

# Executive Officer Supplement to Copeland Employee Code of Conduct

## **Applicability to Executive Officers**

All applicable provisions contained in the Copeland Employee Code of Conduct (the “Code”) apply to the executive officers (as defined in Section 16 of the Securities Exchange Act of 1934) of the Company. The following special provisions shall also apply to executive officers.

## **Reporting Procedures for Executive Officers**

If an executive officer has any questions regarding his or her responsibilities under the Code, or regarding the applicability of any provision of or compliance with the Code, he or she should address such matters with the Company’s Ethics Committee, the Board of Directors or the Corporate Governance and Nominating Committee. Similarly, executive officers should report actual or perceived violations of the Code to the Company’s Ethics Committee, the Board of Directors or the Corporate Governance and Nominating Committee.

## **Evaluation and Waiver of Conflicts for Executive Officers**

In the event that an actual or potential conflict of interest exists regarding an executive officer, the executive officer shall immediately disclose all facts and circumstances related to the actual or potential conflict of interest to the Company’s Ethics Committee. The Committee may determine that there is not a conflict of interest. If the Committee determines there is a conflict, the Board of Directors will review the matter and decide, in their sole judgment, whether a conflict exists, and if so may waive the conflict if it concludes that the conflict is not damaging to the Company, does not violate any applicable laws and can be monitored effectively.

## **Prohibition of Loans**

No loan or other extension of credit shall be made available by the Company, under any circumstances prohibited by law, to any executive officer of Copeland, nor may the Company arrange for any such loan or extension of credit.

## **Prohibition of Trading During Blackouts**

No executive officer shall, directly or indirectly, purchase or sell, or otherwise acquire or transfer, Company equity securities during a “Blackout Period”. A Blackout Period occurs when, for three consecutive business days, the purchase, sale or other acquisition or transfer of Company equity securities held under a Company benefit plan is temporarily suspended for at least 50% of the Company’s U.S. employees who participate in such plans.

## **Waivers of the Code for Executive Officers**

Any amendments or waivers of the Code for executive officers may only be made by the Board of Directors and will be promptly disclosed in accordance with applicable law, rule or regulation and any applicable New York Stock Exchange Listing Standards. It is Copeland's policy that, absent unusual circumstances, no waiver of the Code's applicability to any executive officer will be granted.