

## ***Romaco Business Code of Conduct***

### ***Preamble***

The reputation and credibility of the Romaco Group as a trusted and respected enterprise is one of our greatest assets. Each of us has the ability to build and maintain Romaco's reputation, or to harm that reputation and undermine Romaco's performance.

Our shareholders, customers and everyone who works at Romaco expect from us to act professionally and ethically. We must do what we can to meet these expectations and support others to do the same.

This Code of Business Conduct is the framework for guiding the behaviour of all people in the Romaco Group; it sets out the key fundamental rules for the entire Romaco Group.

This Code applies to anyone who is employed by or works at a Romaco company including employees, agents, contractors and consultants.

### ***1***

#### ***Compliance with Laws, Rules and Regulations***

This Code of Business Conduct expresses the commitment of our worldwide operating group to conduct business in accordance with all applicable laws, rules and regulations, in particular environmental and labour law, and the highest ethical standards in every country in which Romaco does business.

We treat customers, colleagues or other persons with respect, courtesy, honesty and fairness, and have proper regard for their interests, rights, safety and welfare. We do not accept any forms of harassment or discrimination.

Illegal actions are not in the interest of the Romaco Group. They are unethical, can result in considerable loss of reputation and lead to criminal prosecution, civil damages and loss of business.

Therefore we act in line with the global anti-corruption laws (UK Bribery Act, US Foreign Corrupt Practices Act, Business Principles for Countering Bribery - Transparency International, Good Practice Guidance on Internal Controls, Ethics and Compliance - OECD, etc.).

We comply with all applicable regulations relating to international trade; especially export control, embargo regulations, customs and anti-boycott laws.

We ensure that the Romaco Group and its agents provide accurate and complete information to government authorities, including ensuring that accurate and complete import and export declarations are made. It is our obligation to ensure that we do not knowingly supply or purchase goods to or from any person in violation of any sanction, trade embargo, export control or other trade restriction which is applicable to them.

### ***2***

#### ***Conflicts of Interest***

We have the duty to ensure that our job responsibilities and personal interests remain separate and we do not use our employment at the Romaco Group to obtain private benefits. We, as a manager or an employee, have the obligation of loyalty to the Romaco Group and must subordinate our personal interests when we conflict with or threaten to conflict with the best interests of our Group.

A conflict of interest arises when a manager or an employee is in a decision-making position and participates in an activity or acquires another interest or loyalty that endangers, or could endanger, his or her judgment, objectivity or independence.

Business dealings and personal relationships that cause or may cause conflicts of interest or create a potential conflict

with an individual's obligations to Romaco must be avoided.

It is the policy of Romaco to prohibit all employees from soliciting any advantage from any persons having business dealings with the Organisation (e.g. suppliers, contractors, members, activity participants).

We must excuse ourself from any decision making process where we have an interest that influences, or may be perceived as influencing, our ability to make an objective decision and to fulfil your responsibilities to Romaco.

We must promptly advise/report our manager in writing of any outside activities, financial interests or relationships that may involve us either in an actual conflict of interest or the appearance of one.

### **3**

#### ***Dealing with our Business Resources – Financial Integrity***

Our business decisions are made on the basis of thorough analysis of opportunities and risks. Therefore our internal and external reports and decisions have to be correct, complete, transparent and comprehensible.

We keep accurate, complete and true Company books, records, accounts and documentation in accordance with generally accepted accounting principles.

We are responsible for safeguarding and making appropriate use of our Group assets with which we are entrusted in order to do our jobs and meet Group's business objectives.

We work effectively, avoid waste and we protect the intellectual and material property of Romaco against loss, theft and misuse.

We limit our risks related to business partners, agents, consultants, etc. Therefore, as part of the standardised process and in compliance with the applicable regulations, extensive background research (references, financial situation, etc.) and dialogue with management representatives take place.

### **4**

#### ***Competition and Fair Dealing***

Highest quality and innovative technology with the goal of long-term customer satisfaction define entrepreneurial thinking and action. We seek to outperform our competition fairly and honestly. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent, or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavour to respect the rights of and deal fairly with the Group's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

We seek to obtain a competitive bid in appropriate circumstances. But we do not enter in unlawful agreements or in unethical concerted practices with competitors.

We conduct an appropriate commercial review (performance, reputation, experience, creditworthiness, etc.) before we build up a business relationship with a supplier, contractor, etc. We help our suppliers to understand our compliance and business conduct requirements. Detailed information can be found in the current purchasing policy.

### **5**

#### ***Dealing with Business Partners and Government Officials***

When dealing with business partners we use contractual documentation in writing, obligatory contractual clauses for each party with defined standards and we apply the general four-eye principle.

We are truthful, accurate, cooperative and courteous when we deal with government officials. When we work or travel,

we are aware of the corruption levels and we stand firm against possible corruption. We act politically neutral and uniform inside and outside of the Romaco Group.

## **6** **Entertainment, Gifts and Payments**

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. Under no circumstances we do offer and/or accept illegal, incorrect and/or inappropriate benefits.

No gift, entertainment or hospitality should ever be offered, given, provided or accepted by any Romaco employee or agent unless it:

- is not a cash gift,
- is consistent with customary business practices (courtesy gifts), business related, in line with the company policy and not defamatory for the company,
- is not excessive in value (< € 40 per person),
- cannot be construed as a bribe or payoff and
- does not violate any laws, regulations and local customs.

We report any gift, hospitality or entertainment accepted, rejected or returned. Therefore all gifts have to be documented in a company register. A higher value gift or hospitality is subject to approval, the same applies to non-business-related entertainment.

We do express our commitment to civic society by making cash and non-cash donations to educational, scientific, cultural, and social causes. Donations from a value of € 500 are subject to approval. The award of such donations must not be motivated by self-interest and shall be clearly distinguished from sponsorship. Political donations are prohibited.

We do not influence office holders, public employees and employees of state-owned companies in an unlawful way.

We maintain compliance with all internal guidelines/policies and the accounting principles. Cash payments are prohibited, except cash payments to employees because of reimbursement of expenses.

In cases of doubt we have to consult our manager or if it is not appropriate in the circumstances, we have to contact the local senior management team or the compliance officer.

## **7** **Work Products / Intellectual Property**

All programs, inventions, innovations, improvements, developments, methods, designs, analyses, reports, patents (IP) and all similar or related information which relate to the business of Romaco and its affiliates, actual or anticipated, or to any actual or anticipated research and development conducted in connection with the business of Romaco and its affiliates, and all existing or future products or services, which are conceived, developed or made by employees (alone or with others) during the term of their employment („Work Product“) belong to Romaco. The respective country-specific standards regarding employee inventions are observed at all times.

We will cooperate fully in the establishment and maintenance of all rights of Romaco and its affiliates in such Work Product.

## **8** **Information**

We are a technology based engineering Group with highly investing in research and development, that is why we are dependent on the protection of our inventions and our know-how. Therefore we keep all information secret and do not share information with colleagues or with any third party if they do not need to know for their work.

We must use utmost care and discretion in the handling of confidential information and other information not generally available to the public, especially the personal data of our colleagues and business partners. Such information shall, subject to certain limited circumstances, not be disclosed to third parties and shall not be used for private benefit or for the benefit of family, friends, or associates. To this effect, please do observe all regulations on the use and disclosure of information and use information only for company-approved activities.

We ensure that we comply at all times with all applicable data protection laws. We limit access to personal and/or technical data to employees and third parties who have appropriate authorisation and a clear business need for that data.

We report any information leakage we become aware of to our manager or another competent authority (see also chapter 9).

We ensure that all public communication is complete, fair, accurate, timely and comprehensible; in particular we obtain all relevant approvals prior to publicly releasing material and business critical information.

## **9**

### ***Compliance with the Code***

It is our personal responsibility to understand and comply with the Romaco Code of Business Conduct, in particular by conscientiously avoiding any conflict of interest, and making declaration and seeking prior permission from Romaco in accordance with this Code in any case of exception.

Our managers bear a special responsibility, therefore each manager is called upon to set example by acting in accordance to the Code. They are also the first point of contact for questions of their subordinates. It is also their main task to ensure compliance with this Code in their scope of responsibility.

Whenever necessary, you should immediately report any potential violations of this Code firstly to your manager about any legal or business conduct issue (anonymously, if desired). If you are uncomfortable talking to your manager or it is not appropriate in the circumstances, you can also get advice and guidance from your local senior management team or the compliance officer.

Legal norms can transform, and new regulations can result in clearly behavioural requirements. Therefore the Romaco Code of Business Conduct is dynamic.

We, managers and employees, independent contractors and agents are required to read, understand and abide by the standards of this Code. A failure to follow the Code of Business Conduct may result in disciplinary measures up to, and including, dismissal. Any indication will be investigated. Therefore, please make fair dealing a basis for all business activities and apply valid laws, rules and regulations.

In cases of doubt you have to consult your manager or if it is not appropriate in the circumstances, you have to contact the local senior management team or the compliance officer.

**Romaco Group**  
**Karlsruhe, April 2018**

**Joerg Pieper**  
CEO Romaco Group

**Carsten Strenger**  
CFO/COO Romaco Group

**Attachment**  
**Overview monitoring measures and responsibilities**

measures	external	Advisory Board	CEO/Managing Director	internal	reporting system
industrial health/ safety standards	insurance association insurer		responsibility	safety advisor first aider works council direct manager	committee for occupational safety
accounting	financial auditor company auditor	approval annual budget review annual accounts monthly reporting	responsibility	Controlling	financial reporting package monthly management letter
corruption / prevention of fraud	financial auditor company auditor		responsibility	four-eyes principle Controlling	ad hoc
product-related transparency and traceability	QM certification		responsibility	Quality Manager Supply Chain Management	DIN EN ISO 9001
internal control system	financial auditor (plausibility check)		responsibility	Controlling	
risk management	insurer		responsibility		monthly Holding review annual insurer review
IT Compliance	auditor		responsibility	IT Department	
Compliance Officer			responsibility		training compliance incidents

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