

**NEO PERFORMANCE MATERIALS INC.**  
(the "Company")

**WHISTLEBLOWER REPORTING AND NON-RETALIATION POLICY**

**A. PURPOSE**

The Company Whistleblower Reporting and Non-Retaliation Policy (the "**Policy**") addresses the commitment of the Company and its subsidiaries (collectively, "**NEO**") to integrity and ethical behaviour by helping to foster and maintain an environment where employees and others can report concerns about wrongdoing or suspected wrongdoing without fear of retaliation, discrimination or harassment. The purpose of this Policy is to report Good Faith concerns regarding the business practices of the Company. All employees are responsible for reporting wrongdoings or suspected wrongdoings, using the procedures in this Policy. An act of Financial Wrongdoing and Non-Financial Wrongdoing is defined in Section G(ii) and G(iii) of this Policy.

**B. REPORTING BY EMPLOYEES OF WRONGDOING**

Any act of wrongdoing or suspected wrongdoing should be promptly reported in the following manner:

- (i) Employees are strongly encouraged to discuss any concerns first with their supervisors, managers or other senior management. Supervisors and managers are required to notify their supervisors if they receive a report of wrongdoing or suspected wrongdoing. Supervisors and managers will maintain confidentiality to the extent possible and treat the reporters with respect and escalate the reports in accordance with this Policy and procedures.
- (ii) Alternatively, employees may contact the Chair of the Audit Committee (at [cac@neomaterials.com](mailto:cac@neomaterials.com)), the Corporate Secretary (at [csadmin@neomaterials.com](mailto:csadmin@neomaterials.com)) or the NEO legal department (at [legal@neomaterials.com](mailto:legal@neomaterials.com)).
- (iii) Alternatively, NEO has established procedures by which employees may make a confidential report through a third party company, NAVEX Global®. Reports to NAVEX can also be made on an anonymous basis. Employees may call a toll-free phone line that is posted at each NEO location to make a report. The phone line is available 24 hours a day, seven days a week, 365 days a year.

Additionally, employees can make a report via the internet on the following secure website: **[www.neo.ethicspoint.com](http://www.neo.ethicspoint.com)**. Reports or claims of Financial Wrongdoing ("**Financial Reports**") are delivered to the Chair of the Audit Committee and the Corporate Secretary. All other reports of Non-Financial Wrongdoing ("**Non-Financial Reports**") are delivered to the Corporate Secretary and a designated member of the NEO legal department.

Failure to report wrongdoing may be considered a violation of this Policy, which could result in disciplinary action.

**C. REPORTING BY THIRD PARTIES OF WRONGDOING**

Persons other than employees may report their concerns regarding the business practices of the Company to NEO by: (i) contacting the Chair of the Audit Committee or the Corporate Secretary (for a Financial

Report); (ii) the Corporate Secretary or the NEO legal department (for a Non-Financial Report) or (ii) using the hotline and/or website as described in Section B(iii) of this Policy.

#### **D. INVESTIGATIONS**

Every Financial Report or Non-Financial Report received will be promptly and thoroughly investigated under the direction of the NEO Board of Directors (the "**Board**") or committee of the Board, and/or the Corporate Secretary and/or the NEO legal department, depending on the nature of the report. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the results of the investigation. Information disclosed during the course of the investigation will, to the extent practical and appropriate, remain confidential, except as may be reasonably necessary under the circumstances to facilitate the investigation, take remedial action, or comply with applicable law.

Internal resources (*e.g.*, members of the NEO human resources or legal departments) as well as external resources (*e.g.*, external legal counsel, accounting or consulting services, *etc.*) may be utilized to assist in the investigation as deemed appropriate. Employees must cooperate fully with all investigations and comply promptly, completely and truthfully with all requests for information. No employee shall interfere in an investigation or alter or destroy documents or records related to an internal or external investigation.

#### **E. BOARD REPORTING**

The Board will regularly receive information summarizing all reports and activity under this Policy.

#### **F. NO RETALIATION REGARDING REPORTS OF WRONGDOING**

NEO strictly prohibits and does not tolerate retaliation against an employee for:

- (i) any Financial Report or Non-Financial Report made in good faith;
- (ii) providing information or causing information to be provided, directly or indirectly, in an investigation conducted by NEO or any federal, state or local regulatory agency or authority;
- (iii) reports concerning the violation of any applicable law, rules or regulations, including those governing safety, health, discrimination and harassment; or
- (iv) participating in an investigation, hearing, court proceeding or other administrative inquiry in connection with a report of wrongdoing.

This Policy is intended to encourage the reporting of wrongdoing or suspected wrongdoing by NEO employees and presumes that employees will act in good faith and will not make false accusations. NEO will not punish reporters for reports that cannot be substantiated so long as the report was made in good faith. An employee who knowingly or recklessly makes statements or disclosures that are not in good faith will be subject to discipline, which may include termination of employment.

If you have been subject to any conduct that you believe constitutes retaliation for the reporting of Financial Wrongdoing or Non-Financial Wrongdoing under this Policy, or for having participated in any investigation relating to alleged wrongdoing, then please report the alleged retaliation to the Chair of the Audit Committee, the Corporate Secretary, or the NEO legal department for investigation. Your complaint should be as detailed as possible, including the names of the individuals involved and any witnesses. NEO will

promptly and thoroughly investigate the facts and circumstances of all alleged retaliation and will take prompt corrective action, if appropriate.

Any employee who retaliates or a supervisor or manager who supports, ignores or participates in retaliation against an employee who has reported wrongdoing in Good Faith is subject to discipline, including termination of employment.

## **G. DEFINITIONS**

For purposes of this Policy, the following terms shall have the meanings set forth below:

- (i) Good Faith. Good faith is evident when the report is made without ill intent or consideration of purely personal benefit and the employee has a reasonable basis to believe that the report is true; provided, however, a report does not have to be proven to be true to be made in good faith. Good faith is lacking when the disclosure is known to be malicious, reckless or false.
- (ii) Financial Wrongdoing. Examples of financial wrongdoing include, but are not limited to, fraud, including fraud relating to audit, accounting or internal control matters, any violation of securities law, violation of any rule or regulation of the Securities and Exchange Commission and any violation of federal law relating to fraud against stockholders.
- (iii) Non-Financial Wrongdoing. Examples of non-financial wrongdoing include, but are not limited to, violations of the NEO Code of Business Conduct and Ethics, NEO Anti-Corruption / Anti-Bribery Policy or other NEO policies, sexual and racial harassment, violations of state and federal employee safety and health laws and any other illegal activities.
- (iv) Adverse Employment Action. Examples of adverse employment action include, but are not limited to, demotion, suspension, termination, transfer to a lesser position, denial of promotions, denial of benefits, threats, harassment or denial of compensation as a result of the employee's report of wrongdoing, or any manner of discrimination against an employee in the terms and conditions of employment because of any other lawful act undertaken by the employee pursuant to this policy.

## **I. ACKNOWLEDGEMENT**

Employees shall certify in writing that they have read and intend to comply with the procedures set forth in this Policy. See Annex A.

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If you have any questions regarding this Policy, then please contact the NEO Legal Department by email at [legal@neomaterials.com](mailto:legal@neomaterials.com).

This Policy has been approved by, and may be amended from time to time, by the Board.

Effective Date: November 7, 2017

Amended: October 18, 2019

ANNEX A

**ACKNOWLEDGEMENT AND CERTIFICATION OF THE  
NEO PERFORMANCE MATERIALS**

**WHISTLEBLOWER REPORTING AND NON-RETALIATION POLICY**

I acknowledge and certify that I have:

- (i) read and understand the Neo Performance Materials Whistleblower Reporting and Non-Retaliation Policy and agree to abide by its provisions and;
- (ii) properly reported any known or suspected violations of the Neo Performance Materials Whistleblower Reporting and Non-Retaliation Policy.

Signature: \_\_\_\_\_

Name (Please Print): \_\_\_\_\_

NEO Location: \_\_\_\_\_

Date: \_\_\_\_\_