

Axiall Corporation
Code of Business Conduct and Ethics

(Effective September 11, 2013)

The Board of Directors (the “Board”) of Axiall Corporation has adopted this Code of Business Conduct and Ethics (the “Code”) to apply to members of the Board, as well as the Company’s officers and employees. As used in this Code, the term “Company” shall mean Axiall Corporation and all of its direct and indirect subsidiaries. This Code is intended to focus the Company’s directors, officers and employees on areas of ethical risk, provide guidance to help them recognize and appropriately deal with ethical issues, describe how they should report possible unethical conduct, and help foster a culture of honesty and accountability.

The Company’s Corporate Compliance Director has overall day-to-day responsibility for the oversight and management of the Code, and shall report directly to the Chief Executive Officer and the Audit Committee of the Board of Directors (i) at least annually, regarding the implementation and effectiveness of the Code; and (ii) promptly, on any matter involving criminal conduct or potential criminal conduct.

The following important topics are described in detail in this code:

- Conflicts of interest;
- Corporate opportunities;
- Confidentiality;
- Fair dealing;
- Protection and proper use of Company assets;
- Compliance with laws, rules and regulations (including insider trading laws); and
- Reporting of any illegal or unethical behavior.

CONFLICTS OF INTEREST

All directors, officers and employees of the Company must avoid situations which present, or might be construed as presenting, a conflict of interest. A “conflict of interest” occurs when a director’s, officer’s or employee’s private interest interferes in any way with – or even appears to interfere – with the

interests of the Company as a whole. A conflict situation can arise when a director, officer or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when a director, officer or employee, or member of his or her family, receives improper personal benefits as a result of his or her position with the Company. No director, officer or employee should provide, accept or solicit business entertainment or gifts with more than a nominal monetary value, or that could be construed as a bribe or payoff, or that violate any laws or regulations. No cash or cash equivalents, such as gift certificates should be accepted.

No director, officer or employee of the Company should have any position with, or substantial interest in, any business enterprise, the existence of which might tend to affect independence of judgment with respect to transactions between the Company and such other business enterprise.

CORPORATE OPPORTUNITIES

Employees, officers and directors are prohibited from: (a) taking for themselves personally opportunities that 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.

CONFIDENTIALITY

Employees, officers and directors must maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, as well as information, the disclosure of which could be harmful to the Company or its customers.

FAIR DEALING

Each employee, officer and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. Nothing in this paragraph shall be deemed to alter any existing legal rights or obligations of the Company or the "at will" employment arrangements between the Company and its employees.

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. All Company assets should be used for legitimate business purposes.

Expenditures of Company funds and use of Company property should be made only as properly authorized. The Company requires accurate and complete accounting in compliance with accepted accounting rules and controls. All expenditures and payments should be properly recorded and documented.

COMPLIANCE WITH LAWS, RULES AND REGULATIONS

It is the policy of the Company to conduct its business, and to operate and maintain its facilities, in compliance with all applicable local, state and federal laws and regulations.

The Company's directors, officers and employees must comply with all insider trading laws, as insider trading is both illegal and unethical. Thus, the Company's directors, officers and employees should carefully review and familiarize themselves with the Company's insider trading policy, and strictly adhere to that policy at all times. If any director, officer or employee is uncertain about whether a planned or potential transaction involving securities of Axiall Corporation would violate the Company's insider trading policy, he or she should promptly consult with the Company's Law Department about the matter before engaging in any such transaction.

ENCOURAGING THE REPORTING OF ANY ILLEGAL OR UNETHICAL BEHAVIOR

The Company will not tolerate violations of this Code, and encourages directors, officers and employees to promptly report any possible violations of laws, rules, regulations or the Code. The Company encourages employees to talk to supervisors, managers or other appropriate personnel when in doubt about the best course of action in a particular situation. If any director, officer or employee becomes aware of a possible violation, he or she should bring the matter to the attention of appropriate people within the Company. Corporate personnel, such as members of the Law Department, Internal Audit, the Human Resources Department, a member of Environmental Safety and Health management, or a department manager could be contacted to report a possible violation.

In the event that contacting any of the resources described above is not feasible or appropriate, possible violations of the Code also can be reported anonymously to the Company's hotline at 1-800-93-ALERT. All reports will be investigated promptly.

The Company will not tolerate retaliation, in any form, as a result of a report of a possible code violation made in good faith.

WAIVERS OF CODE COMPLIANCE; BOARD APPROVAL REQUIRED

The Board or a Board committee designated by the Board, in its sole discretion, shall have the full power and authority to interpret and administer this Code, including, without limitation, any determinations as to whether a breach of this Code occurred or is occurring and whether a waiver of any one or more of the provisions of this Code is necessary or advisable. A waiver of any of the provisions of this code can only be made by the Board or a Board committee designated by the Board, and any such waiver will be promptly disclosed to shareholders within four business days of such determination. The Board's interpretation and construction shall be binding and conclusive on all persons for all purposes.