



## **Code of Conduct**

**of EUROGATE GmbH & Co. KGaA, KG  
and the EUROGATE Group companies**

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## **Preamble**

Commercial success and socially responsible conduct are not a contradiction in terms, they require each other. By introducing this Code of Conduct, EUROGATE intends to take another consequential step in underlining its responsibility. Our values and standards are particularly important in shaping our business conduct. We want to be a reliable and fair partner for our customers, business partners and shareholders by complying with laws and regulations as well as our ethical principles.

This Code of Conduct shall serve as help and shall, in case of doubt, protect against wrongful actions.

In cases of doubt, the direct supervisor, ombudsman or the Compliance Officer should be addressed personally.

Mutual trust is important at EUROGATE. Therefore, the workers' representation committees are also of particular importance at EUROGATE. Our cooperation aims to create and enhance a motivating and positive working environment in order to be commercially successful and to remain so in the long term.

Each individual employee plays a particular role in implementing this Code. Together we owe it to our customers, business partners, shareholders and not least our colleagues to shape our future in a positive way.

EUROGATE's excellent reputation on the market is one of the company's particular features. In order for this to remain so in the future, each individual in the company is required to use his sense of responsibility to make a contribution. This applies especially in view of the further global integration and increasing complexity of legal regulations.



The duty to comply with our Code of Conduct as well as our conduct in line with statutory provisions and the law mean we are well-prepared for a successful future. Our daily conduct should be based on integrity and ethical principals, and each employee's active support in this matter will contribute to a positive working environment.

## **I. Area of application**

This Code of Conduct is binding for our daily business and applies to all members of the Group Management Board, managing directors, authorised signatories (Prokurist), executives, employees <sup>1</sup>, temporary staff and advisors.

This Code applies to all German companies where EUROGATE GmbH & Co. KGaA, KG holds, directly or indirectly, at least 50% of the shares or where EUROGATE GmbH & Co. KGaA, KG controls the management. EUROGATE's customers, business partners and shareholders appreciate EUROGATE's excellent service and quality as well as its values such as high trust and a high level of reliability. Assuming management responsibility as well as fairness and integrity in our dealings with each other are a matter of course for us.

We, at EUROGATE, will only be able to achieve long-term commercial success together if our actions

- show zero tolerance for corruption;
- are free from discrimination of any kind;

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<sup>1</sup>The masculine form is used throughout the text. This simply serves to improve readability. This form applies equally to both genders within the meaning of equal treatment, and it equally implies the feminine form.



- give high priority to occupational health and safety;
- manage resources responsibly;
- accept fair means of competition; and
- if we deal with our employees' and customers' personal data in strict confidentiality.

Accordingly, decisions that serve to achieve commercial success may only be taken if they are legally and ethically sound. Violations of applicable laws may lead to considerable damage to the company, especially due to high fines or claims for damages. Not least, the reputation of EUROGATE would be seriously damaged even in case of the slightest appearance of unlawful conduct.

Compliance with laws and statutory provisions is imperative at EUROGATE. Thus, each and every employee is obliged and legally bound to comply with this Code of Conduct. This means that each employee is obliged to carefully study and observe this Policy and these principles.

## **II. Working environment**

### **1. Internationalisation and equal opportunities**

The personal dignity of each individual shall always be fully respected. The working environment at EUROGATE is also characterised by mutual respect and understanding as well as an open, respectful and fair attitude towards fellow employees. Each employee has the right to be treated respectfully by colleagues, supervisors and fellow employees.



One special characteristic at EUROGATE is the company's solidarity with the respective location on the one hand and its internationality on the other. The diversity of languages, cultures and nationalities enriches us as a company. We therefore actively promote a work environment where respect and equal opportunities prevail. Discrimination, harassment or a hostile work environment will not be tolerated at our company.

Nobody may be wronged or favoured due to his skin colour, gender, handicap, ideology, culture, sexual orientation, age, religion, ethnical or social origin, nationality, appearance, marital status and his political or trade union activities.

Executives act as role models and bear the responsibility for creating a positive work environment for our employees, free of discrimination and harassment. Any form of child labour or forced labour is strictly prohibited at EUROGATE.

Complying with this Code of Conduct and respectful interaction allow us to work together as partners.

## **2. Sustainability and environmental protection**

We observe the environmental protection laws in the countries where we are active and we always strive to observe the principles of sustainability and environmental protection in all our actions. When designing products and services, we are responsible for ensuring that their environmental impact and the use of natural resources is constantly reduced while keeping financial considerations in mind.



### **3. Health and safety at the workplace**

For us, the employees play a crucial role in paving the way for EUROGATE's success. Therefore, the health of our employees and occupational safety are of utmost importance to us. In planning, carrying out and optimising our processes and services, we guarantee a safe work environment for each employee. For us, the national and local provisions represent the minimum standards for preventing accident risks.

Preventative occupational safety and health-promoting measures serve to contribute to the health, satisfaction and continuous performance of our employees. Each employee shall help to prevent health risks. It is the duty of each individual to conduct himself in a perceptive manner, strive to keep the workplace safe and to strictly comply with occupational safety provisions. The respective executive or, alternatively, the Safety Officer shall be notified without undue delay of any deficiencies that are identified.

### **4. Responsibilities of the executives**

The Group Management Board and the executives of EUROGATE act as role models. Each executive must earn respect by exemplary behaviour, performance, open-mindedness and interpersonal skills.

Executives are responsible for the organisational and supervisory duties in their respective area of responsibility. In order to ensure that behaviour complies with the regulations, it is of particular importance that executives regularly inform their own employees of the obligations and powers aimed at preventing violations of the law. Executives shall set clear, ambitious yet realistic goals. The management style is based on trust, open communication and appreciation. Working together in a constructive manner



requires a trustful work environment with collaborative and open information exchange.

### **III. Behaviour towards business partners, competitors and authorities**

#### **1. Anti-corruption**

Our success is predominately due to the high quality of our services with which we compete on a daily basis. Bribery or corrupt conduct on our part would harm not only ourselves but also the market and the environment in which we do business.

We strictly refuse to tolerate any corruption and company-damaging conduct or dishonest business practices by employees or third parties.

This means that no employee of EUROGATE may, in the context of his business activities, offer, promise or accept incentives, perks, preferences or other advantages that aim to influence or even appear to influence fair, objective and proper decisions.

Interacting with our customers and business partners in an open, fair and reliable manner is important to us. In maintaining relationships, business invitations or gifts form part of customary business dealings. However, the ban on accepting or granting undue advantages also applies here. This means that gifts, invitations and benefits must be in line with business practices whereby such gifts, invitations and benefits must be granted in a transparent manner. Gifts and benefits should be inexpensive courtesies. Accepting financial benefits is categorically forbidden.



Official business dinners should also be in a reasonable and customary range. Overall, benefits, invitations and gifts should be related to business and should be given in a transparent manner. They should be reasonable and should also be in line with social and general business practice and may not be given on a regular basis. Benefits that are received or given in close proximity (time-wise) to important contract negotiations, are particularly critical. In case of doubt, each employee is obliged to ask his respective direct supervisor or the Compliance Officer for advice.

In this context, the EUROGATE Anti-Corruption Policy must be observed by all employees.

## **2. Dealing with authorities and third parties**

A specific degree of sensitivity is required when dealing with civil servants, politicians, judges or other representatives of public institutions ("Officials"), their relatives or related parties. Benefits shall be avoided where possible as the laws are very strict with regard to dealings with public officials. The Compliance Officer must be contacted if doubts or questions arise in dealing with public officials.

Furthermore, granting advantages directly or indirectly to advisors, agents or intermediaries is prohibited if the benefits are used to exert influence on a public official. The selection process for choosing advisors, agents or intermediaries must be transparent.

The remuneration should appropriately reflect the value of the services performed and the personal qualification. Basically, the interests of EUROGATE shall be safeguarded in the best possible way.



### **3. Donations and sponsoring**

EUROGATE supports charity projects as a social commitment and in order to give a positive impetus to the society in which we operate. Our commitment in the form of donations in kind, monetary donations or sponsoring activities serve to promote education, science, culture, art, social aspects, sport and other social activities to a customary extent. Donations must be allocated in a disinterested manner. Our sponsoring activities shall serve to contribute usefully to the local region and society.

Our donations and sponsoring activities are performed in accordance with the principles of transparency, are of a voluntary nature and are legally tenable. Decisions concerning donations and sponsoring activities may be made solely by Group Management Board. Once a positive decision has been made, all monetary payments and cash-value benefits must be documented. Payments may only be made as non-cash payments.

### **4. Fair competition**

At EUROGATE, we declare our belief in fair, authentic and free competition, whereby complying with the applicable antitrust and competition laws is a matter of course for us. Antitrust and competition laws protect performance-driven companies like EUROGATE and the common good, thus enabling markets to develop freely. Each employee is obliged to comply with antitrust laws and to maintain fair competition. All illegal and anticompetitive activities are strictly prohibited. This includes any and all concerted action or information exchange with competitors concerning prices, tenders, terms and conditions, market shares, capacities or non-competition agreements.

It is strictly prohibited to submit dummy tenders or split customers or areas. As the interpretation of individual laws can be difficult under certain



circumstances, the direct supervisor should always be consulted if questions arise; if needed, the supervisor can then call in the Group legal department.

#### **IV. Avoiding conflicts of interest**

##### **1. Own interests**

Our mutual success is what is important to us. Therefore, it is particularly important that every employee takes business decisions objectively and in the interests of EUROGATE and not in his own interest. A conflict situation can, for example, arise if family members or other related persons work for business partners or competitors or may have a personal or financial interest.

Any selection concerning the initiation of business relationships and/or purchasing or employment decisions shall be transparent, shall follow factual and objective criteria and shall be documented.

If conflict situations arise, the relevant executive or the Compliance Officer must be informed without undue delay in order to prevent allegations of corruption and to find a suitable solution.

##### **2. Secondary activities and company shareholdings**

Employees are obliged to provide the contractually owed working capacity and to fulfil the tasks they are entrusted with to the best of their knowledge and abilities. Secondary activities that could impair the fulfilment of such obligations are not admissible. The respective direct supervisor and the respective Human Resource manager shall be informed in advance of any and all external secondary activities, which must be approved by Human Resources. Any additional contractual or other provisions that could apply to



the respective employment in this context must be observed in doing so. The provisions of the Group Management Board's internal rules of procedure shall apply to members of the Group Management Board.

Shareholdings in third party companies by employees, executives or members of the Group Management Board are only permitted provided there is no conflict of interest with EUROGATE. If there is any risk of a conflict of interest, such shareholdings must be discontinued immediately. Any additional contractual or other provisions that could apply to the respective employment in this context must be observed in doing so.

## **V. Protecting corporate values**

### **1. Protection of property**

EUROGATE's property is particularly worth protecting as it is the basis of our development and continued existence.

All employees and executives are obliged to treat confidentially all and any business and trade secrets which they were entrusted with or which were otherwise disclosed to them in the course of their business activities. The same applies to any business documents that are marked confidential. Before forwarding internal and external data or information, it is imperative to verify if the recipient is authorised to receive such information. A confidentiality obligation also exists with respect to confidential customer, business partner or third party data and information. Unauthorised disclosure of information may entail prosecution measures under civil or criminal law. The non-disclosure obligation shall survive termination of the working relationship. Any additional provisions under the employment contract or other provisions that might apply must also be observed.



Every employee shall handle the property of EUROGATE properly and in a resource-friendly manner. This includes all work equipment and other items belonging to EUROGATE that serve operational purposes. Employees may only use EUROGATE property for business purposes. If private use is not contractually regulated, private use and removal of company property is prohibited. It is our task as a community to protect the property of EUROGATE against loss, damage, misuse, theft, embezzlement or destruction.

## **2. External communication**

In the event of official requests for statements from media, analysts or the general public, both the respective executive and the central group communication department shall be informed at the same time. This is the only way to ensure that our external presentation and dealings with the media are in line with our corporate values.

Every employee contributes to our public image and is therefore instructed to hold the company reputation in high regard.

## **3. Data protection and data security**

We at EUROGATE take the protection of personal information of our employees (and former employees), our customers, business partners and candidates very seriously. All employees are obliged to comply with the statutory data protection regulations. Personal data is only collected, processed and used if the data is required for fulfilling a defined task and a lawful purpose. Such personal data shall only be disclosed to authorised persons. Each employee is obliged to treat personal data confidentially and to store such safely in order to ensure that sensitive data cannot be misused. In addition to personal data, all other business data and all data



forming part of the workplace shall be treated in accordance with the legal data protection requirements and shall be protected against unauthorised access. Should questions or doubts arise concerning data protection, the respective direct supervisor or EUROGATE's (external) Data Protection Officer shall be consulted.

Technical data storage must be of a high standard in order to prevent unauthorised internal or external access.

## **VI. Implementing the Code of Conduct**

### **1. Obligation to comply**

All members of the Group Management Board, managing directors, authorised signatories (Prokurist) and executives, employees, temporary staff and advisors are obliged to observe the laws and regulations as well as internal provisions that apply to their work area and to conduct themselves in line with the corporate values and principles of conduct. In order to protect ourselves and the Group companies, it is of utmost importance, particularly in questionable situations, that every decision is taken in accordance with the laws and statutory provisions, rules of procedure, policies and our Code of Conduct. In case of questions or uncertainty regarding the principles of conduct, the direct superior is the first point of contact.

In this context, the executives at EUROGATE play a particularly important role as they are responsible for ensuring that all employees in their area of responsibility are familiar with and comply with the Code of Conduct and the company policies. Executives are obliged to create a positive environment of trust in which it is possible for all employees to ask openly for help and to



speak about irregular states of affairs. This is the only way to guarantee lawful behaviour by all employees. Any unlawful or unethical behaviour detected by a manager shall be dealt with in a consequent manner. Furthermore, in case of suspicions, the Compliance Officer shall be involved.

Employees are obliged to report violations or suspected violations against the Code of Conduct or this Anti-Corruption Policy.

Notification should be given without undue delay to the respective manager, the Compliance Officer at EUROGATE or, for violations for which there is a reporting obligation, anonymously to the (external) ombudsman. Nobody shall fear repercussions as such notifications are treated confidentially. We place great importance on protecting the whistleblower. Therefore, we do not tolerate any behaviour that goes against employees who report violations.

Violations against the Code of Conduct or the Anti-Corruption Policy may entail reasonable consequences in accordance with the legal and internal provisions that may go as far as termination of employment or claims for compensation of damages.

## **2. Awareness-raising and training courses**

Every member of the workforce at EUROGATE must be given adequate opportunity to study this Code of Conduct. Managers shall ensure awareness is raised by implementing preventive measures and by exchanging information concerning weaknesses, where appropriate. Furthermore, regular training courses shall increase the compliance awareness amongst the workforce.



## **VII. The Compliance Officer's role**

### **1. Further information for questions**

This Code of Conduct and the company policies and principles shall serve as a support and help to successfully navigate through daily business. If questions remain unanswered or if support is required in uncertain circumstances where a decision has to be taken, the initial point of contact is the direct supervisor. The Compliance Officer is also directly available to provide every employee with assistance concerning individual questions. Every employee will be given the necessary support.

### **2. Compliance Officer**

The term compliance refers to ensuring that laws and company policies are complied with. Regular information, clarification and training of employees are required in order to ensure this.

In order to avoid legal violations, every employee may contact the respective executive or the Compliance Officer. The Compliance Officer is a neutral point of contact for every employee who has questions concerning the Code of Conduct or requires further information. The Compliance Officer also serves as a neutral point of contact for reporting legal violations. The Compliance Officer investigates in detail all reported notifications and shall - if required - take appropriate action. In this context, all data and notifications will be treated with respect and in strict confidence at all times.

In addition to the possibility of turning to the Compliance Officer, it is also possible to contact the (external) ombudsman in the case of violations for which there is a reporting obligation.

The (external) lawyer appointed as ombudsman shall receive the notifications in strict confidence, shall verify the information first and shall



forward the information to the Compliance Officer with the permission of the whistleblower, if requested without disclosing the latter's identity.

Contact:

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**Effective date**

This Code of Conduct enters into force on 1 January 2017.