

# Code of Conduct



**euromicron**

# Code of Conduct

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## A. Foreword

Dear Sir or Madam,

The success of our company, euromicron AG and its subsidiaries, is founded on innovative technology, the experience and qualifications of our employees and our resultant ability to offer customized, integrated and vendor-independent infrastructure solutions for communications, broadband and security networks. The focus of our corporate strategy is on this stable operational business.

### **That is why we set store by continuity, sustainability and profitable growth.**

The stable foundation of this strategy is – at euromicron AG and its subsidiaries alike – a corporate culture in which the company’s fundamental values are practiced and which is characterized by honesty and integrity. These legal and ethical requirements in relation to our entrepreneurial activities keep on growing in stringency and complexity in the business policy environment.

### **That is why euromicron AG has drawn up this Code of Conduct for itself and its subsidiaries.**

This Code of Conduct will strengthen every employee and executive in their goal of complying with the law and enable them to act under their own responsibility on the basis of fundamental ethical standards.

### **The Code of Conduct stipulates a strict vision and mission for ourselves, the Executive Board, executives and employees as regards how we interact internally and is also a pledge toward outside parties – our customers and business partners.**

Our Code of Conduct is not a separate, new set of rules, but instead gives all of us guidelines that represent a framework for our commercial and personal conduct. As a result, it is intended to help us in complying with the wide range of laws, official requirements and company agreements in making decisions and taking actions in a complex and global business world.

### **The formulated guidelines are open to new, changing standards of conduct and so can remain valid regardless of whether binding legal standards change.**

Everyone who belongs to the euromicron Group is responsible for helping to ensure compliance with this Code of Conduct. Our joint success and reputation in the eyes of society and business partners may be damaged by the misconduct of just a single person. Consequently, the guidelines in the Code of Conduct must be observed by everyone in the euromicron Group and misconduct cannot be tolerated.

### **By complying with the Code of Conduct, you help ensure a successful future at our company.**

We thank you for your efforts in achieving that.

The euromicron Group also attaches great importance to a culture of mutual trust which fosters the free exchange of ideas and opinions between all levels of the company. Every employee of the euromicron Group can make an active contribution through open dialog and active involvement. If you are in doubt about what is the right action to take in business dealings, you should obtain advice and openly voice misgivings as to whether they comply with the Code of Conduct.

### **The Code of Conduct also provides you with information on where you can seek advice and whom to turn to if you have questions relating to compliance.**

The Group’s management and the Supervisory Board of euromicron AG have formally approved the Code of Conduct of the euromicron Group and are fully committed to supporting all initiatives to implement it successfully.

Please take the time to read our Code of Conduct and please be guided by it at all times in business dealings.

Yours sincerely,

The Executive Board



**Bettina Meyer**  
Member of the Executive Board  
(Spokeswoman)



**Jürgen Hansjosten**  
Member of the Executive Board

## B. Scope

Our Code of Conduct applies to everyone who works for the euromicron Group: the Executive Board, Managing Directors, executives, Works Council members and all employees. That also includes consultants and persons who are assigned in an identical function to employees, such as temporary staff, free-lancers and representatives of advocacy groups.

The Code of Conduct applies to euromicron AG as well as all of its subsidiaries, regardless of the country they operate in. However, each company must abide by the prevailing law of its country, as well as take into account its particular cultural aspects, in implementing the code.

One important obligation is for Managing Directors and executives to be a role model for employees and to practice what the Code of Conduct demands of all affected persons with conviction and persuasion. This special role is due to the fact that although lawful conduct is the responsibility of every individual, it must also be supported and encouraged by a conducive environment.



## C. Guidelines

The German Basic Law, mutual respect and legal security are the foundation for trusted business relationships. We act in accordance with applicable national law and in doing so abide by the following guidelines. At the same time, we aim to act ethically in situations not regulated by statutory provisions. In this regard, we ensure that private interests and personal benefits do not influence our business decisions. If this were not the foundation of our actions, we would expose ourselves and the euromicron Group to considerable financial risks, jeopardize our good reputation and face consequences under employment law or even criminal law.

The most important guidelines on lawful conduct externally toward business partners, public authorities or third parties and in our business relationships within the company are presented in the following. We have classified them into eight groups, each of which covers a specific objective of our actions.

## C. Guidelines

### 1. Business relationships with customers

How we act toward customers is vital in cultivating our company's image. It therefore goes without saying that we nurture legally correct and ethically impeccable relations with customers.

#### ■ Active corruption

Corruption damages the free market and goes against our company's values. We avoid the mere suggestion of corrupt behavior.

Consequently, we are not allowed to offer gifts to employees and officials in the public sphere in Germany or abroad or to private business contacts – whether persons or companies – or grant them other impermissible benefits in order to influence their business decisions.

#### ■ Public sector agencies

In many cases, our customers are public-sector institutions. In our dealings with them, we abide by the procedures for the award of public contracts and the rules on avoiding any improper influencing of them.

#### ■ Customer data

We protect sensitive information and data we receive from our customers in order to provide our services against unpermitted access by third parties and ensure that it is used solely for approved purposes.

A benefit can be granted to a business partner if all the following conditions are met:

- The benefit must be permissible under prevailing law,
- must comply with customary local practices,
- must be appropriate,
- must be properly recorded in the books of account and
- must be granted in the country where the services are provided to the business partner.

## C. Guidelines

### 2. Business relationships with suppliers

We work with our suppliers in a spirit of fairness and trust. In this regard, we have made it our objective to collaborate with business partners who acknowledge our Code of Conduct, ascribe the same values to themselves as we do and demand similar values and ethical standards of themselves.

#### ■ Passive corruption

Whenever we decide to work with a supplier or other business partner, we act solely in the interests of the euromicron Group. Private interests are put last. We do not accept gifts or any other kind of benefit that might influence our business decisions or even merely suggest that this is the case. Likewise, we do not promise, offer or even request such benefits.

#### ■ Who is responsible for purchasing?

The department in charge of purchasing is responsible for buying in goods and services for the companies in the euromicron Group. As a result, we ensure compliance with legal requirements and the best terms and conditions.

We can accept or offer gifts, payments or other benefits only if this is part of proper business conduct, i.e. does not violate any applicable laws, and is a

- general, ethically legitimate and customary local business practice (e.g. small gifts of little value such that the recipient does not have to conceal acceptance of them and which do not put the recipient into a position of binding dependence, or invitations to meals that are expected due to regular social relationships between business partners) or
- represent a tip that is in accordance with local custom.

If you do not know in an individual case whether your conduct is permitted or if you have been offered benefits that might be of more than a little value, you should consult your compliance officer.

## C. Guidelines

### 3. Conduct toward competitors

“Competition is good for business!”

Consequently, we regard competition as being a crucial engine in our free market economy. It promotes and demands efficiency and innovation.

#### ■ Fair competition

Violations of competition law regulations are punishable by large fines and may invalidate agreements. There is also the risk of damage to the company's reputation and a negative press.

We do not participate in agreements or collusive practices with competitors or customers resulting in a restriction of competition or anti-competitive effects. We refrain from any informal cooperation.

In addition, we do not share details of the features of our products and services or spread information that would give us an unfair competitive advantage.

We reject any form of corporate espionage.

If a business-related discussion is being held with a competitor on one or more of the following subjects, you should not take part in it or you should leave it, as such a the discussion might constitute – or at least indicate – anti-competitive collusion:

- Agreements to define or control prices (e.g. minimum prices, minimum fees or discounts)
- Sharing of information on prices, terms and conditions of sale, price discounts and sales promotion measures
- Agreements on dividing up market territories
- A specific request to submit a bid
- Agreements on allocating customers
- Restraints on the production or sale of products
- Agreements to boycott specific suppliers or customers
- Agreements on vertical restraints (e.g. prohibition on passing on discounts).

## C. Guidelines

### 4. Conduct toward third parties

#### ■ Social environment

The euromicron Group interacts in a democratic society based on a market economy. Like every part of this society, we bear social responsibility and aim to live up to it at all times and taking into account economic aspects.

#### ■ Dealings and cooperation with public authorities

The euromicron Group aims to cooperate with public authorities in a trusted manner on the basis of prevailing law. Consequently, we always abide by lawful directives by public authorities, yet ensure at the same time that the legal rights of the euromicron Group are safeguarded.

#### ■ Shareholders

As stakeholders in the company, our shareholders must rely on and expect us to comply with statutory regulations on managing and supervising the company. We also discharge our duty of making the internationally acknowledged standards of good and sustainable corporate governance our own minimum standard.

#### ■ Bookkeeping and documentation

The euromicron Group aims to ensure that all books of account, records, accounts and other documents of relevance to bookkeeping meet the very highest requirements as regards accuracy and reliability. The euromicron Group runs a document maintenance system, under the responsibility of every individual, which records all activities and matters precisely and so enables the creation of financial statements in compliance with prevailing law and the relevant general principles of proper bookkeeping and international accounting regulations.

#### ■ Money laundering

euromicron AG and its subsidiaries are obligated to abide by prevailing laws aimed at combating money laundering. That includes the obligations to identify contractual partners, choose permissible forms of payment and know how potential money laundering transactions can be revealed.

#### ■ Protection of intellectual property

It is vital for intellectual property to be protected by law. Consequently, the unauthorized use of third-party intellectual property rights is prohibited and is not tolerated by the euromicron Group. In particular, copyright laws prohibit the reproduction, performance, dissemination, licensing or presentation of works protected by copyright without the prior permission of the copyright holder. Trademark laws protect the names, logos and other marks of a company. Developments and inventions are protected by patents or utility models.

Representatives of public authorities or public officials may direct specific inquiries to companies in the euromicron Group in the normal course of business or as part of a formal official investigation. If you are confronted with official inquiries or investigative measures, it is important for you to

- obtain legal advice from the corporate legal department immediately and at all times,
- inform the compliance officer and
- act cooperatively.

You should report any suspicion of money laundering you may have immediately to your compliance officer or a member of management. In this regard, you should pay special note to activities that strike you as involving a considerable or

The euromicron Group itself holds important rights and licenses to intellectual property, such as copyrights, patents and trademark rights. In handling these intellectual property rights, you should always take suitable steps to safeguard the company's interests. Impermissible use of them can result in loss of them or a high loss in value.

## C. Guidelines

### 5. Conduct toward employees

We wish to maintain a climate of respect and mutual trust at the euromicron Group. We respect a person's individuality and always communicate openly and honestly.

#### ■ Cooperation with employee representatives

At our company we value open communication and share information with our employees as extensively as possible so that together we can discover ideas, make decisions and solve problems.

The euromicron Group respects the right of freedom of association for employees and the right of collective bargaining in accordance with respective national laws. We foster an equitable accommodation of interests and fair relationships with employee representatives at all times and in all matters.

#### ■ A place of work free of discrimination and harassment

All employees, customers, suppliers and business partners have the right to fair, respectful, dignified, polite and non-discriminatory treatment. We are committed to this principle and aim to uphold this right at our company.

We abide by the principles of equal opportunities at work. Personnel decisions are made on the basis of qualification, experience and other work-related criteria. In the euromicron Group, no one is discriminated against or given preferential treatment because of his or her sex, race, ethnic origin, religion, beliefs, handicap, age or sexual orientation.

Moreover, the companies in the euromicron Group regard it as their duty to safeguard employees' right to a working environment without sexual, physical, mental or other forms of harassment or other impermissible discrimination.

Sexual harassment at work is illegal. Examples are:

- Asking for or offering sexual acts in exchange for advantages at work;
- Driving persons into a corner, petting, pinching or touching them or making any other unwanted bodily contact of a sexual content with them;
- Public conjecture or inquiries about a person's sex life;
- Jokes, comments or insinuations of a sexual content about a person; or
- Visible display of pornographic material at the workplace.

## C. Guidelines

### 6. Handling and use of information

Data and information can now be transferred and processed at the speed of light in the truest sense of the word. Integrity in the handling and use of information is of outstanding importance, in particular for the euromicron Group as a vendor of network solutions and a service provider entrusted with customers' data.

#### ■ Data privacy

We accord a high priority to protecting personal data. That is why the euromicron Group generally does not use or process personal data unless complete compliance with prevailing law has been ensured beforehand. We attach importance to using data transparently. It is also necessary to ensure that the person in question is informed of the use of his or her data and can demand that it be corrected if necessary. The same goes for the right to object to the use of personal data and to have personal data erased or blocked.

#### ■ Data security

Apart from the responsible use and handling of data, the security of personal and commercial data is of exceptional importance at the euromicron Group and impacts our business success. We therefore use all available means to ensure that our data is secure and protect it against unauthorized use, destruction or loss in a suitable organizational and technical manner.

#### ■ Confidential information

However, the security of our internal company information also lies in the hands of every employee. The euromicron Group entrusts you with a lot of information every day as part of your work and tasks. Information that is recognizably confidential or is indicated as such and all business secrets must be protected and not disclosed. Confidential information is, for example, not discussed in public (in lobbies, corridors, public transport, public places, etc.) personally or on a mobile phone where a conversation can be overheard.

You can find out what concrete standards and requirements the law specifies as regards the use of personal data in your sphere of responsibility from your company's data protection officer and in training courses. The highly sensitive data of our customers, shareholders and employees can be protected against unauthorized use only if it is handled and used in a responsible manner.



Insider information may be in particular information on:

- Takeover bids
- Successful research by the company
- The launch of new products
- Unexpected increases in profits or large orders
- An unexpected slump in profits
- Filing for bankruptcy due to insolvency or excessive debt
- Company mergers
- Personnel changes
- Planned flotations
- Change in management

If in doubt, please consult your compliance officer or obtain legal advice from the corporate legal department in order to ascertain whether the knowledge you have constitutes insider information and also, if applicable, the stricter legislation in other countries means you are not allowed to trade in securities.

#### ▪ Document management

Document management denotes the creation, storage and destruction of documents.

Many of the business documents created by our employees as part of their work, whether in electronic or paper form, are of considerable value to the respective company in the euromicron Group. Consequently, efficient and careful document management is especially important.

We comply with the statutory regulations and periods for retaining and destroying documents.

In creating documents, we examine the motives and declarations carefully and avoid misleading or ambiguous formulations. In particular, we do not give any unnecessary or inappropriate descriptions of matters or persons.

#### ▪ Insider trading

Employees and in particular the Executive Board and management may obtain information that is not public domain and is of relevance to securities trading as part of their activity. Exploiting or disclosing this information may constitute insider trading and so be punishable. The applicable regulations on insider trading are complex. The mere suspicion of a violation of the laws and regulations on insider trading poses the risk of investigations by the department of public prosecutions and of damage to the company's reputation. That is why we also ensure that insider information is only passed on internally to persons who are authorized to know it and require it.

## C. Guidelines

### 7. Avoiding conflicts of interest

The euromicron Group trusts in the loyalty of its employees in making sure at all times that their personal interests do not conflict with those of the company.

#### ▪ Use of property and rights of the euromicron Group

euromicron AG provides all equipment and utilities required for the efficient accomplishment of tasks and relies on these resources being used responsibly and not in a wasteful manner.

The private use of property of euromicron AG or its subsidiaries is permitted only if otherwise specified under individual or collective agreements or by company regulations or is customary practice at the company.

#### ▪ Sideline work

Management permits employees to conduct sideline work (if applicable unpaid or also freelance activity) if such work does not run counter to the company's legitimate business interests and can demonstrably have no influence on the employee's activity for the company.

#### ▪ Political activities

Involvement in and support of political parties in the name of the company, as well as donations or other monetary or non-monetary contributions in the name of euromicron AG or one of its subsidiaries, requires the approval of the company in question. The same applies to any organization of political events on the company grounds or at company premises.

It goes without saying that our employees are at liberty to become politically involved as long as they do not act in the capacity of employees or representatives of the company.

## C. Guidelines

### 8. Health, safety and environment

The health and safety of our employees, as well as protection of the environment, are important spheres of responsibility at the euromicron Group. In our business activities, we ensure compliance with prevailing health, safety and environmental law and recognized standards.

We actively strive to use sustainable technologies and processes and endeavor to minimize our ecological footprint and impact on the environment.

Compliance with health, safety and environmental standards is implemented systematically and with the aid of all necessary technical, organizational and personal measures.

Together with all employees of the euromicron Group, we endeavor at all times to identify areas where improvements can be made and are committed to continuously improving the work environment.



## D. Implementation of and compliance with the Code of Conduct

This Code of Conduct is part of the contract of employment of all employees and indispensable for the business operations of euromicron AG and its subsidiaries. All the guidelines are entrenched in the corporate processes of the companies in the euromicron Group, taking into account the special circumstances at the particular subsidiary.

Violations of binding regulations in this Code of Conduct cannot be and will not be tolerated. Deliberate violations of this Code of Conduct may result in serious disciplinary consequences. In particular, anyone who commits corruption or causes loss to the euromicron Group may also be liable to damages and/or face criminal prosecution.

In view of this, the Executive Board urges you to act responsibly and abide by this Code of Conduct in your own interest and to the benefit of the company.



## E. Questions and information

### ■ Questions and guidance

This Code of Conduct cannot provide detailed guidance on how to act in all circumstances. The application and implementation of the standards presented in this Code of Conduct and in the other internal guidelines in everyday business may need clarification in some cases.

If you are not sure what the correct action to take is, please consult your superior or the compliance officer at your company.

You can also send questions and suggestions on the Code of Conduct to the Chief Compliance Officer of euromicron AG at the e-mail address [compliance@euromicron.de](mailto:compliance@euromicron.de). You can find further contact data at the end of this document.

### ■ Information on violations

If you become aware of conduct violating the rules in this Code of Conduct or in other laws and regulations, you can inform the compliance officer at your company. The compliance officer will first clarify the matter and, if necessary, consult the Works Council and management.

You can also report violations to the Chief Compliance Officer of euromicron at the e-mail address [verhalten@euromicron.de](mailto:verhalten@euromicron.de).

If you wish to provide information, you should state your identity when doing so. In general, anonymous information is not desired, but can be taken note of and investigated.

If the Chief Compliance Officer receives information about a suspected violation of the Code of Conduct, he/she will first examine the specified matter and, if necessary, make queries to obtain the full details. The matter is then investigated in coordination with management and the compliance officer of the company in question and, if within its sphere of competence, in consultation with the Works Council. Affected employees are always given sufficient opportunity to state their position.

Making false accusations and deliberate defamation of a colleague against one's better knowledge may constitute a violation of this code in the individual case. To prevent misuse of the compliance structures, the persons responsible shall always pay due heed to the concerns of all those involved in investigation of the alleged violation of the Code of Conduct and ensure maximum confidentiality on the matter.

Chief Compliance Officer of euromicron AG:

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[compliance@euromicron.de](mailto:compliance@euromicron.de)

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