

Business Ethics and Governance

Integrity in Action

Operating with integrity and conducting business ethically has always been imperative for Crown. As a result, we have maintained a Code of Business Conduct and Ethics for decades. This code, which is available to our employees in multiple languages, is reviewed regularly by management and outside counsel to consider evolving issues and best practices. The Nominating and Corporate Governance Committee of Crown’s Board considers management’s recommended changes annually. Final decisions on changes to the Code must be approved by the Board of Directors.

In addition, each year, our senior and middle managers certify their personal compliance with the Code. Our compliance training program includes live and digital Code training in numerous contexts for employees of all levels.

We supplement our Code of Business Conduct and Ethics with standalone policies for certain issues covered by the Code, such as Antitrust Law Compliance, Anti-Corruption Law Compliance, Trade Sanctions Law Compliance, and Environment, Health and Safety Compliance. Our compliance training includes live training modules on these policies and supplementary online training programs.

Anti-Corruption Policies

Crown employee, officer, director or independent third party acting on behalf of the Company may pay, offer or promise to pay, or authorize payment to any party, public or private, in any country, in order to secure an improper benefit for the Company. Nor may they accept or solicit such payment. “Payment” includes making bribes or kickbacks, as well as conferring anything of value, whether tangible or intangible (e.g., gifts, entertainment, travel expenses, charitable donations, political contributions, hiring an individual or relative). Our full Anti-Corruption policy can be accessed on our Corporate website.

This policy was designed after a risk analysis of all Company operations and their susceptibility to corruption. Based on those findings, we identified the personnel within those operations who might face a greater possibility of exposure to corruption based on their job functions and levels. Each of these individuals receives comprehensive training, including in-person education sessions every few years. To supplement the in-person sessions, online courses will be rolled out to each of our geographic Divisions in 2018.

We follow a comprehensive approach to risk that strives to protect the interests of our shareholders, satisfy the needs of all of our stakeholders and ensure the continuity of our business.



Governance Structure

Our Board of Directors is comprised of the following committees. More information about the roles and responsibilities of each of these committees can be found in the For Investors section of our Corporate website.

The Audit Committee

The Compensation Committee

The Nominating and Corporate Governance Committee

Crown's approach to sustainability is driven by our Sustainability Steering Committee, which is chaired by the Executive Vice President, Technology and Regulatory Affairs, and composed of leaders from across the Company with strong subject matter expertise representing various geographies and functions. The Committee meets regularly to assess our sustainability performance, discuss emerging trends, share new opportunities and ideas and review stakeholder feedback.

Precautionary Approach

As one of the world's largest and most comprehensive metal packaging companies, risk is inherent in our growing global operations. We follow a comprehensive approach to risk that strives to protect the interests of our shareholders, satisfy the needs of all of our stakeholders and ensure the continuity of our business.

We recognize that managing risk must be a dynamic process that is integrated into day-to-day management practices and applies process rigor. Our business decision-making process is governed by a philosophy that requires a conscious awareness of the risks and opportunities that different alternatives may entail. We carefully evaluate our business environment to identify potential risks, take appropriate measures to eliminate or reduce their adverse impact, and act in a manner consistent with our strategic objectives.

To achieve this, and in addition to the day-to-day risk management activities that occur globally throughout our organization, we have a global Enterprise Risk Management (ERM) program. The Crown ERM program was formed in 2010 to provide a process for identifying, assessing and managing global risks. ERM program participants include representatives from multiple functions, including the executive office, business units, corporate, information technology, regulatory and operations. This program ensures that a holistic view of risk is taken in order to identify any risks that would prevent the Company from achieving its strategic objectives.

A comprehensive risk assessment process is performed to identify all potential areas of risk affecting Crown. These risks are ranked and eventually classified in the following four categories: Strategic, Corporate, Financial and Operations. To allow us to fully understand our environmental, economic and social impacts, sustainability is a continuous consideration within our ERM process.