

Corporate Policy

Financial Controls Policy: 4.6

Business Owner: Vice President & Corporate Controller

Reviewed: March 21, 2019

Effective: July 22, 2019

Supersedes: Financial Controls Policy CSP 4.4, January 1, 2007

Services of Independent Public Accountants

Objective

To provide all employees of Olin Corporation and its subsidiaries (Olin or the Company) with Olin's policy regarding services of Olin's independent public accountants.

Policy

Responsibility of Independent Auditors

Independent public accountants are hired by Olin's Audit Committee of the Board of Directors. The Sarbanes-Oxley Act of 2002 (SOA) requires that all audit services performed by any independent public accountant and all non-audit services provided by Olin's independent public accountant (currently KPMG LLP) must be pre-approved in advance by Olin's Audit Committee. SOA also restricts the type of non-audit services that may be performed by Olin's independent public accountant and identifies a number of prohibited services that may not be performed under any circumstances. An independent public accountant is prohibited from providing the following non-audit services to an audit client or its affiliates:

- Bookkeeping
- Financial information systems design and implementation
- Appraisal or valuation services, fairness opinions, or contribution-in-kind reports
- Actuarial services
- Internal audit outsourcing services
- Management functions or human resources
- Broker-dealer, investment adviser, or investment banking services
- Legal services and expert services unrelated to the audit

Olin's independent public accountants are responsible for making an annual examination of the Company's consolidated financial statements, and for expressing an opinion on those statements. To permit them to fulfill their responsibility, Olin's independent public accountants are authorized to select any Company or subsidiary location (domestic or foreign) for examination and to decide the frequency of such examinations.

Foreign Subsidiaries

Most countries have statutory requirements for audits of corporations created under their laws. Olin's Audit Committee of the Board of Directors approves the appointment of any accounting firm used to perform the statutory audits. The Corporate Controller is to be consulted to obtain Audit Committee approval before the appointment of any accounting firm by subsidiary management.

Restriction on Hiring Personnel of Olin's Independent Public Accountant

In accordance with Section 206 of the Sarbanes-Oxley Act, Olin is prohibited from hiring any former member of the audit engagement team of its independent public accountants in a "financial reporting oversight role" (defined as a chief executive officer, controller, chief financial officer, chief accounting officer, or any person serving in an equivalent position) unless the individual has been off the audit engagement team for at least the one year period preceding the current year audit. To ensure compliance with these standards, all decisions to hire any member of Olin's independent public accounting firm who worked on the Olin account during the preceding 24 months must be pre-approved by Olin's Corporate Controller and then authorized by Olin's General Counsel.

Principal Contact

The Corporate Controller is designated as the principal contact with Olin's independent public accountant.

Manager Responsibilities

- Read, understand, follow, and uphold the rules set by this policy.
- Make sure that all employees that report to them have access to this policy and related procedures and manuals, and explain the rules where and when necessary.
- Assist in training employees on the contents of this policy and related procedures and manuals.
- Report to the Business Owner or Ethics & Compliance Officer when they learn of any inconsistencies between this policy or any related procedure or manual and local laws, regulations, or government orders.

Employee Responsibilities

- Read this policy and related procedures, and understand their responsibilities.
- Seek guidance from management, Human Resources, the Policy Business Owner's organization, the Legal Department, or Ethics & Compliance Officer when they believe their action, inaction or decision could violate this policy or any related procedure or manual.

Exceptions

- Managers and employees are not authorized to make changes to or approve exceptions to this policy.

International Subsidiaries, Affiliates, and Locations

This policy will apply to all employees of Olin and its subsidiaries and affiliates, including at all international locations to the extent it is not inconsistent with the applicable local and international laws.