

DOING BUSINESS WITH EASTMAN THIRD PARTY CODE OF CONDUCT

Eastman Chemical Company and its subsidiaries (“Eastman”) are committed to conducting all of our business activities in accordance with the highest legal and ethical standards.

Eastman strives to conduct business only with third parties who share our commitments to compliance with legal requirements and to high ethical standards. Eastman expects the third parties who produce products for or provide services to Eastman to conduct business responsibly, with integrity, honesty and transparency.

Eastman developed *Doing Business with Eastman* as a Third Party Code of Conduct to ensure that you are aware of Eastman’s expectations when working with our employees and for your own business conduct.

Eastman’s Code of Business Conduct is available at:

www.eastman.com/Company/investors/Corporate_Governance/Pages/Code_of_Conduct.aspx

Additional documents regarding Eastman’s positions on various issues of social responsibility can be found at:

http://www.eastman.com/Company/Sustainability/Social_Responsibility/Pages/People.aspx

We ask that you integrate, communicate and apply the principles found in *Doing Business with Eastman*.

Though the vast majority of Eastman employees and the third parties with whom we do business embrace our ethical standards, there may be a few isolated employees who attempt to violate our Code of Business Conduct or third parties who fail to meet the expectations identified in *Doing Business with Eastman*. Even if you don’t have all the facts, we will look into the issue and attempt to verify and take appropriate action.

Since we aren’t always in a position to identify these deviations, we need your help to do so. If you feel someone at Eastman or a third party doing business or seeking to do business with Eastman is engaged in illegal, unethical or conduct that otherwise fails to meet the Doing Business with Eastman expectations, we ask that you contact Eastman’s Office of Global Business Conduct. The methods to report are described under the **Reporting Concerns** section.

If you would like to remain anonymous while interacting with Eastman’s Office of Business Conduct:

- Call the Helpline at the number found in the **Reporting Concerns** section. The Helpline is staffed by non-Eastman communication’s specialist 24-hours-a-day. No call tracing or recording devices are ever used at the Helpline and no identity tracking of any type is used if you prefer to report via the Helpline Website.
- At the end of your call, you will be given a unique report key, password and call back date.
- The report is then sent to Eastman’s Office of Global Business Conduct for review and, if necessary, investigation and appropriate action.

- To follow-up on your report, just call back after the date that was provided and tell the operator your report key and password.

WORKING WITH OUR EMPLOYEES

Eastman's policy is to purchase products and services based on the total value to the company independent of a third party's decision to purchase from Eastman. Factors that Eastman considers in making purchasing decisions include competitive pricing, quality of services and materials, timely performance, and a commitment to comply with this Third Party Code of Conduct.

In addition to the principles identified for third parties in *Doing Business with Eastman*, Eastman has defined expectations for its employees in its Code of Business Conduct to promote honest, legal and ethical conduct.

Eastman expects third parties to respect the following provisions when interacting with its employees:

Conflicts of Interest

All Eastman employees are required to be free from actual or potential conflicts of interest. A conflict of interest occurs whenever the prospect of direct or indirect personal gain may influence the business judgment or actions of an Eastman employee when conducting Eastman business.

Gifts and Entertainment

Eastman recognizes the legitimate business purposes of creating goodwill and sound working relationships that can be fostered by occasional business-related entertainment or exchanges of gifts, subject to the following limitations:

- Entertainment, gifts or other gratuities must have a legitimate business purpose and must not cause, or reasonably be perceived to cause, the recipient to alter normal business judgment concerning any transaction or impair the individual's loyalty to his/her employer.
- Entertainment must be legal, reasonable and proportionate, and consistent with acceptable business customs and practices. If a host is not present, entertainment is considered a gift, subject to the gift limitations.
- Gifts only of a nominal value may be accepted.
- Gifts of cash or cash equivalents (including gift cards, securities, individual discounts, and vouchers) are never acceptable.
- Gifts or entertainment should not be solicited by an Eastman employee or must not be received on a frequent or recurring basis.
- Eastman employees actively engaged in a procurement decision-making process are generally prohibited from receiving a gift or entertainment from a bidding party.
- Limitations applicable to Eastman employees also apply to family members and agents of the employee.

Eastman employees are required to disclose gifts, entertainment or other gratuities received from a third party when the aggregate value exceeds the equivalent of \$150 during a calendar year.

CONDUCT OF PROVIDERS

Eastman strives to do business by creating value through environmental stewardship, social responsibility and economic growth, now and for future generations.

Third party providers of goods and services to Eastman (“Providers”) are expected to comply with the laws, rules, and regulations of the countries in which they operate as a minimum standard.

Eastman expects all Providers to comply with internationally recognized standards in order to advance social and environmental responsibility, including the following:

Ethics

Providers must conduct their business in an ethical manner, act with integrity, and maintain accurate and timely books and records.

- **Corruption, Bribery, Extortion, or Embezzlement**
Corruption, bribery, extortion, and embezzlement, in any form, are strictly prohibited. Providers must not pay or accept bribes or participate in other illegal inducements in business or government relationships.
- **Protection of Intellectual Property**
Providers must respect intellectual property rights; safeguard customer information; and ensure that transfer of technology and know-how is conducted in a manner that protects intellectual property rights.

Human Rights

Providers must uphold the human rights of workers and treat them with dignity and respect, including: (a) permitting freedom of association and recognizing the right to collective bargain, consistent with local laws; (b) eliminating discrimination in hiring, employment and compensation based on race, color, age, gender, sexual orientation, ethnicity, disability, religion, political affiliation, union membership, national origin or marital status; and (c) creating a workplace free of harassment or any other form of abuse, including sexual harassment or abuse.

- **Prevention of Involuntary or Under Age Labor**
Providers shall not engage in human trafficking or slavery or use any form of child labor or other forced, bonded, indentured or prison labor.

Health, Safety and the Environment

Providers must be committed to providing safe working conditions including: (a) providing appropriate worker protection(s) for chemical, biological, and physical hazard risks; (b) maintaining process safety programs to prevent or mitigate catastrophic events; (c) conducting risk assessments and implementing emergency preparedness plans and response procedures; and (d) providing safety and hazard information for worker education.

Providers must be committed to reducing their environmental impact by: (a) obtaining and complying with all required environmental permits, licenses, information registrations and restrictions; (b) ensuring safe handling, movement, storage, recycling, reuse and management of waste, air emissions and wastewater discharges; and (c) preventing and mitigating accidental spills and releases to the environment. Providers should endeavor to reduce or eliminate wastes of all types, including water and energy.

Management Systems

Providers should implement management systems to facilitate continual improvement and to ensure compliance with the expectations found within *Doing Business with Eastman*.

REPORTING CONCERNS

Eastman encourages its suppliers, vendors, contractors, agents, distributors, customers and other third parties to seek guidance regarding Eastman's policies when needed and to raise concerns regarding activities that may involve illegal activity, violations of policy or unethical conduct, including violations of Eastman's Code of Business Conduct for Eastman employees and this Third Party Code of Conduct.

To facilitate this interaction, Eastman offers a Helpline operated by an independent third party and provides avenues for direct contact with Eastman's Office of Global Business Conduct, if preferred. Translation services are available at the Eastman Business Conduct Helpline.

Eastman Business Conduct Helpline and Website (reports are confidential and may be made anonymously when permitted by law):

- Toll-free reporting from within the United States and Canada: Dial 1.800.455.5622.
- Toll-free reporting from locations outside of the United States and Canada: Dial the **AT&T USA Direct Access Code** available at www.att.com/esupport/traveler.jsp ; then dial 800.455.5622 at the prompt.
- WEBSITE: www.eastman.ethicspoint.com

Concerns may be reported directly to Eastman's Office of Global Business Conduct (reports are confidential but not anonymous):

- Phone: 1.423.229.5552 (collect, if desired)
- Email: compliance@eastman.com
- Mail: Office of Global Business Conduct
Eastman Chemical Company
200 South Wilcox Drive
Kingsport, TN 37660