems outside of Westlake management oversight; personally-owned wireless mobile services, personal social networking sites or personal blogs, and storage of Westlake-owned information on media outside of Westlake management oversight including personally-owned media or personal on-line storage.

## **PUBLIC STATEMENTS**

All employees (full-time and part-time), contract workers, officers, directors, agents and representatives must refrain from making public statements regarding issues or matters about which they are not authorized spokespersons. If the media contacts you or your personnel about a Westlake matter, refer the media contact to the Office of the General Counsel of Westlake for handling or referral to the appropriate company executive.

### **GUIDELINES**

- No Westlake personnel is authorized to make any statement or to give any business information to the news media without prior clearance as specified above.
- All inquiries from the news media must be referred, without comment, directly to the appropriate functional Vice President or the Office of the General Counsel of Westlake.
- The news media includes newspapers, magazines and other publishers, radio and television stations, Internet-based media sites and/or any other agency that disseminates information to the public.
- Any Westlake personnel who desires to disseminate company business information to various civic organizations or other groups through speeches, presentations, visual aids, or other methods must submit the information either completely written or in outline form to the Office of the General Counsel of Westlake and appropriate Vice President for review prior to dissemination.
- Testimonials about suppliers or customers require Westlake senior management approval. If requested to provide a testimonial, please refer the request to your supervisor or manager, who can then seek guidance from the Office of General Counsel of Westlake.

## **HEALTH, SAFETY AND ENVIRONMENT**

Westlake is committed to maintaining a leadership role in protecting human health, safety and the environment. We will promote and protect the health and safety of our personnel, the environment and the communities around the world in which we operate. Therefore, we will strictly adhere to all applicable laws and regulations relating to environmental protection and workplace health and safety.

Many environmental, safety and health laws and regulations are complex. It is your responsibility to familiarize yourself with the requirements of relevant laws and regulations, and record keeping including your individual obligations. If you have a question about compliance with any environmental law, contact the Corporate HSE department for clarification.

Incidents that involve a fatality or serious accident, a regulatory non-compliance issue, a reportable environmental contamination or a health or safety circumstance must be immediately reported to your immediate supervisor, Westlake management, Human Resources, or the Company's My Safe Workplace confidential phone reporting system. Such reports must be made as soon as possible and, in all cases, not later than 24 hours after the occurrence. In addition, federal, state or local laws and regulations regarding reporting requirements must be complied with within the appropriate time frames. Company senior management receiving any such report shall follow appropriate Westlake policies in making further reports.

In order to protect the safety of all personnel, each of us must report to work free from the influence of any substance, including drugs or alcohol that could prevent us from conducting work activities safely and effectively.

<b>WAIVERS</b>
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Any waiver of this code for executive officers or directors may be made only by the Board of Directors of Westlake or a board committee and must be promptly disclosed to shareholders.

**Westlake Chemical Corporation**  
**Code of Conduct**  
**Employee Certification**

1. I have read and understand the company's expectations and my obligations under the Code of Conduct and as an employee and/or member of management and affirm my compliance with these standards.

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Name	Title	Date
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2. I have read and understand my obligations under this Code of Conduct and:

I have no knowledge of any practice, procedure or incident occurring or existing within any Westlake operations which is not in compliance with all legal or Code of Conduct requirements applicable to such operation; or

I wish to report the following areas of possible non-compliance with legal or Code of Conduct requirements: (Attach separate pages if needed)

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Name	Title	Date
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Received and Recorded By Corporate Administration

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Reviewed By	Date
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<p><b>Westlake Chemical Corporation</b></p> <p><b>Conflict of Interest</b></p> <p><b>Employee Certification</b></p>
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I have reviewed the Westlake Chemical Corporation Conflict of Interest Policy ("Policy") and certify the following by signing under A or B below.

A. To the best of my knowledge and belief, neither any close relative nor I have any interest in or connection with any outside entity which relationship violates the Policy. Further, I have not within the past year engaged in any activity, which might conflict with Westlake's interests or otherwise appear to be in conflict with Westlake's interest as described in the Policy. I further acknowledge that it is my responsibility to promptly notify Westlake if any such actual or potential conflict arises in the future.

Name (Please Print or Type)	Signature	Date
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B. In order to comply with the Policy, I hereby notify you of certain facts which may cause a conflict of interest or an appearance of a conflict of interest with Westlake's interests and upon which I seek an opinion. (Attach separate pages if needed)

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Name (Please Print or Type)	Signature	Date
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Received and Recorded By Corporate or Site Administration

Reviewed By	Date
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# **Westlake Chemical Corporation**

## **Employee Confidentiality, Nondisclosure & Intellectual Property Agreement**

As specified in more detail below, employees of Westlake Chemical Corporation and its affiliates (“Westlake”) are prohibited from using or disclosing Westlake’s confidential or trade secret information without Westlake’s permission, including leaving the employ of Westlake. As a condition of employment or continued employment, including but not limited to, the receipt of compensation and benefits, Westlake and the undersigned Employee agree as follows:

### **Westlake Information, including Confidential and Trade Secret Information**

1. Westlake and Employee acknowledge that during employment by Westlake, Employee will receive and/or have access to **Confidential and/or Trade Secret Information** belonging to Westlake.
2. **“Confidential Information”** means any and all types of information regarding Westlake’s financial, commercial, personnel, business, or technical information that is not generally known by anyone outside of Westlake. **“Trade Secret Information”** means any and all types of information regarding Westlake’s business or technical information, including business methods, information compilations, manufacturing processes, formulations, technology, and inventions, whether or not patented, that is not shared with anyone outside of Westlake even if under a confidentiality agreement.
3. **Confidential and Trade Secret Information** of Westlake includes, *but is not limited to*, non-public information in the following categories:
  - (a) Plant process and technology design;
  - (b) Research and development information on existing or potential future manufacturing methods and product design;
  - (c) Financial performance of Westlake and operational performance of the company’s plants;
  - (d) Westlake’s financial and operational projections, forecasts, and budgets and comparisons of actual performance to budgets;
  - (e) Westlake’s plans regarding financial transactions;
  - (f) Feedstock and raw-material utilization and efficiencies by Westlake plants;
  - (g) Prices paid or proposed to be paid by Westlake for feedstocks and

raw materials and other manufacturing inputs;

- (h) Volumes sold to and prices paid or proposed to be paid by Westlake's customers and potential customers for Westlake's products;
  - (i) Identities of Westlake's actual and potential suppliers and customers and contract terms with them;
  - (j) Marketing plans;
  - (k) Manner of delivery of products to Westlake's customers and prices paid or costs incurred for such delivery;
  - (l) Westlake's plans for or evaluations of expansion or contraction of sales or output or for acquisitions or divestitures of, or joint ventures regarding, plants, businesses, or property, and non-public information acquired from other companies in the context of evaluating possible transactions with those other companies;
  - (m) Proprietary compilations of information that have been developed or purchased by Westlake;
  - (n) Private information about Company personnel including contact information, Social Security numbers, performance evaluations, disciplinary matters, and health status; and
  - (o) Documents or data provided by Westlake to Employee that are marked and/or treated as "Confidential" (but, as noted above, information does not need to be specially marked to constitute **Confidential or Trade Secret Information**).
4. Employee agrees that Employee will not (directly or indirectly), whether during or after Employee's employment under this Agreement, (i) use for personal benefit or advantage, or for the benefit or advantage of any other person or company or legal entity, any **Confidential or Trade Secret Information**, (ii) disclose any **Confidential or Trade Secret Information** to any person (other than one under an obligation of confidence to Westlake pursuant to a separate agreement or professional duty), or (iii) induce or encourage other persons to so use or disclose any **Confidential or Trade Secret Information**, in each case without the prior written consent of an executive officer of Westlake and the concurrence of Westlake's general counsel. Employee also shall not, without the express written permission of an executive officer of Westlake and the concurrence of Westlake's general counsel, photograph or video or otherwise record any portion of operations of a Westlake facility or any documents or other data of Westlake. Nothing herein shall be construed to prohibit a non-managerial employee covered by the National Labor Relations Act from exercising his or her rights under Section 7 of the Act, by for example, communicating with fellow employees or union representatives about their wages, hours and terms and conditions

of employment, or similar matters that are the subject of a labor dispute covered by the Act.

5. Employee agrees that all business records kept or made by Employee while employed by Westlake relating to the business of Westlake shall be and remain the property of Westlake at all times. Upon Westlake's request at any time and also upon the end of Employee's employment by Westlake, whether voluntary or involuntary, Employee shall promptly deliver to Westlake, and shall retain no copies of, any written or electronic materials made by Employee or coming into Employee's possession while employed by Westlake concerning any aspects of the affairs or business of Westlake, whether or not they contain **Confidential and/or Trade Secret Information**, whether in paper or electronic form.
6. Employee shall not transfer **Confidential or Trade Secret Information** to any electronic storage device or service (including but not limited to laptops, tablets, mobile devices, CDs, thumb drives, flash drives, and Internet- or cloud-based storage accounts) that is not owned by Westlake without the express written permission of an executive officer of Westlake and the concurrence of the Office of General Counsel of Westlake. Employee agrees (1) during Employee's employment, upon request by Westlake and (2) automatically and immediately upon the conclusion of Employee's employment, whether voluntary or involuntary, to surrender to Westlake (together with access instructions) any electronic storage device and/or to identify to Westlake any service upon which **Confidential or Trade Secret Information** has been stored so that Westlake may confirm that the **Confidential or Trade Secret Information** has not been further copied or transferred and permanently delete such **Confidential or Trade Secret Information** or confirm that such **Confidential or Trade Secret Information** has been permanently deleted.
7. Employee shall not remove any physical copies or electronic **Confidential or Trade Secret Information** from the premises or the computing equipment of Westlake unless such removal is required in performance of Employee's business responsibilities as an employee of Westlake, and such removed **Confidential or Trade Secret Information** shall be promptly returned to Westlake's premises upon completion of the business responsibilities requiring its removal.
8. At all times, Employee agrees to use all reasonable and available methods to prevent the unauthorized viewing, use, duplication, or disclosure of **Confidential and Trade Secret Information**. Depending upon the circumstances, available methods may include but are not limited to: marking information "Confidential," minimizing sharing the information with other employees in general, sharing information with authorized persons only on a need-to-know basis, maintaining the integrity of password protected computer systems, and otherwise storing information in a manner that prevents unauthorized access.

9. Employee shall promptly report to Westlake any loss, misplacement, or theft of **Confidential or Trade Secret Information** and any unauthorized use or disclosure of **Confidential or Trade Secret Information** of which Employee becomes aware.
10. In the event that Employee should receive at any time a request through legal process, subpoena, or administrative procedure that Employee disclose **Confidential or Trade Secret Information**, Employee shall immediately advise the Office of General Counsel of Westlake of the request so that Westlake will have the opportunity to protect its interests in the information.

### **Intellectual Property in the Form of Inventions and Works**

11. Employee acknowledges that, during employment by Westlake, Employee may create, may have created, and may further create **Inventions** and **Works**, all of which will belong to Westlake.
12. **"Inventions"** means inventions (whether patentable or not), ideas (including ideas relating to new technologies, new products, new services, or new methods of doing business), improvements, discoveries, and designs (whether or not shown or described in writing or reduced to practice). **"Works"** are materials for which copyright protection may be obtained including, but not limited to: literary works (including all written material), computer programs, computer code, artistic and graphic works (including designs, graphs, drawings, blueprints, and other works), recordings, models, photographs, slides, motion pictures, and audio-visual works, regardless of the form or manner in which documented or recorded; and, any trademarks, or names, symbols, special wording or devices used by Westlake to identify its business activities for which trademark protection may be obtained.
13. *Assignment of Intellectual Property.* Employee hereby assigns to Westlake the exclusive right to all **Inventions** and **Works** that Employee has or will conceive or make, either alone or with others: (a) with the use of Westlake's time, materials, or facilities; or (b) resulting from or suggested by Employee's work for Westlake; or (c) in any way related to any business Westlake is engaged in or plans to engage in, even if conceived or made without the use of Westlake's time, materials, or facilities. All such **Inventions** and **Works** hereby automatically becomes the property of Westlake immediately as Employee makes them or conceives them. Employee agrees to execute additional documents that further memorialize the foregoing assignment at any time Westlake requests, even after Employee's employment terminates. Unless otherwise agreed in writing by Westlake, all **Works** prepared wholly or partially by Employee (alone or jointly with others) within the scope of employment with Westlake shall be deemed a "work made for hire" under the copyright laws and shall be owned exclusively by Westlake regardless of whether Employee notifies Westlake of such **Inventions** or **Works**. Employee agrees to assist Westlake (at Westlake's expense) to protect Westlake's use and control of such

**Inventions** or **Works**, and will sign any documents necessary to attempt to obtain a trademark, copyright, patent, or other legal protection for the **Inventions** or **Works**. Employee will not disclose **Inventions** or **Works** to anyone other than Westlake's employees or attorneys or other persons authorized by Westlake, except where they have already become available to the public without violation of any obligation of confidentiality or non-disclosure owed to Westlake.

14. Employee agrees to promptly notify in writing Westlake's officer or manager to whom Employee primarily reports of any **Inventions** or **Works** that Employee conceives or creates.

### **General Provisions**

15. This Agreement is a binding contract, and Employee hereby acknowledges that it applies to all of the Westlake companies regardless of Employee's actual employing entity. Employee agrees that in the event of a breach or threatened breach by Employee of any provision of this Agreement, Westlake will not have an adequate remedy at law, and Westlake shall be entitled to: (a) injunctive relief by temporary restraining order, preliminary injunction, and/or permanent injunction, (b) recovery of attorney's fees and costs incurred in enforcing this Agreement, and (c) any other legal and equitable relief to which it may be entitled, including all monetary damages which Westlake may incur as a result of that breach or threatened breach. Injunctive relief shall not be the exclusive relief and may be in addition to any other relief to which Westlake would otherwise be entitled. Employee expressly waives the defense that a remedy in damages would be adequate. Notwithstanding the foregoing nondisclosure obligations, pursuant to 18 USC Section 1833(b), an Employee or Contractor of Westlake Chemical Corporation shall not be held criminally or civilly liable under any federal or state trade secret law for the disclosure of a trade secret that is made: (1) in confidence to a federal, state, or local government official, either directly or indirectly, or to an attorney, and solely for the purpose of reporting or investigating a suspected violation of law; or (2) in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal.

AGREED and effective as of \_\_\_\_\_ [insert date].

### **EMPLOYEE:**

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Printed Name*

EXHIBIT A  
(Applicable to Employees in California only)

CALIFORNIA LABOR CODE SECTION 2870

(a) Any provision in an employment agreement which provides that an employee shall assign, or offer to assign, any of his or her rights in an invention to his or her employer shall not apply to an invention that the employee developed entirely on his or her own time without using the employer's equipment, supplies, facilities, or trade secret information, except for those inventions that either:

(1) Relate at the time of conception or reduction to practice of the invention to the employer's business, or actual or demonstrably anticipated research or development of the employer; or

(2) Result from any work performed by the employee for the employer.

(b) To the extent a provision in an employment agreement purports to require an employee to assign an invention otherwise excluded from being required to be assigned under subdivision (a), the provision is against the public policy of this state and is unenforceable."

Employee initials: \_\_\_\_\_