



December 8, 2020

Oil-Dri Corporation of America Code of Ethics and Business Conduct Oil -Dri公司道德和商业行为准则

We, the employees, officers and directors of Oil-Dri Corporation of America and its subsidiaries (“Oil-Dri”) will always conduct ourselves in accordance with the WECARE values:

美国Oil-Dri公司及其子公司(以下称“Oil-Dri”)的员工、管理人员和董事将始终按照WECARE的价值观行事:

Work/Life Balance 工作和生活的平衡
Ethics 道德准则

Communication, Customer Focus and Continuous Improvement
沟通, 客户至上和持续改进
Accountability 责任
Respect 尊重
Excellence 卓越

This Code of Ethics and Business Conduct details how we must act in accord with these fundamental standards. The Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees, officers, and directors of the Company. All of our employees, officers and directors must conduct themselves in accordance with these principles and should seek to avoid even the appearance of improper behavior. The Code should also be provided to and followed by the Company’s agents and representatives, including consultants.

本道德和商业行为准则详细说明了我们必须如何按照这些基本标准行事。守则涵盖广泛的业务惯例和程序。它并没有涵盖所有可能出现的问题,但它仍列出了指导公司所有员工、高级职员和董事的基本原则。我们所有的员工、管理人员和董事都必须按照这些原则行事,并主动避免出现不当行为。本守则同样适用于提供给公司的代理人和代表,包括顾问。

Individuals who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. Compliance with this Code is an important part of protecting the values that have made Oil-Dri a uniquely wonderful place to work since we opened our doors in 1941.

违反本守则标准的员工将会受到纪律处分,包括终止雇佣关系。遵守本守则是保护自 1941 年开业以来使 Oil-Dri 成为独特绝佳工作场所的价值观的重要组成部分。

A handwritten signature in black ink, appearing to read "Dan Jaffee", is positioned above the name.

DANIEL S. JAFFEE

Compliance with the Law

遵守法律

Obeying the law is the foundation of Oil-Dri's ethical standards. All employees, officers and directors must comply with all laws, rules and regulations applicable to Oil-Dri's business in the localities, states and countries in which the Company does business. If a law conflicts with a policy in this Code, you must comply with the law.

遵守法律是Oil-Dri道德标准的基础。所有员工、管理人员和董事必须遵守适用于公司业务所在地、州和国家/地区的Oil-Dri业务的所有法律、法规和法规。如果法律与本守则中的政策冲突，您必须遵守法律。

Although individuals cannot be expected to know the details of all the laws applicable to our business, employees, officers, or directors should seek advice from their supervisors or Oil-Dri's legal department whenever they have questions concerning how laws may apply to our business.

虽然员工不尽然知道适用于业务相关的所有法律的细节，若员工、职员或者董事对适用于他们业务的法律有疑问时，应当征求部分主管或Oil-Dri法律部门的意见。

Treating the Public Fairly

公平对待公众

Accurate Accounts and Recordkeeping 准确的账目和记录

Oil-Dri observes stringent standards in the keeping of financial records and accounts. It is the responsibility of each employee, officer or director to uphold these standards. This includes accurate reporting of hours worked and business expense accounts. The Company has adopted controls in accordance with internal needs and the requirements of applicable laws and regulations. These established accounting practices must be followed to ensure the complete and accurate recording of all transactions.

Oil-Dri严格遵守财务记录和账目的保存标准。每个员工、管理人员或董事都有责任维护这些标准。这包括准确报告工作时间和业务费用账目。公司根据内部需要和适用法律法规的要求采取了控制措施。必须遵循这些既定的会计惯例，以确保所有交易的完整和准确记录。

No employee, officer or director may interfere with or seek to improperly influence, directly or indirectly the preparation or auditing of the Company's financial records.

任何员工、管理人员或董事均不得直接或间接干涉或影响公司财务记录的编制或审计工作。

Accurate and Prompt Reporting准确和及时的报告

Oil-Dri will make full, fair, accurate and understandable disclosure in reports filed with, or submitted to, the United States Securities and Exchange Commission and in all other public communications. The management and directors of Oil-Dri are responsible for seeing to it that reports are filed in a timely manner and that reports regarding the financial condition and operating results of the Company fairly and accurately present that condition and those results.

Oil-Dri将在提交给美国证券交易委员会的报告和所有其他公开通信中进行全面、公平、准确和可理解的汇报。Oil-Dri的管理层和董事有责任确保报告及时提交，以及有关公司财务状况和运营结果的报告公平、准确地呈现公司现状和成果。

Insider Trading Prohibited禁止内幕交易

Employees, officers or directors aware of material information relating to the Company which has not been available to the public for at least two full trading days, are prohibited from trading in Oil-Dri shares or directly or indirectly disclosing such information to any other persons so that they may trade in Oil-Dri shares. In addition, Oil-Dri's directors, executive officers and other designated employees must comply with the Company's pre-clearance SEC compliance procedures.

员工、管理人员或董事知道与公司有关的主要信息，这些信息至少两个交易日内不能向公众公布，并且禁止交易Oil-Dri股票或直接或间接向任何其他人士披露此类信息，以便他们能够交易Oil-Dri股票。此外，Oil-Dri的董事、执行官和其他指定员工必须遵守公司批准前SEC合规程序。

The term “trading” includes not only direct purchases and sales but also sales of Company stock after the exercise of options. An exercise of options in Company stock that is not followed by a sale is not a prohibited transaction. The term “trading day” means any date on which the NYSE or any successor exchange is open for business. It is difficult to exhaustively describe what constitutes “material” information, but employees should assume that any information, positive or negative, which might be of significance to an investor in determining whether to purchase, sell or hold stock would be material. Information may be significant for this purpose even if it would not alone determine the investor’s decision. Examples include a potential business acquisition, internal financial information that departs in any way from what the market would expect, important product developments, the acquisition or loss of a major customer, or an important financing transaction. This list is merely illustrative and does not encompass all examples of “material information.”

“交易”一词不仅包括直接购买和销售，还包括在行使期权后销售公司股票。在公司股票中行使期权时，股票时可以交易的，但股票出售后不能再行行使期权。术语“交易日”是指纽约证交所或任何后续交易所对业务开放的任何日期。很难详尽地描述什么是“实质性”信息，但员工应假设任何正面或负面信息，对于投资者决定是否购买、出售或持有股票都具有重要意义。信息是很重要的，即使它不会是影响投资者决定的唯一因素。例如，潜在的业务收购、以任何方式偏离市场预期的内部财务信息、重要的产品开发、主要客户的收购或损失或重要的融资交易。以上所述只是列举说明，但它并不包括信息的所有示例。

All employees, regardless of their duties, may have access to material information and must take care to abide by this policy.

所有员工，无论其职责如何，都可以获取重大信息，并且必须注意遵守此准则。

Record Keeping and Retention记录保存和保留

Oil-Dri requires honest and accurate recording and reporting of information in order to make responsible business decisions. All of the Company’s books, records, account and financial statements must be maintained in reasonable detail, must appropriately reflect the Company’s transactions and must conform both to applicable legal requirements and to the Company’s system of internal controls.

Unrecorded or “off the books” funds or assets should not be maintained unless permitted by applicable law or regulations.

Oil-Dri要求诚实和准确的记录和报告信息，以便作出负责任的商业决策。公司的所有账簿、记录、帐户和财务报表必须保持合理详细，必须适当反映公司的交易，必须符合适用的法律要求和公司的内部控制制度。

除非适用的法律或法规允许，否则不得保留未经记录或账外的资金或资产。

All functional areas within Oil-Dri generate records in tangible or electronic form. The proper identification, retention, protection, retrieval, and disposition of these records is very important. The Company has developed a Records Retention Policy which details the guidelines for records retention and disposition. Oil-Dri managers and supervisors are responsible for implementing and conducting record management programs in compliance with the Company’s Records Retention Policy. Employees who are unsure about the need to keep particular documents should consult with their supervisors.

Oil-Dri的所有职能部门都以有形或电子形式生成记录。正确识别、保存、保护、检索和处置这些记录是非常重要的。公司制定了记录保留政策，详细说明了记录保留和处理的准则。Oil-Dri经理和主管负责按照公司的记录保留政策实施和执行管理记录。不确定是否需要保存的特定文件，员工应咨询部门主管。

Treating Employees Fairly 公平对待员工

Equal Employment Opportunities & Freedom from Harassment

平等就业机会和免受骚扰

To provide equal employment and advancement opportunities to all individuals, employment decisions at Oil-Dri will be based on merit, qualifications and abilities. Oil-Dri does not discriminate in employment opportunities or practices on the basis of race, color, religion, sex, national origin, age, sexual orientation, gender identity, veteran status, disability or any other characteristic protected by law.

Oil-Dri will make reasonable accommodations for qualified individuals with known disabilities unless doing so would result in an undue hardship on the Company.

为了向所有个人提供平等的就业和晋升机会，Oil-Dri的雇佣决定将基于业绩、资历和能力。Oil-Dri不会因种族、肤色、宗教、性别、国籍、年龄、性取向、性别认同、退伍军人身份、残疾或任何其他受法律保护的特征而不提供平等就业机会。Oil-Dri将为已知残疾的合格任职人员提供合理的住宿，除非这些做法会给公司带来不必要的困难。

This policy governs all aspects of employment, including selection, job assignment, compensation, discipline, termination and access to benefits and training.

这项政策管理就业的所有方面，包括选择、工作分配、薪酬、纪律、解雇以及获得福利和培训的机会。

Oil-Dri is committed to providing a workplace that is free of any form of harassment. Harassment lowers the morale and dignity of all employees and has a direct negative effect on productivity. Any form of harassment is a serious violation of Company policy, and Oil-Dri takes allegations of harassment seriously and will respond promptly.

Oil-Dri致力于提供一个没有任何形式骚扰的工作场所。骚扰会降低所有员工的士气和尊严，并对生产力产生直接的负面影响。任何形式的骚扰都是对公司政策的严重违反，Oil-Dri会认真对待骚扰指控并迅速做出回应。

Everyone must be given an equal opportunity to succeed regardless of race, color, religion, gender, sexual orientation, gender identity, veteran status, handicap or disability, pregnancy, marital status, national origin or age. Harassment or unequal treatment of any member of the organization based on such arbitrary characteristics has no place at Oil-Dri. The diversity of our workforce is one of our strengths; and each employee's uniqueness should be treated with tolerance and respect.

无论种族、肤色、宗教、性别、性取向、性别认同、退伍军人身份、残疾或残疾、怀孕、婚姻状况、国籍或年龄，每个人都必须享有平等的晋升机会。在Oil-Dri，不允许以这种任意特征骚扰或不平等对待任何组织成员。员工的多样性是我们的优势之一，每个员工的独特性都应该得到宽容和尊重。

Treating the Company Fairly 公平对待公司

Avoid Conflicts of Interest/避免利益冲突

Employees, officers and directors have an obligation to conduct business in a manner that avoids actual or potential conflicts of interest. This policy establishes only the framework within which Oil-Dri wishes to operate. The purpose is to provide general direction so that individuals can seek further clarification on issues related to the subject of acceptable standards of operation.

员工、管理人员和董事有义务以避免实际或潜在利益冲突的方式开展业务。这一政策只确立了Oil-Dri希望在其中运作的框架。其目的是提供一般性的指导，使个人能够主动申报和理解准则标准。

A "conflict of interest" exists when a person's interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes action or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receive improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

当个人的利益以任何方式干扰公司的利益时，就会存在"利益冲突"。当员工、管理人员或董事采取行动去维护个人利益时，很难客观有效地去执行公司工作，在这些情况下，都可能会出现利益冲突。当员工、管理人员或董事或其家庭成员因其在公司中的地位而获得不当的个人利益时，也可能产生利益冲突。向雇员及其家庭成员提供贷款或担保义务可能会造成利益冲突。

Conflicts of interest are not always clear-cut. If employees, officers or directors have any influence on transactions involving purchases, sales, contracts, or leases, it is imperative that they disclose to a senior officer or the general counsel of Oil-Dri as soon as possible the existence of any actual or potential

conflict of interest so that safeguards can be established to protect all parties.

利益冲突并不总是明确的。如果员工、管理人员或董事对涉及购买、销售、合同或租赁的交易有任何联系或者影响，则他们必须尽快向Oil-Dri的高级管理人员或总法律顾问提前申报存在任何实际或潜在的利益冲突，这是为了保护所有各方的保障措施。

Improper personal benefit may result not only in cases where an individual or family member has a significant ownership interest in a firm with which Oil-Dri does business, but also when an individual or family member receives any kickback, bribe, substantial gift, or special consideration as a result of any transaction or business dealings involving Oil-Dri. As such, Oil-Dri will prohibit an employee, who is related by blood or marriage to an employee of a customer or supplier, to be placed in a business relationship where one family member has influence over the purchasing or sales transactions of the other. Oil-Dri does not support or allow anyone in a leadership or managerial capacity to have a romantic relationship with a subordinate employee or for employees to have a romantic relationship if such relationship causes a conflict of interest. Any personal, familial, financial or romantic relationships involving employees of the Company, our customers or suppliers should be disclosed immediately to the Vice President, Human Resources to determine whether there is a real, potential or perceived conflict between personal interests and those of the Company. Appropriate steps to remedy the conflict of interest will be taken.

不当的个人利益不仅会导致个人或家庭成员在与Oil-Dri有业务往来的公司中拥有重要的所有权利益，也会导致个人或家庭成员接受任何回扣、贿赂、巨额礼物、或因任何涉及Oil-Dri的交易或业务往来而产生的特殊代价。因此，Oil-Dri禁止员工与客户或供应商的雇员存在血缘或婚姻关系，并且该员工或其亲属在商务上拥有话语权。Oil-Dri不支持或允许任何有领导或管理能力的人与下属员工有恋爱/婚姻关系，避免这种关系造成利益冲突。任何涉及公司、客户或供应商员工的个人、家庭、财务或恋爱/婚姻关系应立即向人力资源副总裁申报，以确定个人利益与公司利益之间是否存在真实的、潜在的或可感知的冲突。若存在利益冲突，Oil-Dri将采取适当的措施。

Simultaneous employment by Oil-Dri and another firm, if the other firm is an Oil-Dri competitor, customer, distributor or supplier, is prohibited. This prohibition extends to benefits, loans or loan guarantees, and other forms of compensation. Service on the board of directors of, or as a consultant or advisor to, a competitor is also prohibited.

员工不能同时受雇于Oil-Dri和其竞争对手公司，禁止对客户、经销商或供应商提供福利、贷款或贷款担保和其他形式的补偿。担任董事会成员，或担任顾问，也不能受雇于竞争对手公司。

Company Assets公司资产

Proper use of Oil-Dri property, including material, facilities, equipment and information resources, is the responsibility of each individual. Employees, officers and directors should use these assets only for legitimate business purposes, maintaining them with care and guarding against theft, waste and abuse. Oil-Dri assets may never be used for illegal purposes. An employee must never borrow or remove Oil-Dri property without advanced written permission from his or her manager.

正确使用Oil-Dri财产，包括材料、设施、设备和信息资源，是每个人的责任。员工、管理人员和董事应使用这些资产用于合法的商业目的，做好日常维护，小心和防范盗窃，浪费和滥用。Oil-Dri资产可能永远不会用于非法目的。员工不得借入或移除未经经理提前书面许可的Oil-Dri财产。

Company Electronic Resources公司电子设备

Oil-Dri provides its officers and other employees with a wide variety of electronic communication and document production and reproduction resources. These electronic resources include telephone, voice mail, radio, facsimile, photocopier, computer hardware, software and networks, and e-mail and Internet access. These resources are provided to support and facilitate Company business. The use of these resources should be limited to work related purposes; use for personal purposes is permissible only within reasonable limits.

Oil-Dri 为其管理人员和其他员工提供各种电子通信和文档生产和复制资源。这些电子资源包括电话、语音信箱、无线电、传真机、复印机、计算机硬件、软件和网络，以及电子邮件和互联网接入。这些资源旨在支持和促进公司业务。这些资源的使用应限于与工作有关的目的：仅允许在合理范围内使用用于个人目的。

An employee's improper use of electronic resources can create legal liability for both the employee and Oil-Dri and is strictly prohibited. Improper use includes:

员工不当使用电子资源可能会对员工和 Oil-Dri 造成法律责任。因此 Oil Dri 严令禁止：

- Engaging in illegal, fraudulent, or malicious activities; 从事非法、欺诈或恶意活动；
- Sending, accessing, creating or storing offensive, obscene, or defamatory material; 发送、访问、创建或存储冒犯性、淫秽或其他非法材料；
- Annoying or harassing other individuals; 打扰或骚扰他人；
- Soliciting or advocating non-Company or purely personal interests. 倡导非公司行为或纯粹谋取的个人利益的行为。

Employees must also take care to use electronic communication resources in a professional manner which safeguards confidential information. An employee's use of the Internet, including participation in Internet chatrooms, in a manner that identifies the individual with the Company is subject to this policy and Oil-Dri's other professional standards even if the Internet access used is not provided by the Company.

员工还必须注意以专业的方式使用电子通信资源，以保障机密信息。员工使用互联网，包括参与互联网聊天室，其身份与公司的身份符合此政策和 Oil-Dri 的其他专业标准，即使使用互联网接入不是由公司提供的。

Employees should always ensure that the information contained in e-mail, voice mail, Internet and other electronic messages is accurate, appropriate, lawful, and business-like. Avoid exaggeration, derogatory remarks, guesswork or inappropriate characterization of people or companies. This is particularly important because electronic messages and documents are easily and sometimes inadvertently sent or forwarded to persons other than the intended recipient. In addition, as Company property, voice mail, e-mail, Internet and other electronic records and documents are subject to disclosure to law enforcement or government officials or to other third parties through subpoena or other processes.

员工应始终确保电子邮件、语音邮件、互联网和其他电子信息中包含的信息准确、适当、合法且与业务类似。避免夸大其词、贬损性言论、猜测或对人员或公司的不当描述。这一点尤其重要，因为电子消息和文档很容易，有时会无意中发送或转发给预期收件人以外的人员。此外，作为公司财产，语音信箱、电子邮件、互联网和其他电子记录和文件须通过传票或其他程序向执法人员或政府官员或其他第三方披露。

All computer files, databases, documents, voice messages, e-mail messages and information created, received or stored using Oil-Dri electronic resources are the property of the Company. Employees should not have any expectation of privacy with respect to messages or files sent, received, or stored using Oil-Dri's electronic resources. E-mail messages, voice mail messages and Internet records are to be treated like shared paper files, with the expectation that anything in them is available for review by authorized Oil-Dri representatives. By using the Company's electronic resources an employee acknowledges and consents to Oil-Dri's right to monitor, inspect and otherwise access all use of the resources.

使用 Oil-Dri 电子资源创建、接收或存储的所有计算机文件、数据库、文档、语音留言、电子邮件和信息均为公司的财产。对于使用 Oil-Dri 的电子资源发送、接收或存储的消息或文件，均不视为员工隐私。电子邮件、语音邮件和互联网记录将被视为共享纸质文件，其中的任何内容都可供授权的 Oil-Dri 代表审查。通过使用公司的电子资源，员工确认并同意 Oil-Dri 监控、检查和以其他方式访问所有资源使用的权利。

Passwords and other log-in information for voicemail, computer network, computer mainframe and other computer and Internet applications used for an employee's work are important for keeping unauthorized individuals from accessing these systems. Failure to keep passwords confidential can allow unauthorized individuals to read, modify, or delete information or messages; circulate unauthorized e-mail; or download or manipulate files or programs. Log-on and other passwords may not be shared with any third party, nor may they be shared with another employee, unless requested by an authorized management representative of Oil-Dri. The practice of using passwords should not lead employees to expect privacy with respect to messages sent or received or Internet use.

用于员工工作的语音信箱、计算机网络、计算机主机和其他计算机和互联网应用程序的密码和其他登录信息对于防止未经授权的个人访问这些系统非常重要。不对密码保密，可能会造成未经授权的个人阅读、修改或删除信息或消息；发送未经授权的电子邮件；或下载或操作文件或程序。登录路径和账户密码不得与任何第三方共享，也不得与任何一名员工共享，除非提出的要求得到 Oil-Dri 的授权。使用密码的做法不视为员工对发送或接收或互联网使用的消息保密。

Oil-Dri has numerous licenses to utilize computer software. These license agreements contain restrictions concerning software use, duplication, and copyright protection. Only software that has been authorized and purchased by the Company should be loaded or used on any Company computer. Software purchased or provided by the Company is not to be altered in any manner including, but not limited to decompiling, disassembling, cross compiling, reverse engineering, and creating derivative works.

Oil-Dri拥有许多使用计算机软件的许可证。这些许可协议包含有关软件使用、复制和版权保护的限制。只有公司授权和购买的软件才能在任何公司计算机上加载或使用。公司购买或提供的软件不得以任何方式更改，包括但不限于分解、拆卸、交叉编译、反向工程和创建衍生作品。

Confidential Information信息机密

Employees, officers and directors must not disclose to third parties any confidential information which they receive in the course of their duties, or by virtue of their connection with Oil-Dri except when disclosure is authorized or legally mandated. Such confidential information includes but is not limited to the following:

员工、管理人员和董事不得向第三方披露他们在履行职责过程中或因与 Oil-Dri 的关系而收到的任何机密信息，除非 Oil-Dri 授权或法律授权。此类机密信息包括但不限于以下内容：

1. Proprietary information relating to existing or new products; 与现有或新产品有关的专有信息
2. Machine and process development; 机器和工艺开发;
3. Manufacturing know-how and specifications; 制造技术和专利;
4. Cost and pricing practice including detailed costing information; 成本和定价做法，包括详细的成本计算信息
5. Customer lists, records of or information about customers' requirements and/or volumes; information regarding existing or prospective customer relationships; 客户名单、客户要求记录或有关客户要求和/或数量的信息; 有关现有或潜在客户关系的信息;
6. Personnel records; 人事记录;
7. Financial records; 财务记录
8. Information regarding acquisitions, joint ventures, divestitures and/or mergers; 关于收购、合资、剥离和/或合并的信息;
9. Contracts. 合同管理

All Oil-Dri employees, officers or directors have access to some confidential information in the performance of their normal duties and are responsible for exercising care in keeping such information secure from unnecessary or unintended disclosure to others verbally, in writing or by electronic means (voice mail, email, Internet chat rooms, etc.). This obligation applies both during and outside of normal working hours. This obligation also applies to former employees, officers or directors who are no longer affiliated with the Company.

所有 Oil-Dri 员工、管理人员或董事在履行正常职责时均可获取某些机密信息，并负责谨慎行事，确保此类信息的机密并避免不必要或无意的口头、书面或电子邮件披露（语音邮件、电子邮件、互联网聊天室等）。这项义务适用于正常工作时间期间和工作时间之外。这项义务也适用于曾在公司任职的雇员、管理人员或董事。

No employee, officer or director in possession of confidential information may use such information for his or her personal benefit or enable others inside or outside the Company to do so. The same applies to confidential information learned about other companies with whom Oil-Dri is currently doing business, has done business or may do business in the future.

任何拥有机密信息的员工、管理人员或董事不得将此类信息用于个人利益，也不得使公司内外的其他人能够这样做。这同样适用于有关 Oil-Dri 目前正在与之开展业务、已开展业务或将来可能开展业务的其他公司所了解的机密信息。

Competition and Fair Dealing 竞争和公平交易

Accepting and Giving Gifts 接受和赠送礼品

Accepting Entertainment, Gifts, Favors, and Gratuities: 接受娱乐, 礼品, 恩惠和其他

No employee, officer or director shall solicit or accept any gift, gratuity, favor, entertainment, reward or any other thing of monetary value that might influence or appear to influence the judgment or conduct of the individual in the performance of his or her job. Gifts or entertainment may be accepted only in cases where the gifts or entertainment are of nominal value, are customary in the industry, will not violate any laws and will not influence or appear to influence the individual's judgment or conduct in the Company's business. In some situations, it may be impractical or harmful to refuse or return a gift. When this happens, immediately discuss the situation with the Legal Department.

任何员工、管理人员或董事不得索取或接受任何可能影响或似乎影响个人在履行职责中的判断或行为的礼品、酬金、恩惠、娱乐、奖励或其他货币价值的东西。只有在礼品或娱乐具有名义价值、行业惯例、不违反任何法律、不影响或似乎影响个人在公司业务中的判断或行为的情况下, 才能接受礼品或娱乐活动。在某些情况下, 拒绝或退回礼物可能是会影响或者伤害商务关系。发生这种情况时, 立即向法律部门进行报备。

Giving Entertainment, Gifts, Favors, and Gratuities: 赠送娱乐, 礼品, 恩惠和其他

No employee, officer or director shall give any gift, gratuity, favor, entertainment, reward or any other thing of monetary value that might influence or appear to influence the judgment or conduct of the recipient in the performance of his or her job. Gifts or entertainment may be provided only in cases where the gifts or entertainment are of nominal value, are customary in the industry, will not violate any laws and will not influence or appear to influence the recipient's judgment or conduct at his or her employer's business. Gifts must be properly recorded on company books and approved by management according to company policy before the gift is given. Oil-Dri employees may never pay bribes or provide any cash or cash equivalents to any person. Employees may not provide any gift if it is prohibited by law, company policy, or the policy of the recipient's organization.

任何员工、管理人员或董事不得赠送任何可能影响或似乎影响受助人执行其职务的判断或行为的礼品、酬金、恩惠、娱乐、奖励或其他任何具有金钱价值的东西。只有在礼品或娱乐具有名义价值、行业惯例、不违反任何法律、不会影响或似乎影响接受者对雇主业务的判断或行为的情况下, 不得提供员工、管理人员或礼品或娱乐活动。根据公司政策, 礼品必须正确记录在公司礼品登记表上, 并在赠送礼品之前获得管理层批准。Oil-Dri员工不得行贿或向任何人提供任何现金或现金等价物。在法律、公司政策下, 所有员工禁止提供任何礼物。

Antitrust Compliance反垄断合规

All employees, officers and directors are expected to comply with the antitrust laws of the United States and, when applicable, the antitrust laws of the other countries in which Oil-Dri operates. These laws prohibit practices in restraint of trade, including agreements between competitors to fix prices, divide customers or markets, or rig bids.

所有员工、管理人员和董事都应遵守美国的反垄断法, 并在适用时遵守 Oil-Dri 运营的其他国家/地区的反垄断法。这些法律禁止限制贸易的做法, 包括竞争对手之间关于操纵价格、划分客户或市场或操纵投标的协议。

The provisions of the antitrust laws apply to both formal and informal communications. Employees, officers or directors involved in trade association activities or in other situations allowing for less formal communication among competitors, customers or suppliers must be especially alert to the requirements of antitrust laws.

反垄断法的规定适用于正式和非正式的通信。参与行业协会活动的员工、管理人员或董事, 或在允许竞争对手、客户或供应商之间不太正式沟通的情况下, 必须特别警惕反垄断法的要求。

Competition and Fair Dealing竞争和公平交易

Oil-Dri seeks to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. Stealing proprietary information, possessing or utilizing trade secrets obtained without the owner's consent, or inducing such disclosures of information by past or present employees of other companies is prohibited.

Oil-Dri 寻求公平和诚实地超越我们的竞争对手。我们通过卓越的绩效来寻求竞争优势, 绝不通过不道德或非法的商业行为。禁止窃取专有信息, 拥有或利用未经所有者同意取得的商密, 或诱使其他公司过去或现任雇员泄露此类信息。

All employees officer and directors should deal fairly with Oil-Dri's customers, suppliers, competitors

and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

所有员工、管理人员和董事都应公平对待 Oil-Dri 的客户、供应商、竞争对手和员工。任何人都不应通过操纵、隐瞒、滥用特权信息、歪曲重大事实或任何其他故意的不公平交易行为来利用任何人的不公平利益。

Political Contributions政治贡献

Oil-Dri encourages its employees, officers and directors to become involved in civic affairs and to participate in the political process. However, such participation must be on an individual basis, on the individual's own time and at his or her own expense. U.S. law prohibits corporations from donating corporate funds, goods, or services, directly or indirectly, to candidates for federal office. Other laws governing political contributions and activities, including state, local and the laws of other countries in which Oil-Dri does business, must be followed as well.

Oil-Dri 鼓励其员工、管理人员和董事参与公民事务并参与政治进程。但是，这种参与必须以个人为基础，以个人自己的时间和自费为代价。美国法律禁止公司直接或间接向联邦职位候选人捐赠公司资金、商品或服务。还必须遵守其他有关政治捐款和活动的法律，包括州、地方和石油-德里开展业务的其他国家的法律。

Complying with this Code

遵守本守则

All employees, officers and directors have a responsibility to understand and follow this Code of Ethics and Business Conduct. In addition, all are expected to perform their work with honesty and integrity and in compliance with the law in areas not specifically addressed by the Code. A violation of the Code of Ethics will result in appropriate disciplinary action, including possible termination of employment without additional warning.

所有员工、管理人员和董事都有责任理解和遵守本《道德和商业行为守则》。此外，所有人都应在《守则》未具体涉及的领域以诚实和正直的态度，并遵守法律开展工作。违反《道德守则》将导致适当的纪律处分，包括可能在没有额外警告的情况下终止雇用。

Compliance Questions & Reporting Violations合规问题和报告违规行为

Oil-Dri realizes that individuals will have questions from time to time about how best to comply with the Code of Ethics or how to deal with situations not specifically addressed in the Code which require ethical decisions. As a member of the Oil-Dri team, it is your responsibility to report suspected compliance violations within 72 hours of identification and to cooperate with any follow-up investigations.

Employees are required to come forward with such information, without regard to the identity or position of the suspected offender.

Oil-Dri 意识到，个人将不时遇到以下问题：如何最好地遵守《道德规范》，或如何处理《道德规范》中未具体涉及需要道德决定的情况。作为 Oil-Dri 团队的成员，您有责任报告可疑的合规性在识别后72小时内违反规定，并配合任何后续调查。员工必须提供此类信息，避免被视为犯罪嫌疑人。

If you have any questions about this Code of Ethics, or wish to report suspected violations, you can contact the Legal Department and/or Confidential Whistleblower Hotline at any time. All reports are confidential, and the identity of the reporter will remain anonymous.

如果您对本道德规范有任何疑问，或希望举报涉嫌违规行为，您可以随时联系法律部门和/或保密举报热线。所有报告都是保密的，您的身份将保持匿名。

Accounting Concerns: Concerns about suspected improper auditing or accounting practices may be brought directly to the attention of a member of the Audit Committee of Oil-Dri's Board of Directors. You can contact the Audit Committee (or any member of that committee) by addressing your concern to "Audit Committee Oil-Dri Corporation of America" 410 N. Michigan Ave., Chicago, IL 60611. To the extent possible consistent with its legal duties, the Audit Committee and the Board will treat such

submissions confidentially. Anonymous submissions may also be made.

会计问题：对涉嫌不当审计或会计做法的关切可直接提请石油-德里董事会审计委员会成员注意。您可以联系审计委员会（或该委员会的任何成员），解决您对“美国石油德里公司审计委员会”410 N. 密歇根大道，芝加哥，IL 60611的关注。在可能符合其法律义务的情况下，审计委员会和审计委员会将保密地处理此类呈件。也可以匿名提交。

Directors' Compliance Concerns: Directors should report any compliance concern or discuss any compliance question with Oil-Dri's General Counsel.

董事合规问题：董事应向 Oil-Dri 总法律顾问报告任何合规问题或讨论任何合规问题。

No Retaliation 禁止报复

All reports of possible violations of the Code of Ethics are taken seriously. In compliance with the law, as well as with our WECARE values, Oil-Dri will treat information concerning reporting of potential violations in a confidential manner (consistent with appropriate evaluation and investigation) and will seek to ensure that no acts of retribution or retaliation are taken against anyone for making a good faith report.

Retaliation in any form against a person who reports a violation of the Code or of the law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of the Code. Acts of retaliation should be reported immediately and will be disciplined appropriately.

所有可能违反《道德守则》的报告都受到严肃对待。根据法律以及我们的 WECARE 价值观，Oil-Dri 将以保密的方式（与适当的评估和调查一致）处理有关报告潜在违规行为的信息，并将设法确保不会因任何人提出诚信报告而遭到报复或报复。

以任何形式对举报违反《规范》或法律的人进行报复，即使举报有误，或者谁协助调查举报的违规行为，本身就是严重的违规行为守则。应立即报告报复行为，并予以适当处罚

Waivers of the Code of Business Conduct and Ethics 商业行为和道德守则豁免

If an employee believes that a waiver of this Code is necessary or appropriate, including, but not limited to any potential or actual conflict of interest, a request for waiver and the reasons for the request must be submitted in writing to Oil-Dri's general counsel. An executive officer or director must submit any request for waiver of the Code to the Chairman of Oil-Dri's Board of Directors or the chairman of any authorized committee of the Board. Any waiver of this Code for an executive officer or director may be made only by the Board of Directors, or an authorized committee of that board and will be promptly disclosed as required by law or stock exchange regulation.

如果员工认为放弃本守则是必要或适当的，包括但不限于任何潜在或实际的利益冲突，则必须以书面形式向 Oil-Dri 的总法律顾问提交豁免请求和请求理由。执行董事或董事必须向 Oil-Dri 董事会主席或董事会任何授权委员会主席提交任何豁免《守则》的请求。对于执行董事或董事，任何豁免本准则的行为只能由董事会或董事会授权委员会作出，并将根据法律或证券交易所条例的要求及时披露。

Special Responsibilities of CEO and Senior Financial Officers

首席执行官和高级财务官的特殊职责

Oil-Dri's Chief Executive Officer, Chief Financial Officer, Controller and any person performing similar functions on behalf of the Company (collectively referred to below as "Financial Officers") are bound by the provisions of this Code of Ethics and Business Conduct. Additionally, because these Financial Officers have a such an important role in preserving the Company's integrity in financial matters, they have the following responsibilities:

Oil-Dri 的首席执行官、首席财务官、财务总监和代表公司履行类似职能的任何人（下称“财务官”）受本《道德和商业行为守则》规定的约束。此外，由于这些财务官在维护公司财务事务中的诚信方面具有如此重要的作用，因此他们承担以下责任：

1. Financial Officers are responsible for full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission. It is the responsibility of each Financial Officer to bring to the attention of the

Audit Committee any material information of which he or she may be aware that affects the disclosures made by the Company in its public filings. 财务人员负责在公司向美国证券交易委员会提交的定期报告中充分、公平、准确、及时和易于理解的披露。每位财务官都有责任提请审计委员会注意他或她可能知道影响公司在其公开文件中披露的任何重大信息。

2. Each Financial Officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize or report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls. 每位财务干事应及时提请审计委员会注意他或她可能掌握的任何有关 (a) 内部控制设计或操作中可能对公司记录、处理、汇总或报告财务数据的能力的重大缺陷的信息, (b) 涉及管理层或其他在公司财务报告、披露或内部控制中发挥重要作用的员工任何任何欺诈行为, 无论是否涉及重大重大行为。
3. Each Financial Officer shall promptly bring to the attention of the General Counsel, the CEO or the Audit Committee any actual or apparent conflicts of interest between personal and professional relationships, either involving themselves or any other employee, officer or director, and any material transactions that could give rise to such a conflict. 每位财务干事应及时提请总法律顾问、首席执行官或审计委员会注意个人和专业关系之间的任何实际或明显的利益冲突, 包括涉及自己或任何其他雇员、管理人员或董事, 以及任何可能导致此类冲突的实质易。
4. Each Financial Officer shall promptly bring to the attention of the General Counsel, the CEO or the Audit Committee any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent of the Company. 每位财务干事应及时提请总法律顾问、首席执行官或审计委员会注意其可能掌握的任何有关公司或公司任何代理人可能掌握的重大违反证券或其他适用于公司及其业务运营的法律、法规或条例的证据的信息。

The Board of Directors shall have the responsibility to determine, or designate appropriate persons to determine, applicable actions to be taken in the event of violation of this Code of Ethics and Business Conduct, including the above listed responsibilities, by any Financial Officer.

董事会有责任确定或指定适当人员确定任何人员对违反本《道德和商业行为守则》(包括上述所列责任)时采取应有的行动。