



**Our Products Make a Difference  
Our People Make it Happen**

**EaglePicher®**  
**Code of Conduct**  
**and Ethics**

**EAGLEPICHER**   
TECHNOLOGIES

# A Message from Leadership

At EaglePicher, we are committed to ethical decision-making and compliance with all applicable laws. Each of us is responsible for upholding these core values. The EaglePicher Code of Conduct sets forth the expectations of working at EaglePicher, its subsidiaries and affiliates.

The Code of Conduct is a guide that can help you in your decision-making process when confronted with ethical decisions and provide guidance in acting responsibly, ethically and lawfully. If you are ever in doubt about what you should do or not certain about EaglePicher's expectations, please contact your supervisor, human resources, or the legal and compliance department.

Thank you for taking personal responsibility to do the right thing.



**Rich Hunter**  
Chief Executive Officer



**Kurt Bruenning**  
President and  
Chief Financial Officer



**Chris Huntington**  
President Medical Power  
and Senior Vice President



**Jon Bagrosky**  
Senior Vice President,  
Defense



**Ron Nowlin**  
Senior Vice President,  
Aerospace and Military Aviation



**George Cintra**  
Chief Technology Officer



**Greg Miller**  
Vice President,  
Product Engineering



**Steve Carrington**  
Vice President, Business  
Development and  
Applications Engineering



**Nate Rynas**  
Vice President,  
Contracts and Supply Chain



**Willie Stone**  
Senior Director  
Quality



# Introduction

EaglePicher Technologies and all of its subsidiary companies ("EAGLEPICHER" or the "Company") are committed to conducting business in an ethical and legal manner throughout its worldwide operations. EAGLEPICHER directors, associates, agents and other representatives are expected to act in accordance with the highest ethical and legal standards in all aspects of their activities associated with EAGLEPICHER. EAGLEPICHER also expects its partners, suppliers, independent contractors and consultants with whom we do business to adopt and embrace similar values and standards. The term "associate" includes all officers, corporate and operating managers and employees of EAGLEPICHER.

This Code of Conduct and Ethics ("Code" or "Code of Conduct") applies to all of EAGLEPICHER's Board of Directors and associates and outlines the broad principles of ethical and legal conduct we embrace to guide our actions. These principles are not intended to be a complete list of ethical and legal issues a director or associate might face in the course of his or her business activities. It is intended that these principles be applied using common sense and good business judgment. The Code of Conduct should be read in conjunction with all EAGLEPICHER policies,

procedures, and other issued guidelines. As a general rule, in the event of a conflict between applicable EAGLEPICHER policies, procedures or other guidelines, the more restrictive rule will prevail.

These principles of conduct apply in all countries where EAGLEPICHER conducts business. Each associate is subject to the laws and regulations of the country where they work. EAGLEPICHER is multi-national business operation; therefore, U.S. laws, rules and regulations along with the laws, rules and regulations of the countries in which we operate may apply to conduct that occurs outside of those jurisdictions.

If there appears to be conflict between the Code of Conduct and applicable laws, or if you have any questions regarding the interpretation of applicable laws, you should contact the EAGLEPICHER Legal and Compliance Department. As a general rule, in the event of a conflict between applicable EAGLEPICHER policies and applicable laws, the more restrictive policy or law will prevail.



# Standards of Integrity, Fairness and Honesty

It is EAGLEPICHER's policy to conduct its business with the highest standards of **integrity** and in accordance with all applicable laws, rules and regulations. Associates are expected to deal **fairly and honestly** with each other as well as with our vendors, customers and other third parties. Any act of unethical business conduct, dishonesty, or disregard of the EAGLEPICHER Code of Conduct, policies, procedures, or issued guidelines, is a violation of the Code of Conduct and may result in disciplinary action, up to and including termination of employment.

## Integrity

We earn our reputation by the things we do every day. To have integrity we need to treat our beliefs about right and wrong as the ground rules for our everyday decision-making and how

we conduct ourselves. Our decisions and actions must be aligned with our ethical foundation and values – in other words we must “walk the talk.”

## Fairness and Honesty

Fairness provides the most fundamental foundation for a productive work environment. It means actions taken are just and proper and not based on personal benefit, discrimination or favoritism. Honesty has two components: communication and conduct. We expect truthfulness and candor in all communications.

Information must always be complete and accurate in order to be reliable. Honesty in conduct means there is no tolerance for stealing, cheating, fraud or other forms of deception.





## Non-Retaliation

EAGLEPICHER will not tolerate any reprisal or retaliation against any person who, in good faith, reports a known or suspected violation of any applicable law, rule or regulation or this Code of Conduct or any other policy, procedure or issued guideline of EAGLEPICHER. If you become aware of any reprisal or retaliation you should immediately notify the EAGLEPICHER Human Resources Department. You can also contact the EAGLEPICHER Legal and Compliance Department or report through one of mechanisms further detailed in the below section under **REPORTING/DISCLOSURES**.

EAGLEPICHER will take appropriate disciplinary action against any associate who retaliates,

directly or indirectly, against any person for reporting a known or suspected violation of any applicable law, rule or regulation or this Code of Conduct or any other policy, procedure or issued guideline of EAGLEPICHER, or assisting in any investigation of any such violation or suspected violation.

EAGLEPICHER is committed to investigating complaints alleging violation of this Code, of Company policies and procedures or applicable laws and regulations. No employee should fear retaliation for making a good faith complaint or participating in an investigation as directed by the Company, a third-party agent of the Company or state or federal authorities.

## Promoting a Safe and Productive Workplace

### Health and Safety

All employees are entitled to a healthy and safe work environment. Each of us is responsible for following all of the health and safety rules that apply to our jobs. We are all responsible for taking precautions to protect ourselves and our fellow employees from an accident, injury or unsafe condition. If you see or experience an accident, unsafe practice or condition, report it immediately to your supervisor, a member of the management team, the Vice President of Environment, Health and Safety or any member of the safety department so the situation can be appropriately remedied.

### Substance Abuse

EAGLEPICHER is committed to providing a healthy, drug-free environment for all associates. The manufacture, possession, or distribution, as well as being under the influence

of alcohol or illegal drugs in the workplace, is prohibited. Associates are expected to familiarize themselves with the more detailed requirements set forth in EAGLEPICHER's Drug and Alcohol policy.

### Violence and Weapons Prohibited

EAGLEPICHER strictly prohibits any threats or acts of violence or intimidation towards any associate, guest, subcontractor, consultant, vendor or customer as well as threats or damage to Company or personal property. Any such actions will be grounds for discipline up to and including immediate termination. Such actions can subject you and the Company to severe civil and criminal penalties. No weapons of any nature whatsoever shall be permitted on Company premises, including in parking lots, unless expressly permitted by applicable local law.

## **Environmental Stewardship**

EAGLEPICHER is committed to the protection of the environment by continually improving its environmental stewardship to benefit customers, suppliers, associates, and other stakeholders in our global communities. We must all be committed to safeguarding the environment in and around our plants and properties. It is EAGLEPICHER's policy to comply with all applicable environmental laws and to take all reasonable precautionary measures to reduce the potential for the release of harmful substances.

## **Anti-Harassment**

Every employee is entitled to be treated with respect. Harassment is destructive to a positive work environment and will not be tolerated. Harassment is any form of inappropriate conduct towards another person or group that creates an intimidating, hostile or offensive work environment. Examples of harassing behavior include unwelcome advances or requests for sexual favors, inappropriate or offensive comments, jokes, intimidation, or physical contact. Harassing behaviors are unacceptable and violate this Code of conduct. EaglePicher does not tolerate harassing behavior regardless of whether you are on Company premises or not or engaged in off-hours Company-sponsored functions, such as department holiday parties or business travel.

Employees are encouraged to help each other by speaking out when another individual's conduct makes them uncomfortable. Anyone who engages in harassment will be subject to disciplinary action up to and including immediate termination. If an associate believes that he/she is being harassed, the associate may report such concerns to his/her immediate supervisor, any member of the senior management team, a member of the

EAGLEPICHER legal and compliance department or the EAGLEPICHER human resources department.

EAGLEPICHER is committed to investigating reports of harassment. Associates should be aware that EAGLEPICHER will endeavor to maintain appropriate levels of confidentiality in conducting any investigation, but the nature of a thorough investigation may require that sensitive information be discussed and as such, the Company cannot promise complete confidentiality.

Employees who make false reports may be subject to disciplinary action, up to and including immediate termination.

## **Non-Discrimination**

Our policy is to recruit, hire and promote and make employment decisions on the basis of skills and performance without regard to race, color, religion, ethnic or national origin, gender (including gender identity and expression), sexual orientation, age, disability or veteran status. EAGLEPICHER expects all associates to support these policies and to treat fellow employees with respect and consideration.

## **No Human Trafficking, Forced or Compulsory Labor, or Child Labor**

EAGLEPICHER stands firmly against human trafficking and forced or compulsory labor. EAGLEPICHER complies with all child labor laws and supports the elimination of unlawful child labor and exploitation. EAGLEPICHER and each of its subsidiaries and suppliers shall not tolerate or use child labor in any stage of its business activities and strictly prohibits the use of any forced labor or involuntary prison labor during any stage of production. The most senior leader in each of EaglePicher's subsidiaries shall be responsible for ensuring compliance with these provisions in its operations as well as its supplier relationships.



# Business Relationships

## Gifts and Entertainment

EAGLEPICHER's Policy on Gifts and Entertainment applies to anything given or received as a result of a business relationship for which the person receiving the gift or entertainment does not pay fair market value. This includes such things as trips, lodging, goods, services or entertainment. The Company policy on gifts and entertainment applies at all times, including at holiday or traditional gift-giving seasons. Business gifts are courtesies intended to build relationships – good will – among business partners. In many areas in which we do business they play an important role in business relationships. Under no circumstance should any gift compromise, or appear to compromise, an associate's or a director's ability to make business decisions in the best interest of EAGLEPICHER. Accordingly, we require moderation and discretion in the use and acceptance of gifts, entertainment and other gratuitous courtesies. These should be offered and accepted only where appropriate and reasonable – typically valued under \$25 and considered de minimis. They should never be offered or accepted when there is the appearance of impropriety or where prohibited by law, rule or regulation.

Customers and suppliers must comply must comply with their internal company policies relating to gift giving and receiving.

EAGLEPICHER we maintain accounting records and supporting

documentation reflecting gifts and entertainment that do not meet the de minimis expectation.

EAGLEPICHER's Global Anti-Corruption Policy provides further details on what is allowed and prohibited for giving and receiving business courtesies.

## Conflicts of Interest

Directors and associates are expected to make business decisions and take actions based upon the best interests of EAGLEPICHER, not based upon personal relationships or benefits. Conflicts of interest, and the appearance of conflicts of interest, will damage your reputation as well as the reputation of EAGLEPICHER.

A conflict of interest is any activity, investment, interest, association or relationship (including relationships with family members, relatives, friends and social acquaintances) which conflicts with the independent exercise of judgment in connection with your duties and/or employment with EAGLEPICHER. A conflict of interest occurs when your personal interests interfere in any way, or appear to interfere, with your professional



responsibilities or the best interests of EAGLEPICHER. Each EAGLEPICHER director and associate is expected to perform his or her duties in good faith and in a responsible, loyal manner, and not engage in any activity that is, or appears to be, a conflict of interest.

A conflict of interest may arise in many situations. Although it is not possible to identify all situations which could involve a conflict of interest, good business judgment should be sufficient to evaluate most situations. ***In the event you are unsure whether or not a particular situation creates a conflict or potential conflict of interest, you are encouraged to seek guidance from your supervisor, the EAGLEPICHER legal and compliance department or the EAGLEPICHER human resources department.***

Some common situations which involve potential or actual conflicts of interest include, but are not limited to:

- Working for a competitor, customer, or supplier
- Owning a “side business” which competes with, sells to, or buys from EAGLEPICHER
- Directing business to a supplier in which a family member or someone close to you has an ownership or employment interest
- Having financial investments in competitors, suppliers or customers other than nominal investments in public companies
- Having a family or intimate relationship between a supervisor and a subordinate

You must promptly disclose all potential conflicts of interest to EAGLEPICHER’s legal and compliance department or EAGLEPICHER’s human resources department.

## Compliance with Laws and Regulations

EAGLEPICHER, a multi-national business operation, is subject to the laws, rules and regulations of the countries in which we operate. EAGLEPICHER requires its associates to comply with both the letter and spirit of all applicable laws, rules and regulations wherever EAGLEPICHER business is conducted. Any violations or potential violations of any law, rule or regulation must be immediately reported to the EAGLEPICHER legal and compliance department or the EAGLEPICHER human resources department, in addition to your immediate supervisor. If you are contacted by law enforcement or a government agency about actual or suspected illegal conduct of any kind, immediately report such contact to the EAGLEPICHER legal and compliance department and EAGLEPICHER human resources department.

The following are several specific legal areas which affect EAGLEPICHER associates and operations:

### **Antitrust and Competition Laws**

Antitrust and competition laws regulate EAGLEPICHER’s relationships with its vendors, customers and competitors. While these laws are complex and broad, generally, they prohibit agreements, arrangements and activities which may have the effect of reducing competition or restricting free trade. EAGLEPICHER is committed to promoting free and competitive markets. Entering into any agreement or arrangement, or engaging in any activity, with vendors, customers and/or competitors, which may illegally lessen competition is strictly prohibited. In addition, to avoid the appearance of improper conduct, contact with our competitors and their associates





except in those few limited circumstances where contacts are necessary and for lawful purposes, are prohibited. Associates are expected to contact the EAGLEPICHER legal and compliance department if there is any question or concern prior to engaging in any meetings involving competitors or any other related activity or practice.

EAGLEPICHER's Competition Policy provides further details regarding anti-trust and competition compliance.

### **Import and Export Control Laws**

All countries have laws regulating the import and export of goods. There are both broad-based and country-specific procedures for reporting of international transactions. Import and export regulations can be the subject of national security concerns, raising revenue through duties, and for other trade purposes. Export controls include data transfers or sales of product to certain foreign nationals, sanctioned persons, or entities, even if in the country. Company policy prohibits all sales to certain countries subject to embargoes. If you have export responsibilities, you should know these countries.

There are severe penalties or sanctions for failing to comply with import and export laws and regulations. These penalties or sanctions can include monetary fines, restricting or eliminating the privilege of importing or exporting, and restricting or eliminating the

possibility of selling to the government. The penalties and sanctions are made more severe if there is a lack of awareness of the regulations or if there are intentional violations of the regulations. Accordingly, all employees whose job affects or involves imports and exports must seek training in order to understand and comply with these regulations. Sales, purchasing and shipping are jobs that obviously might be involved with imports and exports. EAGLEPICHER's Conflict Minerals policy should also be referenced to ensure compliance with such requirements.

Questions related to compliance should be directed to your local export or import administrator or to EAGLEPICHER's legal and compliance department.

### **Trading in Securities with Material, Nonpublic Information**

The securities laws generally make it unlawful, both civilly and criminally, for any person to buy, sell or trade securities of a publicly traded company while in possession of material, nonpublic information regarding such company, or to disclose such information to others who buy, sell or trade such securities. In general, a security is any investment interest, such as an investment contract, a bond, stock or option, which is publicly traded such as on a stock exchange. No director, officer or employee of the Company, or their agent or advisor, may buy

or sell securities of a publicly traded company based on material, non-public information of any customers or suppliers obtained in connection with employment with or affiliation with EAGLEPICHER.

### **Corrupt Practices/ Bribery**

The laws of the United States and many countries where EAGLEPICHER engages in business activity prohibit companies, and their associates and agents, from offering, promising or authorizing payment of any money or anything of value to any person in order to gain an improper business advantage. This extends to customers, suppliers and other business partners and to government officials, political parties or officials of political parties or candidates for political office.

For example, the Foreign Corrupt Practices Act in the United States prohibits the paying or offering to pay money, or the giving of anything of value to any official of a foreign government for the purpose of obtaining or retaining business, improperly influencing decisions, or securing an improper business advantage. More comprehensive is the UK Bribery Act which prohibits the offering or paying of money, or

the giving of anything of value to any person (not just to government officials) if such payment is intended to cause any

person in a position of trust or responsibility to act improperly.

Facilitation payments are prohibited unless pre-authorized in writing by the Chief Executive Officer of EAGLEPICHER.

EAGLEPICHER requires full compliance with all anti-corruption laws. Bribes, kickbacks or any other form of improper payment to any individual or person for the purpose of obtaining business or business concessions are strictly prohibited. Accordingly, except as expressly permitted by Company policy, directors and associates are prohibited from giving or offering any benefits of any kind, whether of money, services, property or any other item of value, to any associate, officer, agent or representative of any private or public organization, or to or from any other person with whom EAGLEPICHER has a current or potential business relationship. Directors and associates are also prohibited from accepting such benefits from any person with whom EAGLEPICHER has a current or potential business relationship, except as expressly permitted by Company policy.

EAGLEPICHER has adopted Anti-Corruption and Engagement of Third Party Agents and Other Representatives, and Gift and Entertainment Policies which all directors and associates must observe.

If you have any questions or concerns regarding compliance with anti-corruption laws you should contact the





EAGLEPICHER Legal and Compliance Department. EAGLEPICHER's Global Anti-Corruption Policy provides further details on anti-bribery and corruption compliance.

If you become aware of any anti-corruption violation or potential violation of these policies or the anti-corruption laws, you should immediately notify the EAGLEPICHER Legal Department. If you wish to report a suspected violation anonymously you may do so through one of mechanisms further detailed in the below section under **REPORTING/DISCLOSURES**.

### **Political Contributions**

Generally, the laws of the countries in which we operate prohibit corporations from making contributions or expenditures in connection with any election for political office. These laws also prohibit corporations from financially supporting political candidates. Political

contributions include direct or indirect payments, advances, gifts of goods or services, subscriptions, memberships, purchase of tickets for fundraisers and purchase of advertising space.

Directors and associates may make personal political contributions to any organization or candidate for political office so long as the director or associate does not represent that such contribution is from EAGLEPICHER. Any personal political contributions shall be the sole responsibility of the director or associate, and EAGLEPICHER will not assume or accept any responsibility for such contributions.

EAGLEPICHER's assets, properties or services, including EAGLEPICHER's letterhead and stationery, will not be used to facilitate personal political contributions.

## **Financial Reporting Integrity and Company Assets**

### **Accounting Records and Controls**

Accurate and complete business records are essential to the management of the Company and to maintaining and safeguarding investor confidence. Accurate and complete business records also are necessary in order for EAGLEPICHER to fulfill its legal obligations to provide complete, fair, timely, accurate and understandable financial and other disclosure to shareholders, the public and governmental agencies. All of EAGLEPICHER's books, records and accounts must completely, accurately and fairly reflect EAGLEPICHER's assets, liabilities and transactions.

EAGLEPICHER's associates have the responsibility to ensure that all books, records, and accounts under his/her control are complete, properly supported, auditable and

accurately reflect EAGLEPICHER's transactions, both internally and externally. All vouchers, bills, invoices and other business records (including personnel time cards, and travel and entertainment expense reports) shall be prepared with care, accuracy and complete candor. False or misleading entries in any accounting or other business records for any reason whatsoever are prohibited. No undisclosed or unrecorded funds or assets shall be permitted for any reason whatsoever. No payment shall be made with the intent or understanding that such payment or any part of it is to be used for purposes other than those described in the supporting documents. Associates are required to cooperate fully and candidly with both internal and external auditors. Making false statements or otherwise misleading internal or external auditors,

EAGLEPICHER's counsel or advisors, or any private or public regulatory agency is strictly prohibited.

### **Intellectual Property – Confidential Information**

All EAGLEPICHER information (whether written, unwritten, in computer-generated form or on computer tape or disks, or contained in or on any other media) is the property of EAGLEPICHER. Information that is not in the public domain is considered confidential or proprietary. This information is a valuable asset to EAGLEPICHER and must be protected from loss, misappropriation and unauthorized disclosure or use. No director or associate shall make any unauthorized disclosure or use of any EAGLEPICHER confidential or proprietary information. When documents containing EAGLEPICHER's confidential or proprietary information are no longer required, they will be destroyed in accordance with EAGLEPICHER's Record Retention Policy.

It is sometimes necessary to disclose EAGLEPICHER's Confidential Information to potential suppliers, consultants or other third parties in order for them to provide services or products to EAGLEPICHER. Before any such disclosure of EAGLEPICHER's Confidential Information, the third party must sign a Confidentiality and Non-Disclosure Agreement in accordance with EAGLEPICHER's Non-Disclosure Agreement policy. Please contact a member of the legal department prior to disclosing any EAGLEPICHER Confidential Information.

Examples of possible EAGLEPICHER's confidential and/or proprietary information include, but are not limited to: operating results and other financial information which EAGLEPICHER has not publicly disclosed; Board room deliberations and discussions, strategic

plans; operating plans and budgets; product development, marketing plans and strategies; information relating to EAGLEPICHER's partners, customers, vendors, distributors or agents; methods and procedures of doing business; pricing schedules; contract terms and conditions; know how, ideas and inventions, technical information and product formulations, specifications and processes; and personnel records.


### **Intellectual Property of Others**

We also have a responsibility to not misappropriate the proprietary rights of others. For example, employees must not use or disclose any confidential information of any of their former employers or others in connection with their work for EAGLEPICHER unless authorized by the owner of the confidential information. Copyrighted materials, including books, articles, computer software programs, video and video tapes, should not be plagiarized or improperly copied.

### **Use of EAGLEPICHER's Assets**

EAGLEPICHER's assets and resources are intended for EAGLEPICHER's business use. All directors and associates are responsible for safeguarding the assets (tangible and intangible) and resources of EAGLEPICHER that are under their supervision and control. Assets include cash, confidential and/or proprietary information, company image, goods, inventory, equipment, computers, telecommunications equipment and services, supplies, and the services of EAGLEPICHER's directors and associates. These assets and resources are to be used solely for legal and proper purposes. The use of EAGLEPICHER's assets for improper, illegal or nonEAGLEPICHER purposes, including the use by any associate for his or her personal benefit not expressly permitted by Company policy is prohibited. The contributions an associate makes to the development and use of EAGLEPICHER products, equipment, marketing





and sales research, materials and services while employed by EAGLEPICHER become EAGLEPICHER's property, subject to local law. These contributions remain EAGLEPICHER property if and when the associate's employment with EAGLEPICHER terminates.

### **Electronic Communications**

EAGLEPICHER's electronic assets, including computers, telephones, cell phones, fax machines and copy machines, are meant to be used for company business. The information stored, transmitted or processed on these assets also belongs to EAGLEPICHER. You should never view, store, send or download pornographic, sexually explicit images or messages; materials that promote violence, hatred or terrorism; or any other message that could be viewed as offensive or harassment. If obscene material is found on any Company electronic asset or on premises, disciplinary

action will be taken and local authorities may be notified. Associates acknowledge that the results of their use of EAGLEPICHER's computer, telephone, internet, Company provided cell phones and electronic mail is the property of EAGLEPICHER and as such, employees should not have an expectation of privacy with respect to the use of these Company provided systems and tools unless the private use is expressly permitted by Company policy and subject to local law. EAGLEPICHER complies in all material respects with the terms of the EU-US Privacy Shield requirements regarding private information of associates.

## **Reporting/Disclosures**

Any director or associate who reasonably believes or suspects that the Company or any director or associate has or is engaging in improper or illegal activities, fraud or activities which appear to be inconsistent with or in violation of this Code of Conduct or any other policy, procedure or issued guideline of EAGLEPICHER, is responsible for reporting such conduct or activities to his/her supervisor, EAGLEPICHER Human Resources Department or the EAGLEPICHER Director, Legal & Compliance. If you are in doubt regarding any conduct or activities, you are urged to raise your concern

with any of the persons mentioned above. This allows us the opportunity to investigate and address potential problems since non-compliance can result in serious consequences to EAGLEPICHER, its directors, associates, customers and other stakeholders. Alternatively, you may report such activities anonymously by:

- Dialing **1-844-957-2597** toll-free in the United States, Guam, Puerto Rico or Canada

- Visiting the website **[compliancehotline.eaglepicher.ethicspoint.com](https://compliancehotline.eaglepicher.ethicspoint.com)**
- Using a mobile device's camera on this QR code



You are not required to leave your name. Anonymous reports will receive a full inquiry. EAGLEPICHER's Retention and Treatment of Complaints policy includes further details in this regard.

(This whistle-blowing system is not applicable in France. Ce système d'alerte n'est pas applicable en France.)

You may also communicate with the Board of EAGLEPICHER by directing your correspondence to their attention care of EAGLEPICHER, 120 South Central Avenue, Suite 200 St. Louis, MO 63105

It is important that you feel secure when reporting potential improper or illegal activities or conduct under this Code of Conduct. Confidentiality is a priority to EAGLEPICHER whether the activities are reported to EAGLEPICHER associates or via one of the anonymous mechanisms mentioned above. EAGLEPICHER will make every effort to keep the reporting associate's identity confidential.

## Disciplinary Action and Violation of Law

Violations of EAGLEPICHER Code of Conduct or any other policy, procedure or issued guideline of EAGLEPICHER or with the laws, rules and regulations applicable to EAGLEPICHER's business, could subject an associate to corrective disciplinary action up

to and including termination of employment. In addition, violations of the laws, rules and regulations applicable to EAGLEPICHER could subject a director or an associate to individual civil or criminal prosecution, with accompanying potential damages, fines and imprisonment.

For U.S. employees, no policy is intended to create a contract of employment between the employee and EaglePicher Technologies, LLC, its subsidiaries, and affiliates ("EaglePicher"), and it is subject to modification or discontinuation at any time at the sole discretion of the company.

EaglePicher complies with all applicable state and local requirements regarding the topics of this policy.