



M+W GROUP



M+W Group Code of Conduct

Introduction



It is M+W Group's policy to conduct its business in accordance with the highest ethical, moral and legal standards throughout all business areas. M+W Group is explicitly not interested in an increase of its revenues and profits at the expense of honesty and fair dealing.

The observance of this policy is not only necessary in order for M+W Group to remain a responsible member of the various communities in which it does business and to assure the welfare of its shareholders, customers and suppliers. The observance of this policy is in particular in the utmost interest of us, the Employees of M+W Group.

This Code of Conduct contains the main principles for conducting business with integrity and in accordance with the law, which shall be respected by all M+W Group Employees. Therefore, the observance of this policy is in the utmost interest of all of us, the Employees of M+W Group.

In the event of doubt whether certain actions or behaviour might be in conflict with these principles, you are to consult your Manager or the General Legal Counsel as the Compliance Officer.

Please keep in mind that observance of this Code of Conduct is in particular for the benefit of you and your colleagues to make M+W Group a place where people are happy to work and be proud of its employer.



**1. Our basic principle:
Acting in conformity with the law
and high ethical standards**

M+W Group as a company and all Employees shall observe and comply with all laws applicable to the business and conduct operations and affairs of the company in accordance with high ethical standards. The observance of all laws governing the business is in the best interest of its Employees and of utmost importance to the company's success.

For all those acting ethical and lawfully, M+W Group will not tolerate the infringement of statutory law or of these principles and will, in particular, charge by all means (including but not limited to civil claims, criminal prosecution as well as disciplinary measures) those who intentionally breach the law or these principles.

In case of doubt on how to interpret laws and standards, you should and are invited to consult the Legal Department of the respective Entities / Headquarters.

2. Fair competition

M+W Group believes in fair, lawful and open competition. Our success relies on our Employees, on the quality of our products and services, and on customer orientation.

We will not enter into any agreement or arrangement with third parties that could – directly or indirectly – unlawfully affect the prices or terms of sales of M+W Group's products or services or those of others.

Under no circumstances shall any Employee discuss or enter into any arrangement with competitors, distributors or others which might directly or indirectly result in price fixing or the fixing of any other terms or affect pricing or marketing policies/practices or otherwise result in conduct that violates antitrust laws.

This does not only apply to formal agreements but also to any kind of informal discussions that could result in restraints of competition.

We expect our competitors to act in the same way. In case you are approached by one of our competitors with a proposal to make arrangements which might affect prices or terms towards our clients, you are asked to not only reject such offer but report this to the General Counsel as the Compliance Officer.



3. Prohibition of corruption, handling gifts and invitations

M+W Group does not permit illegal, improper, corrupt or unethical gifts made in cash, property or services by or on behalf of M+W Group in order to secure or retain business or other advantages. Even the promise to offer any such gifts is strictly forbidden. Such gifts are considered bribery and/or encouragement of corrupt behaviour and constitute a criminal offence in most jurisdictions.

In case of doubt whether certain behaviour might be considered as improper, corrupt or unethical, you are asked to refer to the General Legal Counsel as the Compliance Officer.

Behaviour which is considered as improper, corrupt or unethical is described in more detail in the following.

3.1 Dealing with business partners

No gifts from M+W Group employees:

In principle no Employee of M+W Group may offer, promise, give or transfer directly or indirectly anything of value to, or for the benefit of an employee or agent of a sub-contractor, client or union representative.

Exceptions are invitations to business meals and information events that are decent, reasonable in nature, frequency and cost, as is the presentation of minor gifts in instances where such are customary and legally permitted. For the purpose of this Code of Conduct, gifts are considered minor if their value does not exceed € 50,- or its equivalent in other currencies.

Because it is sometimes hard to tell whether invitations escalate to, and may be regarded as, improper or unethical payments, extreme care must be taken in this regard. In any case of doubt, you are asked to refer to the General Legal Counsel as the Compliance Officer.

No accepting of gifts by M+W Group employees:

The same rules regarding the giving of gifts essentially applies to accepting gifts, invitations to meals, events and other benefits:

It is strictly forbidden for M+W Group's Employees to request or demand or even to indicate interest in any benefits of any kind from current or potential business partners.

Invitation to meals and events may only be accepted if there is a direct connection to M+W Group's business and if the type and extent of the meal or event is decent, normal and customary given the business circumstance. However, it is not permitted to accept invitations for which a business partner pays for any travelling or accommodation costs.





Employees are permitted to accept promotional items as well as minor gifts which, because of their minor value (i.e. less than € 50.- or its equivalent in other currencies), do not imply the expectation of a favour in return. In situations where more expensive gifts are unavoidable because of local custom, these shall be reported to the General Counsel as the Compliance Officer, who shall then decide how to treat such gifts. Any other kind of gifts must not be accepted.

3.2 Dealing with officials

Employees may not give or transfer anything of value to, or for the benefit – directly or indirectly – of any official or agent of any government or sub-division thereof for the purpose of inducing such person to assist M+W Group in obtaining or retaining business.

In many countries, not only civil servants are regarded as officials but also executive employees of state-owned companies, of private companies that have official functions (e.g. energy supply) or officials and employees of public international organisations. Special attention must be paid when dealing with potential officials.

Reasonable and decent business entertainment, such as lunch or dinner may be offered to officials in a cautious manner, but only where permitted by law. Any invitation of an official requires prior approval by the responsible Manager.

3.3 Dealing with political parties and politicians

Although M+W Group encourages its Employees to contribute personal time and money to the political party of their choice, however, M+W Group does not make contributions to political parties or politicians.

4. Engagement of agents or consultants

If M+W Group engages consultants, agents or comparable service providers (herein referred to as “Agents”), agreements and contracts with such Agents may not be used for making prohibited gifts to employees or representatives of customers or officials.

No payments must be made to Agents unless they have performed a lawful service for M+W Group. Payments to Agents must be adequate with regard to the services rendered and all services and payments must be documented appropriately and comprehensively.

Furthermore, all payments must be paid by company cheque or bill of exchange, bank transfer or other properly documented means, and shall, in each case, be made payable to the order of the recipient or his authorized agent. Any use of cash payments is strictly forbidden.

When employing Agents, it needs to be ensured that they also follow M+W Group's anti-corruption rules and other rules described herein when acting on behalf of M+W Group.



5. Prevention of conflicts of interests

All Employees must avoid any conflict between their private interests and M+W Group's interests, directly or indirectly (e.g. through related parties).

A conflict of interest is assumed if your judgement and discretion in the course of your duties or in other matters affecting M+W Group is or may be influenced by considerations either of personal gain or financial benefit. Examples are the purchase of goods or services on behalf of M+W Group from a company in which you or a relative has a financial interest or are/is holding significant equity.

Secondary employment is only permitted after prior approval by the responsible manager. Such secondary employment must not be against the interests of M+W Group, may not cause a conflict of interest and may not interfere with the employee's duties within M+W Group.

To avoid a conflict of interest situation, each Employee is requested to immediately disclose to its Managers any potential conflict of interest that is or may materialize.

6. Insider trading

In the course of your employment with M+W Group, you may become aware of information about M+W Group or its subsidiaries or other companies that has not been made public. The use of such non-public or „insider“ information for your or anyone others benefit is not only unethical, but also may be a violation of law. M+W Group will not tolerate the improper use of insider information.

7. Records of M+W Group

The accuracy and lawfulness of records (Accounting Books, CD, Drawings, ERP-Systems etc.), is of particular importance for M+W Group. Those in charge of this responsibility are to ensure its accuracy and lawfulness.

8. Asset protection

M+W Group will provide you with all necessary working tools and material. It is your responsibility to protect M+W Group's assets and property from damage, loss, compromise and/or misuse. In the event of any damage or loss due to wilful intent or gross negligence, you may be subject to damage claims and/or disciplinary actions.

You may only use assets and property of M+W Group for private purposes if this is explicitly permitted.

The property and assets of business partners are to be treated in the same manner and with the same care.



9. Protection of confidential information and intellectual property

Knowledge and know-how is the key for M+W Group's success. Therefore, the protection of such information is of great importance. Therefore, you are requested, neither during nor after your employment at M+W Group, to disclose any information which you have obtained during the course of your employment until such information becomes public domain.

No verbal or written statements concerning M+W Group shall be released to the press without prior approval by the Management.

10. Donations and sponsoring

As a good corporate citizen, M+W Group supports charitable and non-profit organizations and initiatives in our communities. All donations to such organizations and initiatives must be authorized by the Management.

Charitable donations are not permitted if they are made to circumvent any of the anti-bribery provisions mentioned in section 2. Donations may not be linked to our business dealings.

11. Equality of opportunity

M+W Group is committed to the principles of equal opportunity employment. All employment decisions including, but not limited to, decisions regarding recruitment, selection, hiring, compensation, benefits, training, discharge, layoff, and other terms, conditions and privileges of employment, are based on individual qualifications, without regard to race, colour, religion, national origin, sex, age, physical handicap, disability, sexual orientation, or any other status protected by law.

Additionally, no form of discrimination or harassment on the basis of race, colour, religion, national origin, sex, age, physical handicap, disability, sexual orientation, or any other legally protected status will be tolerated in the workplace. Any offences will result in disciplinary action.

12. Fair labour only

M+W Group does not use or condone forced, bonded (including debt bondage) or indentured labour, involuntary prison labour, slavery or trafficking of persons nor does M+W use or condone the use of child labour. M+W Group respects the rights of workers to associate freely, join or not join labour unions, seek representation, and join workers' councils in accordance with local laws.

13. Four-eye principle

All business transactions and major decisions shall be subject to the four-eye principle. The four-eye principle means independent assessment and independent control by two authorized Employees involved in the respective transaction. As a consequence of the four-eye principle, written external correspondence generally requires two signatures from authorized signatories in accordance with the M+W Group's signature regulations; in exceptional situation, a second signature might be waived if the other authorized Employee has confirmed his agreement with the correspondence to the signatory whereas the signatory shall assume full responsibility for the compliance with such procedure.

14. Organization

All Employees are obliged to adhere to this Code of Conduct in their day-to-day work. Employees are strongly encouraged to disclose and report to the Management and the General Legal Counsel as the Compliance Officer should they discover or witness any misconduct or any illegal behavior. M+W Group will ensure and protect the discloser's right of privacy and security.

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