



CODE OF CONDUCT  
WAGNER Group

# CODE OF CONDUCT

This compliance policy applies to all WAGNER companies worldwide.  
(hereinafter referred to in short as ‚WAGNER‘).

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## P R E A M B L E

WAGNER aspires to conduct all business transactions and any act in compliance with relevant legislation and by preserving a high ethical standard in every regard. This aspiration can, however, only be implemented or brought to life in day-to-day business if all our employees and business partners share this thinking and commit to the same conduct. This is a dynamic process for all those involved, whereby fundamental and social values as well as legal standards develop continually in accordance with changing requirements. We therefore need a common approach to which we can orient our actions. Wagner has already been following such an approach in the past.

This code of conduct is such an approach. On the one hand it is a standard for ourselves, and on the other it is a promise to the outside world. The express confession and self-commitment to the purposeful implementation of generally recognised compliance principles supports the building of confidence in the long term for our employees and business partners. A pro-active approach with these principles is essential for the sustainable success of our company. The code of conduct is a guideline for all those involved in order to meet the requirements on ourselves and our actions in our business decisions despite the growing complexity of legal regulations in view of the increa-

singly international orientation of our company. It therefore not only extends to our regular members of staff, but also to our freelancers, consultants, suppliers and contractors. Here, our management staff have a particular exemplary function and a great responsibility. In their respective divisions, they are responsible for ensuring that all employees of our company and other parties involved understand and follow our values, guiding principles and guidelines. Extensive discussions with employees will raise awareness for this issue. We therefore ask you to carefully read and sign this code of conduct and join us in implementing and applying it in your daily routine.

# 1. BASIC PRINCIPLES

This code of conduct is to serve as a guideline for WAGNER's business activities and to ensure adhesion to general compliance principles. However, it cannot consider every single business situation relating to compliance with statutory and ethical standards. It consists rather of a minimum standard and the spirit of WAGNER's actions.

Nevertheless, the basic principles of WAGNER's actions and business activities include the following points in particular:

a.) WAGNER observes and follows all major legal regulations and internal guidelines as well as general ethical and moral standards and principles. It follows that we at WAGNER

- do not pay nor accept bribes;
- do not give or accept gifts, if these violate laws, lead to conflicts or contradict standards of conduct of those persons with whom we do business;
- avoid any kind of conflict of interest and report these as soon as possible;
- protect WAGNER's confidential information from unauthorised use;
- value and protect WAGNER's know-how and intellectual property;
- do not participate in infringements of competition law of any kind;
- do not accept, make or in any way encourage indecent propositions or services.

b.) WAGNER complies with the locally applicable and recognised principles and standards of conduct for companies and their business activities of each country.

c.) WAGNER fosters a working environment based on mutual respect, transparency and personal integrity and supports and respects international human rights.



## 2. CONTRACT PARTNERS, COLLABORATION WITH THIRD PARTIES

a) WAGNER would like suppliers to comply with the principles laid down in the code of conduct.

b) WAGNER does not collaborate with business partners who violate fundamental human rights. This

particularly and especially applies to the use of forced or child labour.

## 3. FAIR COMPETITION

a) WAGNER commits to fair competition as a fundamental principle and necessity of the free market economy and therefore insists upon strict compliance with all applicable competition and antitrust regulations including prohibitions of unfair commercial practices and trade restrictions (hereinafter collectively referred to as 'competition rules').

b) WAGNER employees must comply with all applicable competition rules of local, national or supranational institutions and authorities. They are particularly forbidden from participating in measures to restrict competition.

c) The competition rules, which to some extent vary from country to country, regulating the permitted business practices with regard to suppliers, customers and competitors, regularly comprise the following prohibited practices:

- Price fixing, i.e. an agreement with one or more competitors to fix or otherwise influence prices or terms of contracts or sale;
- Bid rigging, i.e. an agreement with one or more competitors to abstain from making a bid, to bid a certain price or to make a bid which is knowingly less advantageous than the bid of a competitor;
- Market and/or customer sharing, i.e. an agreement with one or more competitors to share markets and/or customers;
- Transmission of sensitive information, i.e. receiving or passing on sensitive information (e.g. on current or future prices, profit margins, calculations, costs, bids, market shares, sales practices, terms and conditions of sale, production data, etc.) from or to competitors at industry events, in professional or industry associations or otherwise.

d) Concerted action, informal meetings or informal agreements which restrict competition are also forbidden. Even the mere appearance of such arrangements must be avoided. In case of doubt as to the compliance with competition rules, WAGNER employees must firstly verify the legality of the planned measures internally and if necessary seek the corresponding advice.

## 4. INTERNATIONAL TRADE RESTRICTIONS AND BOYCOTTS

WAGNER has a growing international presence and is successfully expanding its business activities worldwide. However, international trade is subject to numerous regulations and restrictions by governments and various organisations, such as

the United Nations or the European Union. WAGNER adheres to all trade restrictions and boycotts of aforementioned organisations as well as all applicable international trade regulations, without exception. All employees and parties involved must familiarise themselves with

the corresponding provisions and comply with them in their respective area. In case of doubt, expert advice must be sought.

## 5. CONFLICTS OF INTEREST

All WAGNER employees must ensure that their private and non-company interests do not affect or conflict with their obligations towards WAGNER. Business decisions must not be

guided by private interests or relationships. Financial or personal relationships with customers, suppliers, service providers or competitors could give rise to such conflicts of interest and influence

business decisions. Employees are therefore required to immediately inform their superiors of any possible conflicts of interest.



## 6. FRAUD AND THEFT

WAGNER will investigate and report all cases of fraud, embezzlement and theft in relation with WAGNER or WAGNER's business activities. WAGNER will ensure

that all persons affected in this connection are prosecuted under civil and criminal law and removed from the workplace.

Suspected cases must be reported to the management immediately, which may be done anonymously.

## 7. CORRUPTION, BRIBERY AND FAVOURS

a) WAGNER does not pay bribes. This applies irrespective of whether the recipients are public officials or employees of a private sector customer.

According to general understanding, bribes are considered to be directly or indirectly offering or accepting gifts, payments, benefits, loans, rewards or other advantages with the objective of obtaining or granting preferential treatment in connection with one's own business activities.

b) WAGNER adheres to all applicable provisions against corruption and bribery and prohibits its employees and agents as well as other persons involved from making any unlawful payment or granting any other advantage of public officials. Public officials include all civil servants, public employees and staff of government offices, state offices and authorities as well as employees of companies majority owned or controlled by the state.

Sales to or services for Federal, State or municipal authorities or to one of the state controlled companies are subject to strict regulations which must be adhered to. All bids in tenders of the above institutions must therefore be examined by an expert specifically authorised to do so.

c) Gifts and invitations received or offered must always be reported to superiors, who in cases of doubt must consult the management, in order to guarantee uniform implementation.

Gifts and invitations may only be offered or accepted if influence over a business decision can be excluded and if they are

- standard practice,
- symbolic,
- of low value.

Gifts and invitations promised to the employee as a private person or intended for his/her family must always be reported to superiors.

Giving or accepting gifts of cash is forbidden.

d) Donations and gratuities of any kind from WAGNER to political parties or institutions may only be approved by the management.

e) WAGNER strictly complies with international laws prohibiting the use of third parties (representatives, consultants, etc.) to circumvent corruption and bribery prohibitions.



## 8. RECORDS, MAINTAINING

a) WAGNER employees and other assigned persons must keep precise, truthful and complete business records on all WAGNER business transactions. These records shall be kept, archived or destroyed on WAGNER premises only. This includes in particular

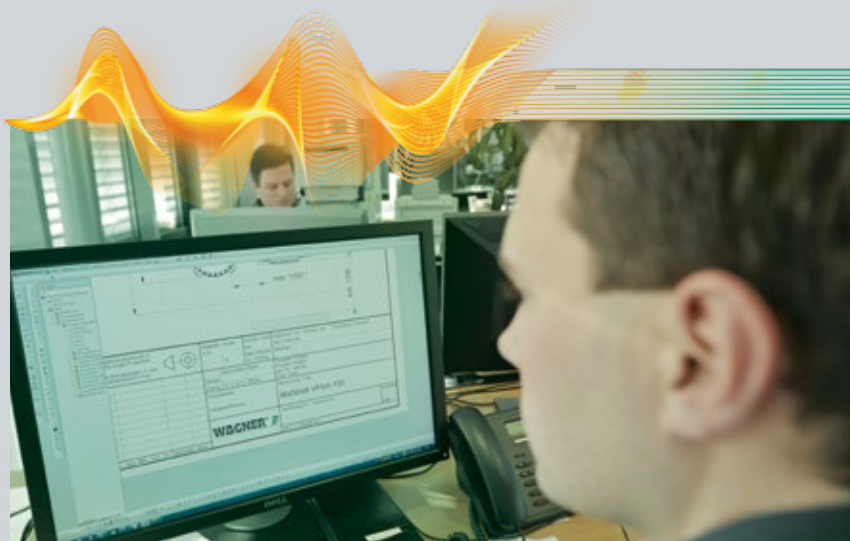
- Keeping complete, clear and traceable records and files so as to enable reviews at any time and the possibility of representation,
- Immediate, complete and correct documentation and boo-

king of processes concerning accounts and invoices,

- Reporting all business transactions in the books and in the associated documents and disclosing the corporate assets therein.

b) WAGNER employees and other persons assigned must secure their working materials and records as far as possible. This includes in particular:

- Securing documents and data from unauthorised access;
- Locking desks, cabinets and offices when possible;
- Securing IT installations with passwords and regularly changing such passwords;
- Opening letters and transmissions marked 'personal' only if addressed to them.



## 9. FAIR WORKING CONDITIONS

WAGNER recognises and appreciates the services of each individual employee, irrespective of their function or position in the company. Mutual esteem is an important component in the contributions and results of employees and as such of the success of our company. We are open to criticism and other views and provide these constructively. WAGNER and its employees have the courage to continuously vet themselves and their own actions and if necessary jointly forge new paths.

The applicable labour law and the rights, obligations and agreements arising thereunder must be complied with. In particular, no one may be discriminated, favoured,

harassed or ostracised based on their race, ethnic origin, gender, religion or ideology, disability, age or sexual identity. The cultural and human diversity at WAGNER is an enrichment.

Bullying and sexual harassment in any shape or form are forbidden. Every WAGNER employee is entitled to protection against discrimination and harassment. The respective local regulations and customs must be adhered to. In the event of conflicts, the superior or the HR department must intervene.

WAGNER expects its employees not to endanger, influence or restrict their ability to work and make decisions in the course of

business through alcohol or drug consumption. The distribution or consumption of drugs or alcohol at the workplace is forbidden and is not tolerated under any circumstance in view of the possible dangers to the agents or third parties. Exceptions such as anniversaries are subject to the consent of the management.

WAGNER recruits in accordance with principles of fairness and non-discrimination in compliance with the law and equal opportunities. WAGNER respects the locally or personally different cultural backgrounds of applicants, employees and other parties involved.

## 10. ENVIRONMENTAL PROTECTION, HEALTH AND OCCUPATIONAL SAFETY

a) WAGNER complies with environmental law and regulations. Violations may lead to fines and compensation claims by third parties against WAGNER or the employee concerned. The public image of WAGNER would also be impaired as a result. Statutory or approved limits, values, requirements and conditions must be observed. Employees and other agents must inform themselves accordingly and undertake continuous training in their respective field. Environmentally hazardous substances may not be dischar-

ged into the atmosphere, water or ground without authorisation. Even if such releases are approved, WAGNER employees must ensure these are kept to a minimum in every case.

b) Every WAGNER employee bears joint responsibility for occupational safety and health protection in their field. Occupational safety regulations must be strictly observed. Protection installations provided must be used, the absence of protection installations must be reported to superiors immediately,

who shall remedy such absence. All WAGNER employees must ensure that care in day-to-day work does not decrease as routine increases. All employees must immediately report every accident to their superiors. Superiors are responsible for providing the management and HR department with further information.



## 11. COMPANY PROPERTY, AUTHORITIES AND MEDIA

a) WAGNER employees may not use WAGNER installations or items for private purposes. Company property may not be removed from WAGNER premises without the prior written and justified authorisation of the superior. Data files and programmes may not be removed from the company or copied without such authorisation. This also applies to copies and duplicates of documents of any kind. Private use of telephone, e-mail, computers and internet is only permitted with the express consent of WAGNER. The relevant current instructions and guidelines laid down in the employment contract or by virtue of directives must be observed.

b) WAGNER cultivates a cooperative and trusting relationship with

all competent authorities. Employees or other agents responsible for transmitting information, applications etc. to certain authorities must do so correctly, completely and in time so as to avoid any disadvantage for WAGNER.

In the event of investigations or searches by public prosecutors, the police, antitrust authorities or other investigative authorities, the superiors and the management must be immediately informed. Information and files or documents may only be provided subject to prior consultation and on the instructions of the management. This is the only way to ensure that proceedings are undertaken in accordance with the relevant laws and the rights of WAGNER and the rights of other parties involved are best protected.

c) Communication between WAGNER and the media or media representatives, associations and the public is undertaken by the management only or by persons expressly appointed by the management for this purpose. Media enquiries and enquiries from associations made to employees must be forwarded to the management without releasing any information.

Employees may not refer to their work for WAGNER when making private expressions of opinion in public. This applies in particular if the opinion is not connected with WAGNER.

## 12. CONFIDENTIALITY

WAGNER depends to a significant extent on its developments and the specific knowledge in the relevant business fields it has built up and acquired over the years. WAGNER's research and development results consist of valuable commodities which as such require protection.

WAGNER employees are therefore obliged to treat trade and business secrets and confidential documents, including concerning affiliated companies and shareholders, which they obtain within the scope of their work as strictly confidential and to protect these from third party access. Such information may not be passed on to external third parties or other employees unless they are dealing with the confidenti-

al subject on the basis of their tasks and are also obliged to maintain confidentiality.

WAGNER employees must process and document the results of their work in accordance with applicable scientific standards, and communicate these internally to the competent office. Inventions must be legally protected in consultation with the management and kept strictly confidential. Particular attention must be paid to this during meetings with customers and other third parties and during visits by third parties.

This obligation of confidentiality shall continue to apply after the end of the employment relationship.

WAGNER employees must respect third party property rights and ref-

rain from making unauthorised use thereof. You may not obtain and use secrets of a third party without authorisation.

Confidential information includes but is not limited to:

- Technical information on current or planned products and/or processes and/or projects,
- Procurement schemes, lists of suppliers or purchase prices or terms and conditions of purchase,
- Cost, price, marketing or service strategies,
- Customer data and information on business relationships,
- Result reports and other financial reports.



## 13. PRODUCT SAFETY, IT SECURITY

a) WAGNER employees must immediately report recognised or only possible dangers in handling products to superiors. Each product must be accompanied by the required safety data and warnings.

b) WAGNER employees must observe the relevant instructions for IT

installations. External staff must also be appropriately informed of this obligation. Any computer software and programmes may only be installed, updated, processed, modified or deleted by persons authorised to do so. If an employee develops, writes, rewrites or modifies their own programme or parts of a programme

within the scope of their work, he/she must ensure that it remains usable for WAGNER and other WAGNER employees during and after the term of his/her employment relationship with WAGNER. WAGNER employees shall ensure that data entrusted to them is not misused.

## 14. IMPLEMENTATION AND DUTY OF NOTIFICATION

a) Compliance with the provisions of the code of conduct is the responsibility of all employees. In relation to violations, instructions or orders from superiors, customary practice, prevalent circumstances or supposed necessity may not be invoked by anyone.

b) Employees must therefore report all events and incidents where they believe there is a risk of violating laws, rules, ethical and moral values or this code of conduct. The notification of such violations is in the interest of the company and as such in the interest of all employees of WAGNER and may not be refrained from due to a wrong sense of collegiality or due to unnecessary fears. The notification must be made to one of the

following offices according to the case and as appropriate:

- to the superior
- to the management

Nobody need fear any adverse repercussions as a result.

c) The management of all WAGNER companies and their branch managers must ensure that their employees comply with the provisions of this code of conduct and all applicable laws, and that they regularly receive the necessary training in this regard.

d) WAGNER cultivates an open and trusting working relationship with employees. However, should it become necessary in order to implement this code of conduct and its objectives, or in order to

comply with the law or our ethical principles, WAGNER shall take suitable and appropriate measures, including the termination of employment relationships.



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