

## **3M COMPANY CODE OF BUSINESS CONDUCT AND ETHICS FOR MEMBERS OF THE BOARD OF DIRECTORS**

The Board of Directors (the "Board") of 3M Company (the "Company") has adopted the following Code of Business Conduct and Ethics (the "Code") for directors of the Company ("Directors"). This Code incorporates long-standing principles of conduct the Company and the Board follow to ensure the Company's business and the activities of the Board are conducted with integrity, adherence to the highest ethical standards, and in compliance with the law. Each director must comply with the letter and spirit of this Code.

No code or policy can anticipate every situation that may arise. Accordingly, this Code is intended to serve as a source of guiding principles for Directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chairman of the Nominating and Governance Committee and the Company's Chief Legal Officer ("CLO"), who may consult with inside or outside legal counsel as appropriate.

Directors who also serve as officers of the Company should read this Code in conjunction with the Company's Business Conduct Manual, which may be found at [3M Business Conduct Policies](#).

### **1. Conflict of Interest.**

A "conflict of interest" can occur when a Director's personal interest is adverse to – or may appear to be adverse to – the interests of the Company. Conflicts of interest also arise when a Director, or a member of his or her immediate family,<sup>1</sup> receives improper personal benefits as a result of his or her position as a Director.

Directors must avoid any conflicts of interest between the Director and the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company, will be disclosed promptly to the Chairman of the Nominating and Governance Committee and the CLO.

This Code does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts from which Directors must refrain, however, are set out below.

- Relationship of the Company with third parties. Directors may not knowingly engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.

New York Stock Exchange Rule 303A(2)(b) defines "immediate family" to include a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who share such person's home.

- Compensation from non-Company sources. Directors may not accept compensation (in any form, including receipt of IPO shares) for services performed for the Company from any source other than the Company.
- Gifts. Directors and members of their families may not accept gifts from persons or entities that deal with the Company in those cases where any such gift is being made in order to influence the Directors' actions as a member of the Board, or where acceptance of the gifts could create the appearance of a conflict of interest.
- Personal use of Company assets. Directors may not use Company assets, labor or information for personal use unless as part of a compensation or expense reimbursement program available to all Directors.

## **2. Corporate Opportunities.**

Directors are prohibited from: (a) taking for themselves personally opportunities related to the Company's business; (b) using the Company's property, information, or position for personal gain; or (c) personally competing with the Company for business opportunities, provided, however, if the Company's disinterested Directors determine that the Company will not pursue an opportunity that relates to the Company's business, a Director may do so.

## **3. Conflicts of Fiduciary Obligations in connection with Other Directorships and Positions**

If a Director is also a director or executive officer of another organization and encounters any situation where her or his role with that other organization may be in conflict with the Company's interests, the Director must (i) inform the Company's Chairman of the Board and CLO of the potential conflict and (ii) take appropriate action, including to recuse herself or himself from participation in the Board's consideration of the matter giving rise to the conflict and such other action necessary under the circumstances.

## **4. Protection and Proper Use of Company Assets**

Directors shall protect, and oversee protection and efficient and proper use of the Company's assets.

## **5. Compliance with Laws, Rules and Regulations; Fair Dealing**

- Directors shall comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company, including insider-trading laws.
- Directors shall oversee policies intended to ensure fair dealing by employees and officers with the Company's customers, suppliers, competitors and employees.

## **6. Confidentiality and Stock Trading Policy**

- Confidentiality. Directors shall maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, from whatever source, in their capacity as a Director, except when disclosure is authorized or legally mandated. For purposes of this Code, "confidential information" includes all non-public information relating to the Company.
- Release of Confidential Information. Confidential information about the Company, including information that can be expected to have an impact on the market for the

Company's stock, including forward-looking information such as revenue or earnings projections, may be released only in accordance with the Company's guidelines and the law. Contacts with news organizations should be handled through the Company's Public Relations Department.

- **No Securities Transactions while in Possession of Material Nonpublic Information.** Directors who have access to, or knowledge of, material nonpublic information from or about the Company are prohibited from buying, selling or otherwise trading in the Company's stock or other securities. Directors who acquire material nonpublic information about another company in the course of service as a Director are prohibited from trading in the securities of the other company. "Material nonpublic" information includes any information, positive or negative, that has not yet been disclosed to the public and that might be of significance to an investor in deciding whether to buy or sell stock or other securities.
- **No Communication or "tipping" of Material Nonpublic Information to Others.** Directors also are prohibited from directly or indirectly disclosing material nonpublic information to any other person, including family members, other relatives and friends, so that they may trade in the stock or other securities of the Company or another company.
- **Pre-clearance of All Securities Transactions.** To ensure compliance with the two-day reporting requirements under Section 16 and to help prevent even inadvertent violations of the federal securities laws, Directors must pre-clear with the Assistant General Counsel and Corporate Secretary any transaction involving 3M securities (including sales/purchases, gifts, trust contributions or any other transfer).

## **7. Encouraging the Reporting of Any Illegal or Unethical Behavior.**

Directors shall continue to promote ethical behavior through adherence to the highest ethical standards and the Board shall oversee steps taken by management to ensure the Company continues to: (a) encourage employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourage employees to report violations of laws, rules, regulations or the Company's Business Conduct Manual to appropriate personnel; and (c) inform employees that the Company will not allow retaliation for reports made in good faith.

## **8. Compliance Procedures.**

Directors shall communicate any suspected violations of this Code promptly to the Chairman of the Board or Chairman of the Nominating and Governance Committee and the CLO. Violations will be investigated and appropriate action will be taken in the event of any violations of the Code. Any waiver of this Code must be made only by the Board or the Nominating and Governance Committee and will be promptly disclosed in accordance with applicable law.