



Anti-Bribery Policy

Version 1.0

01 October 2024

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Introduction and Applicability of Policy

Kraton Corporation has adopted a Code of Conduct and Business Ethics (the “Code”) applicable to all employees, officers and directors of Kraton Corporation and its affiliates and subsidiaries (“Kraton” or the “Company”), as well as to certain third parties conducting business on Kraton’s behalf, including distributors, sales representatives, agents, consultants and other third parties. The Code provides guidance to enable us to make ethical decisions and do what’s right for our culture and our community. Designed around our vision and core values, the Code is our ethical compass that helps us in our decision making to reach the best legal, compliant and respectful outcome.

This Anti-Bribery Policy (this “Policy”) is a formal compliance policy issued in support of the Code, and applies to all persons and entities covered by the Code, and to all business activity conducted by or on behalf of Kraton globally. Kraton also expects third parties with which we conduct business to comply with the corresponding provisions of their own codes of conduct, and to support Kraton in our compliance efforts. Kraton requires all third-party distributors, agents and marketing representatives to comply with this Policy, and to certify their compliance with the Code and this Policy annually.

Persons who violate this Policy are subject to disciplinary action in accordance with the Code and applicable laws, and may be subject to civil and criminal penalties, imprisonment and other enforcement remedies. Kraton reserves the right to share information regarding any violations of this Policy with enforcement authorities.

Statement of Policy

Consistent with our core value of **Integrity**, this Policy requires that all directors, officers, employees and third parties performing services on behalf of Kraton comply fully at all times with all laws, rules and regulations governing anti-corruption, without exception. We offer the following guidelines to support your compliance with this Policy.

Laws in every country in which Kraton operates prohibit both giving or receiving of anything of value in order to influence business decisions, and making a payment to any third party where there is **a reason to believe** that all or a portion of that payment will be used to influence a business decision in an unlawful manner. Any such payments, commonly known as bribes, are referred to in this Policy as an “improper payment” or “improper payments.”

International anticorruption laws are vigorously policed and enforced. Failure to comply can result in significant civil and criminal sanctions, both for Kraton and for the individuals responsible for the improper conduct. Corporate penalties include fines, a ban on future government business, and withdrawal of export licenses. Sanctions for individuals that violate anticorruption laws include fines and imprisonment.

For additional guidance regarding actions or behaviors that could be indicators of anti-corruption law violations, see the list of potential “Red Flags” attached as Annex A to this Policy.

Do Not Make or Accept Improper Payments

Anti-bribery laws exist in every country in which Kraton has operations. These laws make it an offense:

- to give, offer, pay, or authorize the giving, offering, or payment of, or to solicit or receive:

- anything of value,
- directly or indirectly,
- to a public or government official, or an officer, director, employee, or agent of an actual or potential business counterparty, or from an officer, director, employee, or agent of an actual or potential business counterparty,
- to obtain or retain business, or
- to gain an improper or undue business advantage

It is never appropriate to offer anything of value to an individual to secure a business or other advantage for Kraton. Likewise, it is never appropriate to accept personally anything of value in exchange for giving a business or other advantage to a party doing business with Kraton.

Maintain Accurate Books and Records

Most countries make it an offense to fail to record properly all business transactions, including payments to or for the benefit of public officials, or any other payments.

- Kraton is required by law to keep books and records that accurately and fairly reflect all commercial and other transactions, and the acquisition or disposition of its assets. This includes all forms and vouchers required for processing payments and the classification of payments by accounting code.
- All payments to or for the benefit of public officials or business counterparties, or from a business counterparty, whether made directly or through a third-party representative, must be accurately recorded.
- Any attempt to conceal such a payment will constitute an offense under record keeping provisions of many anti-bribery laws, regardless of whether the underlying transaction was legitimate.

An Offer or Solicitation of an Improper Payment is Enough to Constitute a Violation

Even if the improper payment is refused or never made, offering (or requesting) an improper payment is enough to constitute a violation of anti-corruption laws.

Anything of Value Can Be a Bribe

An improper payment can be anything that has value to the recipient, including small payments or low value gifts. For example, any of the following could be considered an improper payment, depending on the circumstances: a cash payment, tickets to a sporting event, a free vacation, reimbursement of travel costs, lavish entertainment, securing a job for a family member, or granting other personal favors to a third party.

What Constitutes an Improper Payment or Undue Business Advantage?

The most common form of improper payment is the exchange of something of value to induce or award a contract. However, an improper payment can also be used as an inducement to retain other undue business advantages, such as:

- the issuance of a product certification or registration,
- back dating a tax filing to avoid penalties,

- clearing customs more quickly,
- getting faster service,
- obtaining better-quality products at a reduced price, or
- any other advantage that distorts the exercise of a public official's or business party's or Kraton employee's discretion, in a manner that favors Kraton's business, or that favors the Kraton employee's or third party's personal interests over Kraton's business interests.

Indirect Payments

It is not possible to escape liability by using an agent or intermediary. The offering or giving of an improper payment directly or indirectly through a third party is considered a violation of anti-corruption laws by the party on whose behalf the improper payment is made, even if the person making a payment to the third party did not know that any part of the payment would be made or offered to a public official or business counterparty for an improper purpose. As long as the Kraton representative making the payment to the third party "should have known" of the improper purpose of the payment, the payment will be considered improper under applicable laws. A conscious disregard or "head in the sand" approach to payments to intermediaries provides no defense if it indirectly results in an improper payment.

"Facilitating" or "Expediting" Payments Not Allowed

A very small number of laws permit the payment of a small amount of money (known as a facilitating payment or "small bribe") personally to a foreign government official to secure the performance of a routine service to which the recipient is otherwise entitled, on an expedited basis. Facilitating payments are virtually always illegal in the countries where they are made and are prohibited under this Policy. *No expediting payment of any kind should be made without the approval in writing by Kraton's Legal Department.*

Below are some examples of facilitating payments:

- Payment to expedite a border crossing or customs clearance,
- Payment to replace a departure card for which no official receipt is given,
- Payment for provision of police protection (in the context of truck shipments into and within a country where trucks were being hijacked)
- Payment to local officials for issuance of a business license/permit to conduct business in the country
- Payment for safety inspection/approval of imported goods

Exceptions to Policy – Payments in the Interest of Health and Safety

This Policy does not prohibit payments that might otherwise be considered improper if the payment is made to avoid an immediate threat to health or safety. If such a payment is made, it should be immediately reported to the General Counsel and accurately recorded in Kraton's books and records. Only threats to health and safety qualify as an exception to this Policy – payments made in response to economic threats, such as loss of business, are prohibited.

Giving and Receiving Gifts, Entertainment, Hospitality, and Business Courtesies – Private Business Counterparties

It is permissible to give to, and receive from, private business counterparties limited (both in amount and in frequency), appropriate, and reasonable gifts, entertainment, hospitality, and similar business courtesies, subject to the guideline listed below. Typical business courtesies include: advertising or promotional items, Kraton or third party logo merchandise, meals and refreshments, entertainment (including incidental local transportation).

The exchange of such courtesies is acceptable if:

- there is a legitimate business purpose to the gift, entertainment or hospitality,
- the gift, entertainment, or hospitality is given as a token of esteem or courtesy, or in return for hospitality,
- presented openly and the expense is correctly recorded in Kraton's books and records,
- the giver is present (for the hospitality and/or entertainment),
- it is reasonable in amount, and not lavish,
- the gift or venue for the hospitality is neither inappropriate nor disrespectful,
- there is no appearance of impropriety, and
- the total value of gifts, entertainment, and hospitality provided to the same person or entity in a calendar year is not excessive.

The following gifts, entertainment and hospitality are always prohibited:

- gifts of cash and cash equivalents (such as gift cards);
- gifts, entertainment and/or hospitality that is lavish or excessive in view of the circumstances; and
- gifts, entertainment and/or hospitality that includes family members or friends, unless otherwise approved by the Legal Department.

With greater frequency, Kraton customers and suppliers are presenting Kraton with their own policies regarding gifts and entertainment, with the request that Kraton comply with their policies. Kraton employees should be sure to make themselves aware of any restrictions placed on business counterparties when providing gifts, entertainment and/or hospitality.

Kraton personnel that are offered potentially inappropriate, disrespectful or excessive gifts, entertainment or hospitality are expected to make every effort to decline the offer politely. If the circumstances are such that it is not possible to decline the offer, and the item consists of a material gift, the gift should be repurposed for office use or donated, and properly recorded in Kraton's books and records.

If you have any questions regarding whether it is permissible to give or receive any specific gift, entertainment or hospitality, consult Kraton's Legal Department.

Giving and Receiving Gifts, Entertainment, Hospitality, and Business Courtesies – Government Officials

Who is a Government Official?

The definition of who comprises a government official is interpreted broadly to include representatives or employees of any national, state or local government or international agency, or any entity owned in whole or in part by, or that operate as an arm of, any government, governmental body, or international agency:

- Employees or representatives of a government:
 - member of parliament or similar legislative body
 - employee of a government agency
- Employees of a government-owned enterprise:
 - nationalized industry
 - company that is majority owned by the state
 - publicly funded health care system or university
- Employees or representatives of a non-governmental organization (“NGO”), including any department, agency or instruction thereof:
 - United Nations World Trade Organization
 - International Monetary Fund
 - International Red Cross
 - World Health Organization

The Following Rules Apply to Gifts and Entertainment Involving Government Officials

- Entertainment or gifts provided to government officials must be approved by Kraton Legal in advance.
- Any payments to any government official (for which an official receipt is given) must be approved by Kraton in advance.
- Any personal payment to any government official or any enhanced or special payment to receive special or expedited service from any government official, agency, or body must be approved by Kraton Legal in advance. **NOTE:** Facilitating or expediting payments (payment of a small sum to a foreign government official to secure performance of a non-discretionary action) are prohibited by Kraton
- Any contacts with Government Officials that reasonably could be viewed as lobbying on behalf of any Kraton project or product must be approved in advance by Kraton Legal.
- Gifts from, and entertainment by, any government official with regulatory oversight of Kraton (such as a tax or customs official) is strictly prohibited.

Transactions Involving Government Officials in Their Personal Capacity

Great care should also be taken in any arrangement from which a public official could indirectly derive a personal benefit, including, without limitation, the following:

- a joint venture or teaming agreement with a company owned partially or wholly by a foreign government, a public official, or a member of his or her family,
- a business relationship with an agent, consultant, or other intermediary who was recommended to Kraton by a public official or a member of his or her family, or
- arranging employment or education for a family member of a public official, or
- offering a public official or a member of his or her family an investment opportunity.

If you intend to enter into any transaction involving a public official (or a member of his or her family) who is acting in a personal capacity, you must first obtain the written approval of Kraton's Legal Department.

Charitable Donations

A charitable donation is a gift made by an individual or company to a non-profit organization or charity. It can include giving or providing payments, venues, equipment, personnel time or other benefits to a charity or to an individual or organization nominated by or connected with a charity. Charitable donations carry a significant risk and are often used as a conduit for corrupt payments.

For additional guidance regarding Kraton's charitable giving activities, including eligible recipients of charitable contributions, contribution limits and internal approval requirements, see Kraton's Charitable Contributions Policy.

Sales and Marketing Representatives

Kraton can be held responsible for the improper conduct of its third-party distributors, sales and marketing agents, representatives, and other intermediaries who act on behalf of Kraton. Because of the risks posed by such third parties, Kraton has established the Global Third Party Intermediary Onboarding and Retention Procedure for the selection and engagement of such parties, which was designed to insure the selection of only those individuals and entities that adhere (and we believe will continue to adhere) to the principles set forth in this Policy. Prior to engagement with Kraton, all such individuals and entities are subject to a due diligence investigation to identify any concerns about their integrity, history, or reputation. If and when approved by Kraton, each such party will be fully informed of, and expected to acknowledge, the obligations reflected in this Policy.

The Kraton manager principally responsible for a third-party relationship should regularly monitor the activities of the third party to identify any transaction or conduct that may suggest any dealings that might violate this Policy, such as a request for advance payments, payments to an individual rather than an entity, payment to an account other than that of the third party, or a request for reimbursement for unusual or excessive expenses. All persons subject to this Policy have an affirmative obligation to monitor for these and any other "red flags" that might suggest inappropriate activity by third parties acting on behalf of Kraton.

For additional guidance, see Kraton's Global Third Party Intermediary Onboarding and Retention Procedure.

Guidance

It is impossible to spell out every possible rule, restriction, or consideration that exists in every applicable situation. If you have any questions about this Policy, or any concerns about whether a particular transaction or course of conduct complies with this Policy, contact and one of the following:

- A supervisor or manager
- Human Resources
- Corporate Compliance
- Legal
- Chief Compliance Officer
- Internal email: compliance@kraton.com
- Ethics Helpline: www.kraton.ethicspoint.com

Monitoring Compliance

The General Counsel will monitor compliance with this Policy and periodically review this Policy with the Audit Committee of the Board of Directors. The General Counsel will distribute or cause to be distributed annual certifications of compliance with this Policy.

Annex A

Potential “Red Flags” to Watch

- * The counterparty refuses to certify compliance with anti-bribery or FCPA requirements or refuses to allow auditing of its records for anti-bribery or FCPA compliance purposes;
- * The counterparty is in a country where there is widespread corruption or that has a history of bribes and kickbacks;
- * The counterparty refuses to sign a standard written agreement;
- * The counterparty has a poor business reputation or a history of improper payment practices;
- * The counterparty refuses to complete the agent/distributor/consultant/third-party questionnaire (if applicable) for the due diligence process to identify intermediary relationships or reputation history (government relationships, credit, experience, etc.);
- * The counterparty is owned by a foreign official or has a family or business relationship with a foreign official;
- * The counterparty works for a “foreign official” or foreign government entity (anyone working for a government entity creates the red flag; their seniority within the entity is irrelevant);
- * A foreign official recommends or insists on the use of the counterparty;
- * The counterparty does not have offices or a staff or lacks significant experience in providing the relevant services or product;
- * The counterparty insists that its identity remain confidential, or refuses to divulge the identity of its owners;
- * The counterparty expresses a desire to keep the representation a secret or insists on unusual or suspicious contracting procedures;
- * There are rumors that the counterparty has an undisclosed silent partner, distributor, agent, or subcontractor;
- * The counterparty submits inflated or inaccurate invoices, including missing or incomplete documentation to support its invoices or payment descriptions that do not correspond to the appropriate account;
- * The counterparty requests repetitive payments of the same amount or round dollar amounts or large individual or aggregate payments;
- * The counterparty requests “marketing expenses” or other advance payments that are vague, unclear, or not contingent upon a contract award;
- * The counterparty requests payment through unusual, secretive, or suspicious means, including payment in cash or bearer instruments or payment in a country outside its home country that has no relationship to the transaction;
- * The counterparty requests high commissions, unusually large fees, unusual bonuses, one-time success fees, special payments, advance payments, or an excessive credit line;
- * The counterparty submits invoices for repetitive entertainment, meals, travel, or entertainment;
- * The counterparty submits travel and expense forms with incomplete information that may be used to obtain cash for improper payments;
- * Any request to make any political contributions to any person or political party or any appearance that any such activity could be planned or occurring; or
- * Any other unusual or suspicious activity or appearance that should put Kraton on notice of possible misconduct.

<p><u>Review Schedule:</u> Annually</p> <p><u>Document Approver:</u> General Counsel</p>
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Actions/Notes: