

# HAWESKO

## HOLDING AG

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### Code of Conduct for

**lawful and loyal conduct in the course of activities for all employees  
in the group of companies of Hawesko Holding AG.**

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### 1. Basis: current law

Every employee of an enterprise must be familiar with the statutory provisions and internal regulations concerning their work and must observe them in the course of their activities, even if these occasionally impose limits on the company that could hinder business success in the short term. Unlawful or improper conduct can cause harm in a wide variety of forms, and damage a good reputation. Hawesko is committed to fair competition and fair contractual arrangements with its business partners and therefore observes all regulations, in particular competition and antitrust law, consumer protection and environmental law, as well as data protection law.

The good reputation of the Hawesko Group and our economic success depend critically on how we conduct ourselves in the everyday course of business. There is no alternative to personal integrity and healthy judgement.

Whenever we are confronted with a difficult situation or awkward decision, we should ask ourselves the following questions:

1. Is my action or decision legal?
2. Does it conform to our values, principles and guidelines as stated here?
3. Is it correct and free from personal interests?
4. Will my action or decision stand up to public scrutiny?
5. Does my action or decision protect the reputation of the Hawesko Group with its high ethical standards?

If we are able to answer all questions with yes, the action or decision is in all probability correct and conforms to the above guidelines. To uphold the good image of the group companies, the Code of Conduct is to be complied with at all times. Even outside your place of work, third parties will still perceive you as a representative of our group in how you act. We therefore request you also to support other employees with complying with this Code, and to cooperate with the company in applying its provisions. If you are unsure how to conduct yourself correctly, discuss the matter with your superior. If the matter still remains unresolved, please contact the compliance officers of Hawesko Holding AG.

The provisions set forth in this compliance guideline constitute binding procedural instructions that apply to all business activities and take precedence over all other instructions. Additional provisions in employment contracts and/or company agreements remain unaffected.

If you become aware of operational malpractices, conduct that is harmful to the company, white collar crime etc. that pose a threat to our company, employees, business partners or customers, you have the option of bringing the matter to the attention of your superior or an external, independent ombudsman's office. To that end, the companies of the Hawesko Group have developed a standard [Whistleblower Guideline](#) which informs you of the individual processes and procedures along with the necessary contact details.

## 2. Preventing conflicts of interests

### 2.1 Business relationships with business partners

Hawesko values fair and legal business operations as well as the prevention of subsequent conflicts of interest. Hawesko does not tolerate any form of corrupt behavior and avoids even the mere appearance of such. This applies to both passive and active corruption.

Business partners are suppliers, service providers, commercial agents, dealers and customers (hereinafter referred to as "business partners"). Personal relationships and/or private interests with business partners must not influence the conclusion of contracts or the content of contracts with business partners, i.e. the work of the employee. Suppliers and dealers must be selected based only on the criteria of quality, price, reliability and existence of a long-lasting business relationship free of conflict. If illicit advantages are offered, promised or granted and/or employees are asked to grant illicit advantages, the employees are obligated to inform the management staff of this without delay.

In particular, compliance with the following provisions is required:

#### *Requesting and accepting advantages*

a) Employees may not suggest, request or demand invitations to meals or events, gifts, other gratuities, advantages, personal services or favours from business partners for themselves or third parties in the context of or in conjunction with their work.

b) Employees must refuse invitations to meals or events, gifts, other gratuities, advantages, personal services or favours from business partners, if a decision or work of the employee can be influenced by the value thereof or can/is intended to be rewarded or the impression of the

exertion of influence or a reward may arise. Acceptance of invitations, gifts, gratuities, advantages, services or favours is - without prejudice to the restrictions specified in sentence 1 - permissible only subject to the following conditions/restrictions:

(1) As guests of business partners, employees may accept invitations to events or business meals only if the invitation is issued on a voluntary basis, serves a justifiable business purpose and the meal takes place as part of the usual collaboration (e.g. lunch during a conference, a reception following an event or dinner in the case of events lasting more than one day), and the value of the invitation is appropriate to the business occasion and/or the refusal of the invitation would violate the principle of courtesy.

(2) Employees may not accept any offers from business partners to pay travel and accommodation costs. If a business partner issues an invitation for overnight accommodation on his premises, the invitation may be issued and accepted as in (1) only as part of the usual collaboration and only in an appropriate scope, and/or refusal of the invitation would violate the principle of courtesy.

(3) If employees purchase goods or services from business partners for private purposes, they may not accept any special advantages that would not be available to other customers, nor may they request such advantages. Exceptions to this rule are general special advantages that employees of the Hawesko Group as additional beneficiaries are entitled to accept based on existing general contracts or cooperation agreements between business partners and companies belonging to the Hawesko Group.

(4) It is not permitted to request payments, loans or other financial services of any kind for personal advantage or the advantage of third parties or to have these promised by third parties or to accept them.

(5) Business partners may not act as sponsors of events at Hawesko companies, of celebrations for the departure of employees, birthday parties or celebrations for other occasions. Employees may not request or accept on their own behalf or on behalf of the company any support from business partners for events for charitable or similar purposes.

(6) Employees may accept rebates and other discounts from business partners only if these are granted to all employees. When purchasing and selling goods or services in the name of Hawesko companies, rebates or other discounts in favor of an individual employee or a group of employees may not be requested or accepted.

(7) Advertising materials and occasional gifts up to a maximum total value of € 30 per year may be personally accepted by employees from a business partner if it is voluntarily given by the business partner and the possible influencing or rewarding of decisions made by the employees is precluded.

(8) Employees are allowed to participate in sports events or attend sports events, shows or other events as the guest of the same business partner twice a year at most. A representative of the hosting business partner must be present.

### *Offering and granting advantages*

- a) Business partners may not be granted any special advantages that are objectively unjustified, e.g. because they are based on personal relationships or private interests.
- b) Invitations, gifts and gratuities may be offered to or accepted from business partners only if these are not intended to influence the decisions of the business partner, are appropriate with regard to the reason and the value and are offered or accepted in the context of ordinary business operations. In cases of doubt, the recipient must be asked to have the process approved by his supervisor. Gifts may be sent only to the business address of the business partner.

## **2.2 Making donations in the name of the Hawesko Group**

Employees are not allowed to make donations from the assets and in the name of the company to political parties and organizations affiliated with them. Requests from private persons for donations must always be refused. Gratuities must never be granted to persons or organizations that could harm the company's reputation. The recipient of the donation and the specific use must be known. Accountability is required at all times with regard to the reason for the donation and the specific purpose for which it was intended. Donations should be taxdeductible.

Payments to private accounts are prohibited.

## **2.3 Financial interests**

Without the prior consent of their employer, employees may not acquire direct or indirect interests in companies which maintain ongoing business relationships with companies of the Hawesko Group or seek the knowledge of the employees in question. Exceptions to this include interests for the purpose of private asset management that are so small that influence on decisions of the company concerned is precluded. Without the prior consent of the management board of Hawesko Holding AG, employees may not knowingly conduct negotiations with persons and other discussions aimed at business relationships indirectly or directly involving suppliers or dealers not known to the Group if these persons simultaneously perform executive functions in the Hawesko Group.

## **2.4 Secondary employment**

As a rule, employees may work at secondary jobs whether they are paid or unpaid. The secondary job must be reported to the employer and may not contravene the justified interests of the company. Employees may not hold secondary jobs with competitors of the company. Compliance with national statutory regulations on total working hours and working during vacation is required.

# **3. Conduct towards authorities and officials**

Offering or granting advantages, gratuities, gifts and services to political parties, candidates or holders of political offices or employees of government agencies, the civil service, government institutions or enterprises in the public sector with the goal of gaining job contracts or advantages for these reasons or subject to certain conditions is forbidden

## 4. Protection of company property

Equipment, stocks, vehicles, office material, documentation, files, and data media of the company may not be used for private purposes, unless this is explicitly permitted by a special agreement. Data, programs and documentation may not be copied without permission or removed from the company's premises

## 5. Documentation of business transactions

Business transactions must be documented meticulously and completely. Any required approvals must be obtained. Business expenses must be settled carefully and quickly. Business documents must be prepared and stored in such a manner that they are complete, clearly understandable and traceable, so that representation is ensured at all times. In worst-case scenarios, each sheet of paper with information written on it and each data carrier can fall into the hands of a competitor or adversary and could then be used against Hawesko. Please take this into account when preparing documents and e-mails.

## 6. Confidentiality

Die Employees must maintain confidentiality regarding all business and trade secrets both during the term of their employment as well as after their employment with the company has ended. The provision of information to entitled persons within the law or an order from a government agency is an exception to this rule.

Compliance with the guidelines for the use, access to and security of software, information technology, e-mail, the Internet/intranet and voicemail systems is required. Strict compliance with data protection and privacy regulations is required.

## 7. Data protection

The requirements of data protection (EU GDPR, German BDSG, etc.) must be strictly complied with. The success of the Hawesko Group also depends on the trustworthy and safe handling of personal data; this presupposes a high standard of data protection. It affects in particular the personal data of private individuals, in particular the data of employees, customers, shareholders, other business partners and third parties.

Personal data may only be collected, processed and used for previously defined, clear and lawful purposes, and must be correct at all times.

The way the personal data is used must be transparent for the affected parties. Their rights to information, lodge complaints, notification, correction and, where applicable, to objection, blocking and deletion are to be upheld. Suitable technical and organisational measures must be taken for the corporate processes and IT systems when handling personal data. This is important to prevent access by unauthorised persons to systems on which personal data is processed or used. In particular the statutory rules on the handling of employee data must be strictly complied with.

## 8. Investor relations / insider trading

Hawesko publishes important company information in compliance with the relevant securities and stock exchange regulations in order to ensure properly regulated trade in the securities of the company. Unpublished information about the company that may be assumed to influence the price of these securities or that an investor would probably deem important for making an investment decision (insider information) must be handled with the utmost confidentiality and may not be used for private securities transactions. It is illegal to buy or sell shares or other securities based on insider information. It is also illegal to provide insider information to other persons so that they can buy or sell these shares or other securities. If an employee possesses insider information, he is not permitted to sell or provide such insider information to others to enable them to engage in trading. The same restrictions apply to all persons who live in the household of the employee concerned or who are financially dependent on the employee.

## 9. Equal treatment

Hawesko expects that all employees will be treated fairly and that their rights and their privacy will be respected. Unjustified discrimination based on gender, disability, ethnic background, nationality, religion, world view, age, sexual orientation or other legally protected attributes is forbidden. The company does not tolerate harassment or bullying in the workplace nor any discrimination in conjunction with these. Hawesko guarantees the safety and protection of health of its employees in the workplace. The relationships between members of the management board, managers and employees in the Hawesko Group are based on mutual respect, openness, honesty and a common understanding of trustful collaboration. Dealings with each other are characterized by active, open and constructive communication and reciprocal feedback.

## 10. Consequences of violations

Hawesko considers any violation of this guideline to be a serious matter. A violation of the present guideline by an employee is deemed a breach of obligation vis-à-vis the employer and can have adverse job-related and other legal consequences. Especially serious cases will be treated as gross breaches of obligation which can ultimately result in the termination of the employment contract, possibly without notice. It is the responsibility of each supervisor to ensure that all employees are familiar with this guideline and comply with its provisions. Managers who do not meet this obligation must reckon with disciplinary measures and legal consequences.

## 11. Complaints and notifications

Each employee can make a personal complaint to his supervisor or another person/office appointed as such or to an internal works council. Likewise, circumstances may be pointed out that indicate the violation of the rules of conduct, particularly with regard to criminal activity in the company. Such information - if it is correct - will be treated confidentially at the request of the employee, unless compulsory statutory requirements necessitate disclosure. In special cases, particularly if criminal behavior in the company is suspected, employees may provide information anonymously; these must be sufficiently specific and must be provided in written

form. In addition to the aforementioned contacts, the compliance officers of the Group are also designated contacts. The matters will be investigated without delay. Corresponding measures will be taken as appropriate. All documentation will be stored in a manner preserving confidentiality. Moral courage is fostered by the Hawesko Group. Reprisals against whistleblowers will not be tolerated.