



Dear Fellow Employee,
亲爱的员工：

The way we do business defines who we are as a Company. For OMNOVA this starts with a commitment to integrity and the highest standards of ethical conduct.
经营方式决定公司形象。对于欧诺法而言，致力于诚信及最高标准的道德行为是树立公司形象的基石。

Integrity strengthens all of our relationships -- with shareholders, employees, customers, suppliers, communities and government. A reputation for integrity is a valuable but fragile business asset. It is built over many years with a consistent commitment to doing the right thing -- but can be damaged by a single thoughtless act of one individual. Every employee has an obligation to meet our integrity commitment every day.
诚信能巩固我们与股东、员工、客户、供应商、社区及政府的关系。诚信的声誉是一笔商业资产，宝贵却脆弱，需要通过多年持续地致力于正确的经营方能树立，但一个人的一次无心之举就可以将之毁于一旦。每位员工都有义务在每日工作中遵守我们的诚信承诺。

These Policies provide guidance on legal and ethical matters to assist you in meeting our integrity commitment. It is the responsibility of each of us to know and understand these Policies and also to take action if you have reason to believe there may be a violation.
这些准则提供了对守法、守德行为的指导，以帮助您遵守我们的诚信承诺。我们每个人都有责任了解并理解这些准则，并在您认为可能出现违规行为时采取行动。

At OMNOVA we care not just about results but how those results are achieved. In the end integrity comes down to personal responsibility. Thank you for your commitment to building a stronger OMNOVA through integrity.
在欧诺法，我们关心的不仅是成果，更是取得这些成果的过程。总而言之，诚信建立于个人责任感之上。感谢您致力于以您的诚信行为建立一个更为强大的欧诺法。

A handwritten signature in black ink that reads "Anne P. Noonan". The signature is written in a cursive style and is positioned above a horizontal line.

Anne Noonan
Chief Executive Officer

TABLE OF CONTENTS

内容

OMNOVA Core Values	1
欧诺法核心价值观	
Introduction to Business Conduct Policies	2
商业行为准则简介	
How to Apply These Policies	
如何应用本准则	
Who Must Follow These Policies	
本准则适用人员	
Your Responsibilities	
您的责任	
Penalties for Violation	
违规惩罚	
Reporting Violations	
违规报告	
Resolving Doubts	
疑问解答	
Policy Administration	7
准则管理	
Directives	8
指导文件	
Business Conduct Policies: <i>OMNOVA's Business Conduct Policies form the foundation upon which we operate as a Company.</i>	
商业行为准则: 《欧诺法商业行为准则》构筑了我们公司运营的基础	
Obey the Law	9
守法	
Fair Employment Practices	10
公平聘用	
Safety, Health and Environmental	12
安全、健康及环保	
Avoiding Conflicts of Interest.....	14
避免利益冲突	
Avoiding Improper Payments.....	16
避免不正当款项	
Honest Dealing in the Marketplace.....	18
市场诚信交易	
Complying with Fair Competition and Antitrust Laws	20
遵守公平竞争及反垄断法	
Keeping Complete and Accurate Business Records.....	22
保存完整和准确的业务记录	
Insider Trading and Tipping	24
内幕交易和泄密	
Protecting Intellectual Property and Confidential Information	26
保护知识产权和保密信息	
Complying with Import/Export Controls.....	28
遵守进出口控制规定	

Core Values for ONE OMNOVA

ONE OMNOVA 的核心价值观

As members of the global team at OMNOVA Solutions, we take pride in these Core Values that reflect who we are and how we operate. These shared principles form the foundation for ONE OMNOVA, a team working without boundaries, continuously striving to achieve excellence for our customers, employees, shareholders, suppliers and local communities.

作为 OMNOVA Solutions 全球团队的员工，我们为这些反映我们团队形象及运营方式的核心价值观感到自豪。这些共同理念构筑了 ONE OMNOVA 的基础。我们的团队将超越国界，不断致力于为客户、员工、股东、供应商及当地社区实现卓越。

Safety: Everyone goes home injury-free every day.

安全： 每人每天平安而归。

Integrity: We do the right thing for the right reason.

诚信： 我们是出于正确的原因做正确的事情。

Employees: We treat everyone with respect.

员工： 我们待人以敬。

Customer: We strive to delight our customers.

客户： 我们努力不懈以愉客户。

Performance: We keep our commitments.

业绩： 我们信守承诺。

Sustainability: We support local communities and the planet we call home.

可持续发展： 我们支持当地社区，维护地球——我们的家园。

Teamwork: We get important things done by working together.

团队合作： 我们精诚团结携手完成重要任务。

INTRODUCTION TO BUSINESS CONDUCT POLICIES

商业行为准则简介

This Introduction describes how to apply the Business Conduct Policies, who must follow the Policies, penalties for violations, and how to raise a concern or report a violation.

本简介说明了如何应用本商业行为准则、本准则的适用人员、违规惩罚及如何提醒或报告违规行为。

How to Apply These Policies

如何应用本准则

These Business Conduct Policies are intended to provide you guidance on important legal and ethical matters which you may encounter as you perform your job responsibilities and interact with your fellow employees and with customers, suppliers, government agencies, our communities and others.

本准则旨在针对您在履行工作职责及与同事、客户、供应商、政府机构、社区及他人交往时可能遇到的重要法律及道德问题向您提供指导。

In many cases, these Policies reflect laws and regulations with which OMNOVA is obligated to comply. In other cases, the Policies reflect value judgments made by OMNOVA management and the desire to operate in a highly ethical manner.

在许多情况下，本准则反映了欧诺法必须遵守的法律法规。除此之外，本准则反映的是欧诺法管理层对价值的判断及按高道德水准经营的愿望。

Compliance with these Policies and applicable laws **is not a choice** – it is a requirement of employment. Whenever you are in doubt as to whether some action is in compliance –**Don't Act – Ask**. The Corporate Law Department; Safety, Health and Environmental Department; Accounting Department; Human Resources Department and other resources are available to answer questions and provide guidance. Check the Law Department Intranet for more guidance on who to call for help.

在**遵守**本准则和适用法律的问题上**毫无选择余地**——这是聘用的基本要求。每当您不确定某些行为是否合规时**立即停止该行为并询问相关人员**。公司法务部、安全、健康及环保部、会计部、人力资源部及其他部门都可为您释疑并提供指导。请查阅法务部局域网以获得更多有关如何取得帮助的指导。

Who Must Follow These Policies

本准则适用人员

These Policies apply to all OMNOVA employees around the world, and to members of the OMNOVA Board of Directors while they are acting in their capacity as Board members.

本准则适用于欧诺法全球范围内的员工以及所有以其董事会成员身份行事时的欧诺法董事会成员。

These Policies apply to all segments and divisions of OMNOVA and all affiliated companies over which OMNOVA exercises management control. In circumstances where OMNOVA does not exercise management control, these Policies should serve as guidelines for defining OMNOVA's expectations regarding acceptable conduct.

本准则适用于欧诺法的所有部门和分支以及所有由欧诺法管理控制的附属公司。在不由欧诺法管理控制的情况下，本准则应作为定义欧诺法对可接受行为的期望的指导。

Some of these Policies apply to consultants, agents, sales representatives and contract workers when they have authority to act on behalf of OMNOVA. We must carefully select persons who will act on OMNOVA's behalf and engage only those persons who will act consistent with these Policies. Agents, consultants and representatives cannot do indirectly what OMNOVA's employees are prohibited from doing directly.

本准则中某些规定适用于有权代表欧诺法行事的顾问、代理人、销售代表及合同工。我们必须谨慎选择代表欧诺法的人员，并仅聘用一贯遵守本准则的人员。代理人、顾问及代表不得间接作出欧诺法员工被禁止直接作出的行为。

Your Responsibilities

您的责任

Know and live the Policies. By knowing, understanding, and following these Policies you will be protecting OMNOVA and yourself and contributing to OMNOVA's reputation for integrity.

了解并遵守本准则。通过您对本准则的了解、领会及遵守，您将在维护欧诺法和您自身声誉的同时提升欧诺法的诚信声誉。

Know the law and ask tough questions. You are expected to be familiar with the laws and regulations that apply to your specific job function and level of responsibility. If you are not sure whether there are laws or regulations which apply to an activity, ask before acting.

了解法律并就棘手事项提问。您应熟悉适用于您特定工作职能和职责的法律法规。如果您对某项行为是否适用法律法规存在疑问，请在行动前询问。

Don't ignore violations. If you think someone may be violating a law or Policy, you must report the potential violation. Don't assume that someone else will report the violation.

不要忽视违规行为。在您认为有人可能在违反法律或本准则，您必须报告该等潜在违规行为。不要认为另有他人会报告该等行为。

Help improve internal controls. We maintain a system of internal controls designed to detect and correct violations. If you see an opportunity to improve these controls, it is important to tell your manager.

帮助改善内部控制。我们设有探查并纠正违规行为的内控系统。如您认为该内控系统存在改进余地，请务必告知您的经理。

Compliance Training. All employees are required to successfully complete the Company's online compliance training program. You are required annually to complete specified compliance classes tailored to your job responsibilities.

合规培训。所有员工必须圆满完成公司的在线合规培训课程。您应每年完成与您的工作职责相符的特定合规课程。

Certification. Upon commencement and termination of employment as well as periodically during employment, OMNOVA requires employees to certify that they have read and understand the Policies, have complied with the Policies and have reported any Policy violations.

保证。欧诺法要求员工在雇用关系开始、结束及存续期间定期保证其已阅知、理解并遵守本准则，并报告任何违反本准则之行为。

Penalties for Violation

违规惩罚

Ultimately your conduct is your own responsibility. Employees who violate these Policies may be subject to disciplinary action up to and including termination of employment, and may also be personally subject to civil and criminal penalties (including imprisonment) if the law has been violated.

最终，您将对您的行为承担责任。违反本准则的员工可能受到包括解聘在内的惩罚，此外，如违反法律，个人还将受到民事及刑事处罚（包括入狱）。

Reporting Violations

违规报告

Protecting OMNOVA's reputation for integrity is every employee's responsibility. If you believe an OMNOVA employee or anyone else who is acting on OMNOVA's behalf is violating the law or these Policies, you should bring this information to the attention of your manager. If you don't want to discuss the matter with your manager, you should talk to any Human Resources manager or any OMNOVA lawyer.

每一名员工均有义务维护欧诺法的诚信声誉。如您认为某欧诺法员工或代表欧诺法的任何其他人违反法律或本准则，您应将此信息告知您的经理。如不便与经理讨论此事，请告知任何人力资源经理或欧诺法律师。

Alternatively, you may report Policy violations by calling the OMNOVA Solutions Business Conduct Phone Line, 400-120-9077. If you wish to remain anonymous, you may do so, but it is important that you provide sufficient information (who, what, when, where) so an effective investigation can be conducted.

此外，您还可以拨打欧诺法的公司商业行为热线 400-120-9077 报告违规行为。如您不愿透露姓名，我们尊重您的选择，但请务必提供足够的信息（违规人员、行为、时间、地点）以便我们展开有效调查。

Employees who have complaints or concerns regarding accounting, internal controls or auditing matters, or concerning any member of senior management, may communicate those concerns to the Audit Committee by directing the communication in writing to the Chairman of the Audit Committee at 25435 Harvard Road, Beachwood Ohio 44122-6201 USA. Confidential messages for the Chairman of the Audit committee may also be delivered through the Company's Business Conduct Phone Line, 400-120-9077.

对于会计，内控或审计事项或任何高级管理人员存在不满或疑问的员工可通过向审计委员会主席寄送书面信函(地址：25435 Harvard Road, Beachwood Ohio 44122-6201 USA) 与审计委员会交流该问题。同样可通过公司的商业行为专线 400-120-9077 向审计委员会主席提交保密信息。

OMNOVA requires employees to promptly report legal and ethical compliance concerns when they arise and to fully cooperate in any legal/ethical investigation. Retaliation for reporting, in good faith, legal/ethical concerns is prohibited.

欧诺法要求员工在认为发生违反法律及道德的行为时迅即上报，并全面配合任何法律/道德调查。禁止对善意报告法律/道德问题的人员进行打击报复。

Resolving Doubts

疑问解答

The Company has made an effort to include in these Policies guidance covering a broad range of important legal and ethical requirements. However, these Policies are not intended to be exhaustive. Simply because a situation is not specifically addressed by these Policies does not mean there are no legal or ethical concerns.

公司一直努力在本准则中纳入针对范围广泛的重要法律及道德要求的指导。然而，本准则并非毫无遗漏，没有提到某一情况并不表示该情况不存在法律或道德问题。

If you are not sure whether an action is consistent with OMNOVA's Business Conduct Policies, seek help from your manager and ask yourself whether you can answer "yes" to all of the following questions:

如果您不确定某项行为是否符合欧诺法商业行为准则，您可向您的经理寻求帮助，并自行确认是否可对下述所有问题作出肯定回答：

1. Is the action the right thing to do?
该行为是否正确？

2. **Would I be comfortable having this action reported in the local newspaper or on the evening news?**
如果我使该行为在本地报纸或晚间新闻中得到报道，我是否会处之泰然？
3. **Would I feel proud if the action was reported to my family? My coworkers? My manager?**
如果我的家人、同事和经理得知此事，我是否会感到自豪？
4. **Will my action protect OMNOVA's reputation for integrity?**
我的行为是否维护了欧诺法的诚信声誉？

POLICY ADMINISTRATION

准则管理

The Chief Executive Officer has exclusive authority to issue Company Policies. Any question regarding how these Policies should be interpreted or applied should be addressed to the Law Department.

首席执行官具有发布公司准则的独家权力。任何有关如何解释或应用本准则的问题应向法务部提出。

In most instances, these Policies must be strictly adhered to without exception. In a limited number of cases, an exception may be appropriate. Any employee who believes that an exception to any of these Policies is appropriate should contact his or her manager first. If the manager agrees that an exception is appropriate, the approval of the Law Department must then be obtained.

在大多数情况下，本准则必须得到严格遵守，一视同仁。但在少数情况下，例外也可适用。如有员工认为本准则中的某条有适用的例外，应首先联系其经理。如经理同意该例外适用，则再须获得法务部批准。

These Policies may be modified from time to time at OMNOVA's sole discretion. New Company Policies, as well as changes or amendments to these Policies, will be posted on the Company's intranet. Employees addressing a situation involving these Policies should check the Company intranet to obtain the most recent information.

欧诺法可自行酌情不时修改本准则。新的公司准则及对本准则作出的变更和修改将在公司局域网上公布。员工如果对涉及本准则的情况存在疑问，应查询公司局域网以获得最新信息。

The application and interpretation of these Policies are subject to the following: (1) certain of these Policies may go beyond applicable legal requirements and thus should not be considered an interpretation of the applicable legal requirement; (2) any intentionally wrongful act by an OMNOVA employee or agent is beyond the scope of such person's authority and is not an act by or on behalf of OMNOVA; (3) nothing in these Policies creates any employment right or contract and all employment is at-will terminable at any time with or without cause (unless otherwise required by law or agreed by written contract) and (4) no policy is intended to replace or supersede local work rules which may provide alternative procedures that are not contrary to the intent of these Policies.

本准则的应用及解释服从下述各项：(1)某些规定可能超越适用的法律要求，因而不得视作对适用法律要求的解释；(2) 欧诺法员工或代理人故意作出的任何不当行为已超出其授权权限，则该行为不视作欧诺法或代表欧诺法作出的行为；(3)本准则中的任何内容均不产生任何雇用权利或合同，不论有无理由，所有雇佣关系均可随时终止（法律另行规定或书面合同约定的除外）及(4) 本准则的任何一条均不用于代替或取代可能规定了与本准则的本意相符的内容的地方工作条例

DIRECTIVES

指导文件

In addition to OMNOVA's Business Conduct Policies, the Company has established Directives that address specific application of certain Policies and other important matters. Directives are issued and updated by corporate departments with the approval of senior management. These Directives are available on the Company's intranet.

除欧诺法商业行为准则外，公司就某些准则的特殊应用及其他重要事项制订了各类指导文件。指导文件在经高级管理层批准后由公司各部门发布并更新。该等指导文件可在公司局域网上查阅到。

As an employee of OMNOVA, you are required to become familiar with and adhere to Directives applicable to your job functions. If you have a question regarding a specific Directive, you should seek assistance from the relevant corporate department.

作为欧诺法员工，您应熟悉并遵守适用于您的工作职能的各类指导文件。如对某指导文件存在疑问，您应寻求相关公司部门的协助。

Directives are modified from time to time, so you should periodically check the Company's intranet to ensure that you have the most recent version.

指导文件将不时作出修改。您应定期查阅公司局域网以确保了解最新版本。

OBEDIENCE TO THE LAW

守法

It is OMNOVA's policy to comply with all applicable laws and regulations. Every employee is required to understand and comply with the laws and regulations that apply to his or her job responsibilities. Compliance is required both in letter and spirit.

遵守所有适用法律法规是欧诺法的公司准则。每一名员工应理解并遵守适用于其工作职责的法律法规。合规应当遵守文字要求及精神实质。

Compliance with the law is a minimum, absolutely essential condition for working at OMNOVA. No excuse justifies breaking the law. No one at any level of the Company has the authority to require or permit you to violate the law.

守法是在欧诺法工作必须做到的最低、绝对且必不可少的要求。不得以任何借口违反法律，公司任何级别的任何人员均无权要求或允许您作出违法行为。

DO 可为	DON'T 不可为
<ul style="list-style-type: none">• Take personal responsibility for performing your job in compliance with these Policies and all applicable laws and regulations. 按照本准则及所有于适用法律法规履行您的工作职责，对此承担个人责任。• Consult your manager or the Law Department if you have any doubts about whether an action is legal or violates these Policies. 如您对某行为是否合法或符合本准则存在任何疑问，请咨询您的经理或法务部。• Follow legal advice from the Law Department, particularly if there are conflicting legal requirements. 遵循法务部提出的法律建议，尤其是在与法律要求相冲突时。	<ul style="list-style-type: none">• Assume it's acceptable to follow instructions if to do so will violate the law or these Policies. 认为遵循指令办事没有问题，即便该指令违反法律及本准则。• Assume someone else will act to correct a problem -- <u>you</u> must take action if you believe the law is being violated. 认为另有他人将会纠正问题—在认为有违法行为时，<u>您</u>必须亲自采取行动。• Assume a practice is legal simply because it has been done before or by someone else. 仅因某种行为此前发生过，或由其他人做过而将其视为合法。

FAIR EMPLOYMENT PRACTICES

公平聘用

It is an OMNOVA core value to treat people with respect, dignity and fairness and to strive to provide a work environment in which all employees can reach their potential.

欧诺法核心价值观之一是以尊敬、尊重及公平的态度对待每一个人，并努力提供使每一名员工得以发挥其潜能的工作环境。

As part of its commitment to fair employment practices, OMNOVA's policy is to provide employment opportunities free of discrimination or harassment.

作为公平聘用行为承诺的一部分，欧诺法公司准则旨在提供不存在歧视或骚扰的工作机会。

Discrimination is treating a person more or less favorably with respect to his or her employment (including recruiting, hiring, training, salary and promotion) than you otherwise would because of his or her race, gender, color, religion, national origin, age, sexual orientation, disability, or other non-job-related personal characteristic.

歧视是指在聘用员工时（包括招聘、雇用、培训、薪酬及升职），因其种族、性别、肤色、宗教、国籍、祖籍、年龄、性取向、残疾或其他与工作无关的个人性格特点以优于或逊于他人的态度待之。

Harassment is any behavior related to a person's race, gender, color, religion, national origin, age, sexual orientation, disability or any other non-job-related personal characteristic that creates an intimidating, threatening, hostile or offensive work environment or unreasonably interferes with an employee's work performance.

骚扰是指针对某人的种族、性别、肤色、宗教、民族出身、年龄、性取向、残疾或其他与工作无关的个人性格特点，使其处于一个受胁迫、受威胁、受敌对或令其不快的工作环境中，或无理干扰其工作的行为。

Fair employment practices also means protecting the confidentiality of employee records. Access to employee records may only be given to authorized persons with a legitimate reason to have access.

公平聘用行为亦指对员工档案严格保密。仅因合法理由获得授权的人员方可查阅员工档案。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> • Take personal responsibility for assuring your conduct is free of any actions that constitute discrimination or harassment. 确保您的行为不构成歧视或骚扰，对此承担个人责任。 • Base personnel decisions in the workplace on merit and treat fellow employees with respect, dignity and fairness at all times. 在工作场合根据业绩作出人事决定，并始终以尊重、尊敬及公平的态度对待同事。 • Take action to address any situation where you or another employee has not been treated consistent with OMNOVA's commitment to fair employment practices. 如果您或其他员工收到的对待违背了欧诺法对公平聘用的承诺，采取行动上报该情况。 • Read OMNOVA's Fair Employment Practices Directive. 查阅欧诺法《公平聘用行为指导》。 	<ul style="list-style-type: none"> • Assume it is someone else's responsibility to take action if you believe there may be discrimination or harassment in violation of this Policy. 对于可能存在违反本准则的歧视或骚扰行为，认为采取行动是他人的责任。 • Tolerate offensive remarks, unwelcome sexual advances or verbal or physical conduct that creates a fearful or hostile work environment. 容忍冒犯性言论、不受欢迎的性要求，或造成不安或敌对工作环境的言行。 • Disclose confidential employee records except for a proper business reason. 在无正当商业理由的情况下泄露员工保密档案。

SAFETY, HEALTH AND ENVIRONMENTAL

安全、健康及环保

It is OMNOVA's policy to operate its facilities and conduct its business activities in a manner that protects the safety and health of its employees and preserves and protects the environment.

欧诺法旨在以保护员工安全和健康以及环境的方式运行设施并开展业务。

As part of its ongoing commitment to its employees, customers, shareholders and communities, OMNOVA will:

作为对其员工、客户、股东以及社区的一贯承诺之一，欧诺法将：

- **Comply with all applicable regulatory requirements and where appropriate implement programs and processes to achieve greater protection.**
遵守所有适用的监管要求，并在合理情况下实施项目及流程以达到更好的保护。
- **Provide a safe workplace for each of its employees and conduct its business in a manner which preserves and protects the environment.**
为每位员工提供安全的工作环境，以保护环境的方式开展业务。
- **Continually improve our safety, health, environmental and security practices to reduce injuries, provide secure work environments, avoid creation of waste and pollution, promote recycling and minimize adverse impacts on the environment.**
持续改善我们的安全、健康及环保行为以减少伤害、提供安全的工作环境、避免产生浪费、提倡回收利用并将对环境的不利影响降至最低。
- **Involve and hold accountable employees at all levels of the Company to design, implement and enforce safety, health, environmental and security programs to comply with this policy.**
动员并组织公司各级员工按照本准则策划、实施并执行安全、健康及环保项目。
- **Provide appropriate safety, health, environmental and security training, education and information.**
提供适当的安全、健康、环境和保安培训以及教育和信息。
- **Employ qualified safety, health and environmental professionals and continually strengthen their capabilities.**
聘用合格的安全、健康与环保人员，并要继续强化其能力。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> <li data-bbox="240 363 802 527"> <p>• Become familiar with OMNOVA's Safety, Health and Environmental practices and procedures. 熟悉欧诺法的安全、健康及环保行为和程序。</p> <li data-bbox="240 564 802 829"> <p>• Report to your manager all Safety, Health and Environmental incidents and any practice inconsistent with our Safety, Health and Environmental practices and procedures. 向您的经理报告所有安全、健康及环保事件和任何违背我们安全、健康及环保行为和程序的做法。</p> <li data-bbox="240 867 802 1031"> <p>• Make accurate reports, and correct any inaccurate information previously reported. 正确报告并纠正此前报告的任何不正确信息。</p> 	<ul style="list-style-type: none"> <li data-bbox="831 363 1382 527"> <p>• Assume safety, health and environmental issues are only the concerns of the experts. 认为关心安全、健康及环保问题是专业人员的事。</p> <li data-bbox="831 564 1382 728"> <p>• Tolerate any practices that fail to comply with our Safety, Health and Environmental Policy. 容忍任何违背我们的《安全、健康及环保准则》的行为。</p> <li data-bbox="831 867 1382 1031"> <p>• Tolerate any use of illegal drugs in the workplace or the abuse of alcohol or prescription drugs. 容忍任何在工作场所使用违禁药物、酗酒或滥用处方药物的行为。</p>

AVOIDING CONFLICTS OF INTEREST

避免利益冲突

OMNOVA's Policy requires employees to avoid conflicts of interest. A conflict of interest occurs whenever an individual's personal interests may conflict with the interests of the Company. Each employee has a duty of loyalty to the Company and a responsibility to make business decisions solely in the best interests of the Company.

欧诺法公司准则要求员工避免利益冲突。利益冲突是指员工个人利益与公司利益发生冲突的情况。每一名员工均对公司负有忠诚义务，并仅在公司利益最大化的前提下作出商业决策。

Examples of a conflict of interest are when an employee, a family member or a relative:

员工、其家庭成员或亲属存在以下情况时，视为存在利益冲突：

- has a financial or ownership interest in, or is a director, officer, employee or agent of, an organization that is a customer, supplier or competitor of the Company.
在公司客户、供应商或竞争对手的组织中拥有财务或所有者权益，或为该组织的董事、管理人员、员工或代理人。
- takes advantage of any business opportunity related to the business of the Company.
利用与公司业务相关的任何业务机会。
- has an outside business interest which diverts significant time or attention from responsibilities owed to OMNOVA.
存在耗费大量履行欧诺法工作职责所需的时间和精力的外部商业利益。
- takes or uses OMNOVA time, property or other resources for personal gain or advantage, or for the advantage of others outside the Company.
为个人利益或公司外部人员利益占用或使用欧诺法的时间、财产及其他资源。

There are many other circumstances in which an employee's duty of loyalty to the Company may be, or appear to be, in conflict with a personal interest. Sometimes a conflict can be resolved if it is fully disclosed. If you have any question about whether an activity or interest presents a conflict of interest, discuss the situation with your manager or the Law Department.

此外，在很多其他情况下，员工对于公司的忠诚义务也可能与、或表面上与个人利益相冲突。充分的披露可在某些情况下解决该等冲突。如您对某项行为或利益是否会造成利益冲突存在任何疑问，请咨询您的经理或法务部。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> <p>• Make full and accurate disclosure of any activity, investment, or relationship that could be a potential conflict.</p> <p>对任何可能成为潜在冲突的行为、投资或关系作出充分准确的披露。</p> <p>• Avoid any relationship, influence or activity that might impair your ability to make objective and fair business decisions solely in the best interest of the Company.</p> <p>避免任何可能损害您以公司的最佳利益出发作出客观公平商业决策能力的关系、影响或行为。</p> <p>• Remember that the appearance of a conflict can do as much damage as an actual conflict.</p> <p>牢记冲突表象可能带来与冲突实质同等的损害。</p> 	<ul style="list-style-type: none"> <p>• Become involved in any activity, investment, or other relationship that could create a conflict with your OMNOVA employment.</p> <p>涉及可能与您和欧诺法的雇用关系产生冲突的任何行为、投资或其他关系</p> <p>• Use your position with the Company for personal gain, including taking advantage of any business opportunity of the Company.</p> <p>利用您在公司的职位牟取个人利益，包括利用公司的任何业务机会。</p> <p>• Use, sell, borrow, loan or take any OMNOVA property for personal gain or any other purpose, except for legitimate OMNOVA business purposes.</p> <p>除出于欧诺法合法业务目的外，为个人利益或任何其他目的而使用、销售、借用、出借或占有欧诺法的财产。</p>

AVOIDING IMPROPER PAYMENTS

避免不正当款项

OMNOVA does business on the basis of price, quality and service. We expect our customers and suppliers to do business on the same basis. OMNOVA's Policies strictly prohibit making or receiving unlawful, improper or other questionable payments to or from customers, suppliers, governments or others. Such payments may constitute bribery, which violates these Policies and the law. Improper payments made through an agent or other third party are also a violation of this Policy and the law.

欧诺法基于价格、质量及服务开展业务，并希望我们的客户及供应商以同样的前提开展业务。欧诺法公司准则严令禁止向客户、供应商、政府及他人支付或收取非法、不正当或存在其他问题的款项。该等款项可构成贿赂并违反本准则及法律。通过代理人或其他第三方支付或收取的不正当款项同样违反本准则及法律。

This Policy and specific antibribery laws, including the United States Foreign Corrupt Practices Act, expressly prohibit providing government officials, employees and representatives with anything of value. Severe penalties, including imprisonment, attach to violations of these laws.

本准则及特定反贿赂法律，包括《联邦海外反腐败法案》明令禁止向政府官员、员工及代表提供任何有价物品的行为。违反该等法律将导致包括入狱在内的严惩。

This Policy and the law also prohibit any Company contribution to a political candidate or party. No Company funds, employee work-time or Company property or facilities may be used to support any political candidate or party.

此外，本准则及法律同样禁止公司向任何政党候选人或党派捐款。公司任何资金、员工工作时间、公司财产或设施均不可用于支持任何政党候选人或党派。

To strengthen business relationships (excluding government officials, employees or representatives), modest gifts can be offered and accepted if it is consistent with customary business practice, is unsolicited, is not in violation of law and is permitted by the other employer. However, cash should never be given or received and no gift should be accepted or given if it may be perceived as obligating the recipient or if it could be construed as a bribe, kickback or payoff.

为加强业务联系（与政府官员、员工或代表的业务联系除外），可提供并接受符合商业行为惯例的适当礼品，前提是该等行为是自发行为，且未触犯法律并经对方雇主许可。但严禁提供或收受现金，以及任何可视为造成收受方义务或可视为贿赂、回扣或报酬的礼品。

<p style="text-align: center;">DO</p> <p style="text-align: center;">可为</p>	<p style="text-align: center;">DON'T</p> <p style="text-align: center;">不可为</p>
<ul style="list-style-type: none"> • Seek legal advice if there is any question whether a payment may be improper. 在对款项的正当性存在疑问时寻求法律咨询。 • Ask questions and exercise caution before hiring a representative to arrange business for OMNOVA. 在聘用为欧诺法安排业务的代表之前提出疑问或警告。 • Discuss with your manager any gifts or proposed gifts (including entertainment) that you are not certain are appropriate. 在您不确定任何礼品（包括招待）是否恰当时咨询您的经理。 	<ul style="list-style-type: none"> • Give or promise anything of value to a government official, employee or representative. 向政府官员、员工或代表提供或承诺提供任何有价物品。 • • Accept or give gifts of cash or cash equivalents. 收受或提供现金或现金等价物作为礼品。 • Make any payment or contribution with Company funds or other resources to a political party or candidate. 以公司资金或其他资源向政党或候选人捐款。 • Accept or give any gifts that might be construed as a kickback, bribe or payoff. 收受或提供任何可视为回扣、贿赂或报酬的礼品。

HONEST DEALING IN THE MARKETPLACE

市场诚信交易

Customers, suppliers, government agencies and communities depend on the honesty and accuracy of OMNOVA's communications. In all your dealings on behalf of the Company, you have an obligation to communicate truthfully, free from any misleading or inaccurate information. This obligation includes promptly informing affected parties when there has been an error or a change has occurred.

客户、供应商、政府机构及社区均依赖于欧诺法信息的诚实性和准确性。在代表欧诺法进行的所有交易中，您有义务以诚信方式交流，避免任何误导性或错误的信息。此项职责包括在出现错误或变更的情况下迅即通知受影响方。

Honest dealing also means that advertising and product information must always be truthful. Using misleading or deceptive information is never justifiable – it is not only unethical, it may be illegal. All product information and recommendations, including specifications, performance attributes and physical properties, must be substantiated by objective evidence.

诚信交易同样意味着广告及产品信息必须始终保持真实。使用误导性或欺骗性的信息从来就不是正当行为—它不仅不道德，还可能不合法。所有产品信息及推荐包括规格、性能特点及物理性质都必须经客观证据证实。

Gathering information about our competitors is a legitimate and important business activity but only when done using proper means. You must never use, or ask any third party to use, unlawful or unethical means such as misrepresentation, deception, theft, or bribery to gather any such information.

收集竞争对手信息是合法且重要的商业行为，但仅限于采用正确的方式。您不得使用、或要求任何第三方使用诸如谎报、欺骗、偷窃或贿赂等非法或不道德方式收集的此类信息。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> • Communicate to customers, suppliers and others truthfully, free from any misleading or inaccurate information. 与客户、供应商及他人诚信交流，避免任何误导性或错误的信息。 • Make sure that all product information and specifications are backed up by objective scientific data. 确保所有产品信息及规格均有客观科学数据支持。 • Comply with the Company's Advertising Approval Policy prior to using or publishing any advertising or marketing materials. 在使用或出版任何广告或营销材料前遵循公司《广告批准准则》。 	<ul style="list-style-type: none"> • Make a claim about a Company or a competitor's product that has not been substantiated through objective product testing. 就未经客观产品测试证实的公司或竞争对手的产品发表言论。 • Unfairly disparage or spread rumors about competitors or their products. 对竞争对手或其产品作出不公的贬损或散布谣言。 • Ship any product which has or may have an inaccurate certificate of analysis or other inaccurate product information. 推出任何含有或可能含有错误分析证明或其他错误产品信息的产品。 • Accept business information about others if you have reason to believe it was gathered using unlawful or unethical means. 接受您有理由认为是通过非法或不道德方式收集的商业信息。

COMPLYING WITH FAIR COMPETITION AND ANTITRUST LAWS

遵守公平竞争及反垄断法

OMNOVA believes in competing fairly because we all benefit from fair, free and open markets. Many countries, including the United States, have enacted antitrust and fair competition laws to protect free enterprise and benefit customers and consumers. It is OMNOVA's policy that all employees strictly comply with all applicable antitrust and competition laws.

欧诺法相信公平竞争，因为大家都在公平、自由且开放的市场中获利。包括美国在内的许多国家均制订了反垄断及公平竞争法律，以保护自由企业并使客户及顾客获益。欧诺法准则规定所有员工应严格遵守所有适用的反垄断及公平竞争法律。

These laws generally prohibit competitors (and sometimes suppliers and customers) from having any agreement or understanding to jointly act or refrain from acting if the effect would "harm competition". Examples include:

该等法律基本上禁止竞争对手（某些情况下包括供应商和客户）以订立协议或共识的方式，就可能“不利于竞争”的情况共同作为或妨碍作为。示例如下：

- Any agreement or understanding between competitors regarding prices or matters affecting prices.
竞争对手间订立的有关价格或影响价格事件的任何协议或共识。
- Any agreement or understanding between competitors to "divide up" markets, products, territories, or customers.
竞争对手间订立的旨在“分割”市场、产品、地域或客户的任何协议或共识。
- "Bid-rigging" -- agreements or understandings not to bid or how to bid on any procurement.
“操纵竞标”——就不参与投标或如何投标达成之协议或共识。
- Any agreement or understanding that limits a customer's right to sell products, or conditions the sale of products on an agreement to buy other products.
任何限制客户销售产品的权利，或规定销售协议产品是为了购买其他产品之协议或共识。

Antitrust and fair competition laws are very complex and difficult to apply. In addition, violations of these laws carry severe criminal penalties often including imprisonment. Prior to engaging in any joint activity with a customer, supplier or competitor, legal advice is required.

反垄断及公平竞争法律相当复杂并难以实施。此外，触犯该等法律将导致通常包括入狱在内的刑事严惩。在与客户、供应商或竞争对手共同行动前须征询法律建议。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> • Compete in every lawful way to win every competitive advantage for OMNOVA. 以合法方式为欧诺法赢得各项竞争优势。 • Immediately leave any meetings where competitors, or others begin to talk about inappropriate or possibly illegal subjects and immediately report such activities to the Law Department. 在竞争对手或他人开始谈论不适当或可能违法的话题时立即离开任何会场并迅即向法务部门报告该等行为。 • Seek legal advice before undertaking any joint activity involving a competitor or potential competitor. 在与竞争对手或潜在竞争对手采取任何共同行动前征询法律建议。 • Read OMNOVA's Antitrust and Fair Competition Compliance Directive. 阅读欧诺法反垄断及公平竞争合规指导。 	<ul style="list-style-type: none"> • Have any discussions with competitors regarding prices or any matters affecting prices. 就价格或任何影响价格事项与竞争对手进行任何磋商。 • Have any discussions with competitors regarding "dividing up" markets, products, territories, or customers. 就“分割”市场、产品、地域或客户与竞争对手进行任何磋商。 • Meet or communicate with competitors except for legitimate business reasons. 因合法业务理由外的原因与竞争对手会晤或交流。

KEEPING COMPLETE AND ACCURATE BUSINESS RECORDS

保存完整和准确的业务记录

OMNOVA's Policies and the law require the Company to keep complete and accurate business records which fully and accurately reflect the Company's condition and transactions.

欧诺法准则和法律要求公司保存完全并准确地反映公司状况和交易的完整、准确的业务记录。

OMNOVA depends on its business records for many purposes including producing reports to management, shareholders, creditors, and government agencies. The creation of any records intended to mislead or conceal is prohibited and every employee has an obligation to promptly report and correct any known errors.

欧诺法保持业务记录有多种目的，其中之一是基于记录编制面向管理层、股东、债权人和政府机构的报告。严禁建立任何旨在误导或隐匿任何信息的记录，每位员工有义务迅速报告并纠正任何已知的错误。

Examples of violations of this Policy include:

违反准则的典型情况包括：

- **Making false claims on an expense report, time sheet or any other report**
针对开支报告、时间记录或任何其他报告提出虚假主张。
- **Creating false performance, quality, safety or environmental results**
编造虚假的绩效、质量、安全或环境成果。
- **Recording false sales or recording sales early**
编造虚假的销售额或提前记录销售额。
- **Understating or overstating liabilities or assets**
低报或夸大债务或资产。
- **Hiding the true nature of any transaction**
隐瞒任何交易的真实性质。

As part of these Policies, employees are required to follow the Company's record retention and disposal procedures to ensure that Company business records are maintained, stored, and, when appropriate, destroyed in accordance with the Company's needs and in compliance with environmental, tax, employment, trade and other legal and regulatory requirements.

作为本准则的一部分，公司要求员工遵守公司记录保存和处理程序，以确保按照公司的需要及环境、税收、雇用、交易及其他法律和监管的要求保留、保存及销毁（视情况而定）公司的业务记录。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> • Provide timely, accurate and complete information regarding transactions or events. 及时提供关于交易或事件的准确及完整的信息。 • Notify management immediately if you become aware of any error in OMNOVA's financial or other business records. 一旦获悉欧诺法的财务或其他业务记录中的任何错误，立即通知管理层。 • Maintain and destroy business records in compliance with OMNOVA's Information Management Directive. 按照欧诺法的《信息管理指引》保存和销毁业务记录。 • Comply with the OMNOVA Limits of Authority that apply to your job responsibilities. 遵守适用于您工作职责的《欧诺法权限》。 	<ul style="list-style-type: none"> • Intentionally delay recording any transactions or events into Company records. 故意拖延将任何交易或事件记入公司记录。 • Knowingly record incorrect, incomplete or misleading information about any transaction or event. 在明知的情况下记录关于任何交易或事件不正确、不完整或误导性的信息记录。 • Destroy any records that you have been notified are, or may become, the subject of litigation or other legal proceeding. 销毁您获悉的已经成为或可能成为诉讼或其他法律程序标的的任何记录。

INSIDER TRADING AND TIPPING

内幕交易和泄密

OMNOVA is committed to fair, open and honest markets for publicly traded securities. "Insider trading" and "stock tipping" undermine these principles and are illegal under the securities laws of most countries. OMNOVA's Policies require full compliance with these laws.

欧诺法倡导为证券公开交易创建一个公平、公开和诚信的市场。“内幕交易”和“股票泄密”违反了上述原则，且按多数国家的证券法律，均为非法行为。欧诺法准则要求完全遵守上述法律。

Insider trading means buying or selling stock or other securities of any company (including OMNOVA) while in possession of material non-public information about the company. Stock tipping means disclosing material non-public information about a company to a relative, friend or others -- to enable that person to profit from buying or selling stock of the company.

内幕交易是指在拥有关于公司的重大、非公开信息的情况下买进或卖出任何公司（包括欧诺法）的股票或其他证券。股票泄密是指向其亲属、朋友或他人披露公司的重大、非公开信息—以使该人从买进或卖出公司股票中获利。

Under the securities laws, you are prohibited from buying, selling or tipping (including savings plan transactions) while in possession of material non-public information. Generally, information is "non-public" if it is not generally available and "material" information is any information an investor might use in deciding to buy, sell or hold securities.

根据证券法，您在拥有重大、非公开信息时不得买进、卖出股票或透露信息（包括储蓄计划交易）。一般说来，如果某项信息不能通过一般渠道获得，则该项信息系“非公开信息”，“重大”信息系投资者可能认为对其买入、卖出或持有证券至关重要的任何信息。

Securities laws violations carry severe penalties, including imprisonment. If you question whether you may have material non-public information, seek legal assistance prior to engaging in any transaction.

违反证券法可招致严厉的惩罚，包括入狱。如果您对自己是否拥有重大、非公开信息存在疑问，则请在进行任何交易前寻求法律帮助。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> • Consider whether you are in possession of material non-public information about a company before trading in its securities or disclosing that information to someone who may trade. 在进行某公司的证券交易或向可能进行交易的他人披露信息前，考虑自己是否拥有该公司的重大、非公开信息。 • Seek legal advice from the Law Department if there is any question whether you possess material non-public information. 如果您对自己是否拥有重大、非公开信息存在任何疑问，请寻求法务部的法律建议。 	<ul style="list-style-type: none"> • Trade in OMNOVA stock, or the stock of another company, based on material non-public information. 基于重大、非公开的信息进行欧诺法 或其他公司的证券交易。 • Provide third parties with "tips" about OMNOVA's stock, or another company's stock, based on material non-public information. 基于重大、非公开的信息向第三方提供关于欧诺法或其他公司股票“小道消息”。

PROTECTING INTELLECTUAL PROPERTY AND CONFIDENTIAL INFORMATION

保护知识产权和保密信息

The ideas, concepts, inventions, strategies and other business related information which you develop and use are important and valuable "Intellectual Property" which belong to the Company. It is OMNOVA's policy to protect, maintain and defend its rights in all commercially significant intellectual property and to use those rights in responsible ways.

您开发和使用的想法、概念、发明、战略及其他业务相关的信息是公司所有的重要且宝贵的“知识产权”。欧诺法的准则是保护、维持并捍卫其在所有具有商业用途的知识产权中享有的权利，并以负责的方式使用上述权利。

In some cases, protecting our Intellectual Property means acquiring a patent, trademark or copyright. In other cases, we protect our Intellectual Property by maintaining strict confidentiality. All employees are obligated to protect OMNOVA's Intellectual Property from unauthorized disclosures or use. This responsibility continues even after you leave OMNOVA's employment.

在一些情况下，保护知识产权意味着获得专利、商标或著作权。在其他情况下，我们通过严格保密来保护我们的知识产权。所有员工均有义务保护欧诺法的知识产权，以防止未经授权的披露和使用。即使您从欧诺法离职后也应遵守该规定。

Just as you are obligated to protect OMNOVA's Intellectual Property, you must also respect the Intellectual Property rights of others. The law and these Policies prohibit unauthorized use or disclosure of the confidential information or other Intellectual Property owned by others. Any such disclosure or use may expose the Company and you to civil lawsuits, significant fines and criminal penalties.

正如您有义务保护欧诺法的知识产权一样，您也必须尊重其他人的知识产权。法律和本准则禁止未经授权使用或披露他人所有的保密信息或其他知识产权。任何上述披露或使用均可能使公司和您个人遭受民事诉讼、大额罚金及刑事处罚。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> <li data-bbox="240 363 737 520"> <p>• Store all confidential information in a secure location and obtain a written confidentiality agreement prior to disclosing or receiving confidential information from others.</p> <p>在安全的地点保存所有保密信息并在披露或接受他人的保密信息前签定书面保密协议。</p> <li data-bbox="240 680 792 890"> <p>• Determine whether OMNOVA should seek patent protection or registration rights prior to using any new invention or trademark.</p> <p>在使用任何新发明或商标前，确定欧诺法是否应该寻求专利保护或进行登记。</p> <li data-bbox="240 932 797 1110"> <p>• Promptly inform the Law Department of any suspected infringement of OMNOVA Intellectual Property.</p> <p>将任何可能侵犯欧诺法知识产权的行为迅速通报法务部。</p> <li data-bbox="240 1194 797 1409"> <p>• Comply with the guidelines for use of the OMNOVA trademarks and trade names contained in the OMNOVA Identity Manual.</p> <p>遵守欧诺法识别手册中包含的欧诺法商标和商号的使用指南。</p> 	<ul style="list-style-type: none"> <li data-bbox="831 363 1370 541"> <p>• Discuss confidential OMNOVA matters with outsiders or in public places, where others may overhear.</p> <p>在外人在场或在他人可能无意间听到的公共场所 讨论欧诺法的保密事项。</p> <li data-bbox="831 680 1386 858"> <p>• Use patents, trademarks, copyrights or confidential information owned by others without permission.</p> <p>未经许可使用他人的专利、商标、著作权或保密信息。</p> <li data-bbox="831 932 1386 1142"> <p>• Accept or use an outsider's suggestion for a new product, process, formulation, design or name, without legal advice.</p> <p>在未获得法律建议前接受或使用外人关于新产品、流程、配方、设计或名称的建议。</p> <li data-bbox="831 1194 1386 1446"> <p>• Implement or make a significant investment in new product or process programs without first obtaining a freedom to practice clearance from the Law Department.</p> <p>在获得法务部批准前实施或作出新产品或流程项目的重大投资。</p>

COMPLYING WITH IMPORT/EXPORT CONTROLS

遵守进出口控制规定

Most countries regulate international trade, such as imports and exports, for a variety of reasons, including industrial policy, national security and foreign policy. It is OMNOVA's policy to comply with all import/export laws and regulations.

由于一系列的原因，包括行业准则、国家安全和外交政策，多数国家对于跨国贸易，如进出口，实行管制。欧诺法的准则是遵守所有进出口方面的法律法规。

Import laws restrict what products can be imported, and require imported goods to be accurately described, classified and valued. Export laws may prohibit or require a license before products can be exported and may prohibit export to certain countries and persons. Other international trade laws require country of origin marking, and prohibit cooperating with international boycotts, among other things.

进口法律限制可进口的产品种类，并要求进口产品必须准确地描述、分类及估价。出口法律可能禁止产品出口或要求产品在出口前获得许可，且可能禁止向某些国家或人员出口。其他国际贸易法律要求标注原产国，并禁止参与国际性的抵制行为。

If you are involved with imports or exports, you have an obligation to understand and follow all applicable import/export laws and regulations. Violation of these laws can result in OMNOVA being denied import/export privileges as well as substantial fines and penalties.

如果您的工作涉及进出口，您就有义务了解并遵守所有适用的进出口法律法规。违反上述法律可以导致欧诺法丧失进出口权，并将被处以实质性的罚款和处罚。

To assure OMNOVA's compliance, all import/export transactions must be cleared in advance with the Director of Import/Export Compliance.

为确保欧诺法符合规定，所有进出口交易必须事先获得欧诺法进出口合规办公室的批准。

<p style="text-align: center;">DO 可为</p>	<p style="text-align: center;">DON'T 不可为</p>
<ul style="list-style-type: none"> • Obtain clearance from the Import/Export Compliance Director prior to importing or exporting any product. 在进出口任何产品前获得欧诺法进出口办公室的批准。 • Learn and understand the extent to which import/export controls apply to transactions conducted by your business, even outside the United States. 学习并了解进出口控制对您业务中的交易有多大的影响，即使是在美国之外。 • Read and understand the OMNOVA Solutions Import/Export Law Compliance Directive. 阅读并了解《欧诺法进出口法律遵守指导》 	<ul style="list-style-type: none"> • Make any arrangement to import or export any products (including samples) prior to obtaining clearance from the director of Import/Export Compliance. 在获得欧诺法进出口办公室的批准前作出任何产品（包括样品）进出口的安排。 • Assume that a product which has been reformulated or otherwise changed will not need to be reclassified for import/export purposes. 认为重新配制或以其他方式改变了的产品不再需要为进出口的目的进行重新分类。