



# EHS ACQUISITIONS, MERGERS AND DIVESTITURES STANDARD

## Applies To :

This standard applies worldwide to all workers involved in GTG acquisitions, mergers, divestitures, joint ventures and associated real estate transactions.

## Introduction and Background or Purpose :

GTG regularly pursues the sale and purchase of business interests. The intent of this policy is to help ensure that potential environmental, health and safety (EHS) issues are identified, evaluated and communicated for each real estate transaction and for each business that may be acquired or divested, and that these issues are prioritized and addressed relative to risk and compliance during the acquisition integration or divestiture process.

## Requirements or Expectations :

Overall responsibility for compliance with this document is assigned to the Environmental, Health and Safety organization, in partnership with the Business Development Organization. EHS Operations and the Medical Department each appoint staff to conduct EHS due diligence and EHS integration. The staff coordinates site reviews with business units and, for international locations, the Area EHS Manager.

EHS integration of acquired operations is the responsibility of the Integration Manager assigned by the division or subsidiary. In the US, EHS Operations and Medical Department expertise must be called upon to assist with identifying and prioritizing issues during acquisition integration, as well as facility closings or transfers. Internationally, area and/or country EHS management must be involved in integration and divestiture activities.

All pending acquisitions, mergers, divestitures, joint ventures and real estate transactions must be evaluated to identify EHS risks and regulatory compliance matters. The evaluation must include but not be limited to operations, real estate and products. Issues identified, and accompanying recommendations to address, must be communicated to the appropriate business and corporate management as early as feasible in the due diligence phase.

During the acquisition integration phase, further clarification of EHS risks and compliance matters must be completed. Mitigation plans, prioritized relative to risk and compliance, must then be developed and implemented with the acquiring business. In the case of divestitures, appropriate investigations must be conducted and, if necessary, a mitigation strategy must be developed and implemented with the divesting business prior to sale.

