

# Airgas, Inc.

## Code of Ethics and Business Conduct

### 1. Introduction

This Code of Ethics and Business Conduct applies to all of our Company's employees, officers and directors, including the Chief Executive Officer, and the Chief Financial Officer and the Controller (the "Senior Financial Officers"). We require the highest standards of professional and ethical conduct from our employees, officers and directors. Our reputation for honesty and integrity among our stockholders is key to the success of our business. No employee, officer or director will be permitted to achieve results through violations of laws or regulations, or through unscrupulous dealings.

We intend that the Company's business practices will be compatible with the economic and social priorities of each location in which we operate. Although customs and standards of ethics may vary in different business environments, honesty and integrity must always characterize our business activity.

This Code reflects our commitment to a culture of honesty, integrity and accountability and outlines the basic principles and policies with which all employees, officers and directors are expected to comply. Please read this Code carefully.

In addition to following this Code in all aspects of your business activities, you are expected to seek guidance in any case where there is a question about compliance with both the letter and spirit of our policies and applicable laws. This Code sets forth general principles and does not supersede the specific policies and procedures that are covered in separate specific policy statements, such as the Company's Confidentiality and Securities Trading Policy. References in this Code to the Company means Airgas, Inc. or any of its subsidiaries.

Your cooperation is necessary to the continued success of our business and the cultivation and maintenance of our reputation as a good corporate citizen. Any questions or concerns regarding anything contained in this Code should be directed to the Company's General Counsel, who will be responsible for administering the Code.

### 2. Promoting a Positive Work Environment

People are the key to success in any business. In recognition of this, we encourage all employees to look for ways to improve their own work methods and results and those of the Company as a whole.

A basic goal of the Company is to create and maintain a high standard of excellence in relationships with its employees. Specifically, the Company will:

- Recruit, select, promote, transfer, discipline, train and compensate employees on the basis of qualifications for the work to be performed, without discrimination of any kind in terms of race, religion, ethnicity, national origin, color, sex, age, disability, military status or other legally protected status;
- Ask that individuals give their best efforts and solicit their ideas and suggestions for innovation and improvement;
- Protect our employees' health and lives by maintaining a clean, safe and drug-free work environment;
- Develop relationships that inspire respect for, as well as confidence and trust in, the Company; and
- Develop a climate that encourages good people to want to work for the Company and support the achievement of the Company's objectives.

### **3. Protect Yourself, Your Fellow Employees and the Community**

Workplace safety and health are paramount concerns and are conditions of employment at all of the Company's facilities. Employees must adhere to applicable health and safety laws and regulations and all related Company policies designed to ensure safe working conditions, including the Company's substance abuse policy. Employees are responsible for working safely and are expected to participate actively in training and in identifying and alerting management to potential hazards and unsafe practices. Managers at each location are responsible for ensuring compliance with all applicable safety policies and procedures.

The Company is committed to being a good neighbor in all of the communities in which it operates its businesses. We also are committed to observing the laws and regulations that are designed to protect the safety, health and environment in the communities in which we do business and be conscious of this responsibility during the course of our daily activities.

### **4. Complying with Laws and Regulations**

#### **4.1 Generally**

All employees, officers and directors of the Company should respect and comply with all of the laws, rules and regulations of the U.S. and other countries, and the states, counties, cities and other jurisdictions, in which the Company conducts its business, or the laws, rules and regulations that are applicable to the Company. Employees, officers and directors who fail to comply with this Code and applicable laws will be subject to disciplinary measures, up to and including discharge from the Company.

This Code does not summarize all laws, rules and regulations applicable to the Company and its employees, officers and directors. Please consult the Company's Legal Department if you have any questions with respect to specific laws, rules and regulations.

## **4.2 Bribes and Kickbacks**

Bribery is illegal and subject to criminal penalties in the United States and many other countries. You may not give any bribes, kickbacks or other similar considerations to any person or organization to attract business. All decisions regarding the purchasing of materials, supplies and services must be made on the basis of competitive price, quality and performance, and in a way that preserves the Company's integrity. You also may not offer or promise a payment, gift or reward of any kind, directly or indirectly, to any federal, state or local government official in order to secure preferential treatment for the Company or its employees.

Fees, commissions or other amounts paid to outside consultants, agents or other third parties must be fully disclosed to our Chief Financial Officer or Controller, and must be legal, proper and reasonable in relation to customary commercial practice. Payments to these persons should never be used to accomplish indirectly what the Company could not properly or legally do directly.

You should also be familiar with, and observe, the provisions of Section 6 of this Code relating to Gifts and Gratuities, because the giving or receiving of such items could constitute an illegal bribe or kickback under certain circumstances.

## **4.3 Antitrust**

Fair competition is fundamental to the free enterprise system. A competitive economy and the underlying goals of the federal and state antitrust laws best serve the Company's interest.

Except as described below with respect to the dual nature of certain customer/competitors or supplier/competitors, agreements with competitors relating to pricing and conditions of sale are serious antitrust offenses that are usually prosecuted criminally. Because a court could find that merely discussing these subjects is evidence of an agreement, the safest course is to avoid any communication at all with competitors about prices and conditions of sale. Accordingly, as a matter of Company policy, our employees may not enter into discussions or arrangements with competitors regarding pricing, marketing, production, credit or other subjects affecting the manufacture and sale of our products to existing or prospective customers. The nature of our business requires that some of our employees meet with competitors from time to time in their capacity as customers and suppliers of the Company. These contacts should be limited to those individuals who are responsible for the purchase or sales function related to the transaction and to matters appropriate to that legitimate customer or supplier relationship. Failure to observe these guidelines can result in serious liability to the Company and to the individuals involved.

Any employee who deals with competitors must be familiar with and adhere to the Company's Antitrust Compliance Guide. Any questions about antitrust compliance must be discussed with the Legal Department. In addition, the Company provides antitrust training to those employees who may face antitrust issues.

#### **4.4 Securities Laws and Insider Trading**

As a publicly held company, we and our employees, directors and officers must always be alert to and comply with the securities laws and regulations and the Company's Confidentiality and Securities Trading Policy. It is against the law and our policy to buy or sell the Company's securities based on material, non-public information about or involving the Company. If you have access to or knowledge of material, confidential or non-public information from or about the Company, you should not buy, sell or otherwise trade in the Company's securities, whether or not you are using or relying upon that information. This same prohibition applies to trading in the securities of other publicly held companies on the basis of material, non-public information you receive in the course of your employment with the Company. This restriction extends to sharing or tipping others about such information, especially as the individuals receiving such information might utilize such information to trade in the Company's securities. The Company has implemented trading restrictions to reduce the risk, or appearance, of such insider trading.

You should review the Company's Confidentiality and Securities Trading Policy or consult with the Company's Legal Department if you have questions regarding the applicability of such insider trading prohibitions.

#### **4.5 Equal Opportunity and Harassment-Free Employment**

The Company is an equal opportunity employer. The Company's policy is to select and place employees on the basis of qualification for work to be performed, as required by applicable laws, without discrimination in terms of race, religion, ethnicity, national origin, color, military status, sex, age, status as a qualified individual with a disability or other status protected by law. All employees must refrain from any act that is designed to cause or does cause unlawful employment discrimination with respect to any term or condition of employment.

The Company is also committed to the goal of providing a safe, secure, productive and healthy work environment free from harassment of any kind. Our employees are prohibited from engaging in any act that is designed to cause or does cause unlawful harassment or intimidation, including sexual harassment. The Company will not tolerate any form of unlawful harassment or intimidation by any employee.

The Company conducts prompt and effective investigations into all complaints of harassment or discrimination.

#### **4.6 Environmental Protection**

The Company is committed to full compliance with national, state and local environmental laws and regulations at all of its facilities. You are expected to understand and act in accordance with your obligations under environmental laws, including any new or modified obligations as they are established. You must report suspected violations of those laws to your supervisors who have the obligation to investigate any reported violation to ensure that timely and effective remedial action is taken where appropriate.

## **5. Honest and Ethical Conduct; Conflicts of Interest**

All employees, officers and directors of the Company should engage in and promote honest and ethical conduct and be scrupulous in avoiding a conflict of interest with regard to the Company's interests. A "conflict of interest" exists whenever your private interests interfere or conflict in any way with the interests of the Company. A conflict situation can arise when you take actions or have interests that may make it difficult to perform your Company work objectively and effectively. Conflicts of interest may also arise when you, or a member of your family or household, receive improper personal benefits as a result of your position in the Company, whether received from the Company or a third party. Loans to you, or guarantees of your obligations, and those of your family or household members may create conflicts of interest. Federal law prohibits loans to directors and executive officers.

Conflicts of interest are prohibited as a matter of Company policy. Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Company's Legal Department. If you become aware of a conflict or potential conflict, you should bring it to the attention of a supervisor, manager or other appropriate personnel.

## **6. Gifts and Gratuities**

Gifts, favors and entertainment may be given to others at Company expense, or accepted from others, only if they are consistent with the law and accepted business practices and if they are of sufficiently limited value and in a form that could not reasonably be construed as a bribe or payoff. Gifts in the form of cash or its equivalent are prohibited. Similarly, secret commissions or other compensation to employees of customers or their family members or associates are prohibited. It is impossible to set absolute standards for gifts that are "appropriate" rather than "inappropriate." If gifts are of nominal value, however, and given without obvious intent to gain inappropriate influence or advantage, they are likely acceptable. Gifts of a personal nature with a slight value, or entertainment that is clearly in the interest of the Company by virtue of the business contacts established, should be regarded as acceptable.

## **7. Corporate Opportunity**

Employees, officers and directors are prohibited from (a) taking for themselves personally opportunities that properly belong to the Company or are discovered through the use of corporate property, information or position, (b) using corporate property, information or position for personal gain, and (c) competing with the Company. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

## **8. Confidentiality**

Employees, officers and directors of the Company must maintain the confidentiality of confidential information that has not been made public by the Company, which is entrusted to them by the Company or its suppliers or customers, except when disclosure is authorized by the Legal Department or required by laws, regulations or legal proceedings. Whenever feasible, you should consult the Legal Department if you believe that you have a legal obligation to disclose confidential information. The obligation to preserve confidential information continues even after you leave the Company until the information is made publicly available by the Company or until the Company no longer considers it confidential. Confidential information includes the Company's trade secrets and proprietary information as well as all non-public information that might be of use to competitors of the Company, or harmful to the Company or its customers if disclosed. It also includes information that suppliers and customers have entrusted to us. You should refer to the Company's policies regarding the protection and permitted uses of confidential information.

## **9. Fair Dealing**

Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers, competitors, officers and employees. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair or deceptive practice.

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

All employees, officers and directors should protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incidents of fraud or theft should be immediately reported for investigation. All Company assets should be used for legitimate business purposes. Company assets may never be used for illegal purposes.

The obligation to protect Company assets includes the protection of proprietary information. Proprietary information includes any information that is not generally known to the public or would be helpful to our competitors. Examples of proprietary information are intellectual property, business and marketing plans and customer and employee information. The obligation to preserve proprietary information continues even after you leave the Company. Until the Company publicly discloses such information or no longer considers it proprietary information, any documents, papers or records that contain trade secrets or proprietary information are the Company's property and must remain at the Company.

## **11. Company Records**

All employees have a responsibility to record and report information accurately in accordance with the Company's policies and all applicable laws and regulations. All financial and operational records, including accounting records, research reports, expense accounts, sales reports, time sheets and other documents should accurately and clearly represent the important facts and true nature of the conditions and transactions. Misleading, false, or incomplete information and statements are not permitted.

Fraudulent activities such as forgery, alteration of documents, dishonesty in reporting transactions, or destruction of records are strictly prohibited and may lead to civil or even criminal liability for both the employee and the Company. No employee may engage in, allow or conceal any financial or bookkeeping irregularity.

## **12. Accounting Complaints**

The Company's policy is to comply with all applicable financial reporting and accounting regulations applicable to the Company. If any employee, officer or director of the Company has concerns or complaints regarding questionable accounting, internal accounting controls or auditing matters of the Company, he or she is encouraged to submit those concerns or complaints to the Chairman of the Audit Committee of the Board of Directors of the Company at the address or telephone number set forth in the Company's Statement on Reporting Ethical Violations. The confidentiality of all such complaints and concerns submitted by employees will be protected, including keeping the identity of the person submitting the complaint anonymous, subject to applicable law, regulation or legal proceedings. Any other complaints received by the Company regarding accounting, internal accounting controls or auditing matters will be forwarded to the Chairman of the Audit Committee for investigation. The Company's Disclosure Committee, which is responsible for reviewing the Company's public filings, will review complaints made by employees or others regarding accounting, internal accounting controls or auditing matters.

## **13. Reporting any Illegal or Unethical Behavior and Violations of this Code**

Employees are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior or violations of this Code and, when in doubt, about the best course of action in a particular situation. Employees, officers and directors who are concerned that violations of this Code or that other illegal or unethical conduct by employees, officers or directors of the Company have occurred or may occur should either contact their supervisors or superiors. If they do not believe it appropriate or are not comfortable approaching their supervisors or superiors about their concerns or complaints, they may contact the General Counsel, the Chief Executive Officer or the Chairman of the Audit Committee of the Board of Directors of the Company at the addresses, telephone numbers or e-mail addresses set forth in the Company's Statement on Reporting Ethical Violations. All letters and e-mail will be kept in confidence and acted upon only by designated personnel unless disclosure is required or deemed advisable in connection with any governmental investigation or report, in the interest of the Company, or in the Company's legal handling of the matter.

## **14. No Retaliation**

The Company will not permit retaliation of any kind by or on behalf of the Company and its employees, officers and directors against any employee who provides information or otherwise assists in federal or authorized Company investigations, by a person with supervisory authority over the employee, of conduct which such person reasonably believes constitutes mail fraud, wire, radio or television fraud, bank fraud, federal securities laws violations or fraud against shareholders under any other federal laws. In addition, the Company will not permit retaliation against an employee who, in good faith, files, participates in or assists in a proceeding filed or about to be filed relating to any of the foregoing violations, or in good faith submits reports or complaints of violations of this Code or other illegal or unethical conduct.

The Company's General Counsel will be responsible for administering and overseeing the Company's non-retaliation policy, including (i) the collection, prompt review, resolution and retention of employee and other complaints and (ii) being available to discuss with employees complaints raised or reports submitted. The Company's training and educational programs will be designed to provide management and other Company employees who have supervisory authority with training in the proper handling of employee complaints covered by the non-retaliation policy.

## **15. Public Company Reporting**

As a public company, it is of critical importance that the Company's filings with, and submissions to, the Securities and Exchange Commission and other public communications made by the Company be full, fair, accurate, timely and understandable. Depending on his or her position with the Company, an employee, officer or director may be called upon to provide necessary information to assure that the Company's public reports are complete, fair, accurate, timely and understandable. The Company expects employees, officers and directors to take this responsibility very seriously and to provide prompt, accurate answers to inquiries related to the Company's public disclosure requirements. The Chief Executive Officer and the Senior Financial Officers should exercise the highest standard of care in preparing the Company's filings, submissions and other public communications in accordance with the following guidelines:

- All Company accounting records, as well as reports produced from those records, must be kept and presented in accordance with the laws of each applicable jurisdiction;
- All records must fairly and accurately reflect the transactions or occurrences to which they relate;
- All records must fairly and accurately reflect in reasonable detail the Company's assets, liabilities, revenues and expenses;

- The Company's accounting records must not contain any false or intentionally misleading entries;
- No transactions should be intentionally misclassified as to accounts, departments or accounting periods;
- All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper account and in the proper accounting period;
- No information should be concealed from the Company's Internal Audit Department or the outside auditors; and
- The Company's accounting records must at all times comply with Generally Accepted Accounting Principles and the Company's system of internal controls over financial reporting.

## **16. Amendment and Waiver**

Any amendment (other than a technical or non-substantive amendment) to this Code may only be made by the Board of Directors or a Board Committee, and waivers for executive officers or directors may only be made by the Board of Directors or a Board Committee. Such amendments and waivers will be subject to the disclosure and other provisions of the Securities Exchange Act of 1934, and the rules thereunder, and the applicable rules of the New York Stock Exchange.

## **17. Compliance Affirmation**

Each of the Company's employees, members of the Board of Directors and officers (including the Chief Executive Officer and all Senior Financial Officers) must complete the attached Receipt and Affirmation of Compliance. Accordingly, please complete and return it to your supervisor as soon as possible.