

# HELUKABEL Code of Conduct

valid as from October 1, 2012

## Introduction

The present code was elaborated in order to show our associates, suppliers and customers how we, HELUKABEL GmbH, conduct our business.

This code dictates that in conducting our business we are to be honest and absolutely law-abiding in every way and will not instigate any of our associates or non-associates through persuasion, influence or blackmail to act differently.

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Where the terms “associate”, “key manager”, etc. are used, this term relates to either gender and the male form is being used exclusively for the sake of linguistic convenience.

## 1. Whom it concerns

The requirements set out in the code apply to all our associates. Our key managers are responsible for discussing the code with each of their associates. All associates regularly involved in the sale of goods or services are instructed once a year.

## 2. Conflict of interests

None of our executives or associates will exercise private interests outside of the company that are in conflict with the interests of HELUKABEL or give the impression that this is the case. Conflicts of interest may arise where a situation arises for an associate to benefit personally or obtain a benefit for his/her family from his/her relationship to us in addition to the regular remuneration from the employment contract.

It is not possible to list all situations in which conflicts of interest may arise; however, the following examples are being specified:

### a) Use of corporate funds and assets

Our financial assets comprise much more than the actual investments, equipment or corporate funds. They include technologies and concepts, business strategies and plans as well as information on our business activities. These assets may not be misused for personal gain nor may other parties be permitted to use corporate assets such as human resources, materials or fixtures for personal purposes.

## b) Confidential information

Access to confidential information about us, HELUKABEL GmbH, our customers, suppliers and our competitors will not be disclosed to other associates who do not have a business-related need to know nor to third parties without due authorization before this information is declassified by a member of the Management Board for disclosure to the public. This information includes product information, data sheets, research results, development innovations, financial data, business strategies, company plans, company manuals, organigrams, systems, etc...

## c) Work outside of the company

Our employees will avoid work outside of the company which has an impact on their work performance at HELUKABEL or which could conflict with their duty toward us. This type of work includes:

- Where one of our associates works as an executive, associate or consultant for a company or receives a salary from a company that does or aspires to do business with us, HELUKABEL, or a subsidiary, or is our competitor unless the relations have been fully disclosed to the Management and approved by it.
- Where one of our employees receives remuneration for services or time from third parties for which he or she is paid by HELUKABEL or a subsidiary unless the relations have been fully disclosed to the Management and approved by it.
- Where a member of our Management or one of our associates in Marketing, Sales or Administration or the close relative of such a member or associate have a share in an advertising agency or other organization which provides advertising, marketing or sales promotion services, fixtures or material for us, the company or a subsidiary.

## 3. Business with suppliers and customers

At HELUKABEL, integrity is the basis for business with customers and suppliers. Therefore, none of our associates or close relatives of our associates may obtain a personal gain from the purchase of goods and services for us, HELUKABEL, or a subsidiary, or a personal gain from business transactions carried out by him as an associate of the company.

The following guidelines are to be an aide for all associates to take the right decision in possible difficult situations:

## **Bribes and rebates**

The purchase or sale of goods and services must not entail that our associates or their families receive bribes or discounts.

## **Gifts**

Under no circumstances will our associates accept gifts of money nor may they request, directly or indirectly, gifts in-kind, donations or other personal remuneration from our customers.

Our associates and their close relatives may proactively accept gifts from a company or person conducting business with us, or striving to do so, but only if

- a) the gift is of very little true value or
- b) the gift is advertising or sales material

Gifts which represent more than a very low true value may only be accepted where courtesy so demands or there are other circumstances. However, any such gifts must be reported to the Management, who decides whether the employee may keep the gift or whether he must return it.

## **Invitations**

Our associates may not suggest or request, directly or indirectly, invitations from a person or company with whom we conduct business. Invitations can occasionally be made and/or accepted, but only if the invitation is appropriate, infrequent and does not incur any wasteful expenditure

## **4. Payments to consultants, dealers**

Agreements with agents, dealers and consultants must be concluded in writing and the services being rendered that are the basis for payment of a commission or remuneration and the applicable discount rate or fee must be specified.

The amount must not be exorbitant with regard to regular business practices and must be commensurate with the value of the services rendered. The agent, dealer and consultant must be informed that the agreement is being disclosed publicly and he must approve such disclosure. Overseas, the use of agents may be prohibited in accordance with national laws or the amount of the commission or remuneration may be limited.

Sales to third parties may not be invoiced at prices exceeding the fixed net price for the product. This protects against invoice extra charges and potential discount abuse.

## **5. Payments to other countries than that of the payee's domicile**

Requests by a payee (third party) to remit payment or commissions to the account of the payee in a different country from that of his domicile or business domicile may not be complied with without the prior consent of our Management.

## **6. Payment to government officials/employees**

No government officials or employees in any country may be offered or promised, directly or indirectly, money payments, gifts, services, invitations or any valuable item.

## **7. Import restrictions**

In the case of business trips for us the respective national laws concerning the declaration and import of money, negotiable instruments and goods must be observed. A good for which an import license has not been obtained, may not be imported into a country. Where there are any questions regarding specific regulations in a country, these are to be referred to our Management.

## **8. Business books and records**

All our business books and records must show the business transactions underlying the entry in a precise and open manner. Every associate will be responsible for ensuring that the records for bookkeeping (earnings, expenditure, etc.) are recorded in such a way that the reason and purpose of the transaction is clearly discernible. The complete guidelines for the proper keeping of accounting records are to be complied with.

## **9. Competition practices**

Cooperation with our competitors in which the laws are violated in matters such as pricing, production, marketing, inventory audit, product development and sales territories and targets, market studies as well as information subject to legal protection or of a confidential nature is prohibited.

As co-competitors on the market we are continuously striving to receive economic information on our competitive situation. However, we will not use illegal or inadmissible means in order to get a competitor's company secrets, such as customer lists, information on company fixtures, technical developments or processes. Moreover, we will not employ any of the competitor's associates to receive confidential information and we will not request personnel or competitors to release confidential information.

## **10. Political activities and support**

We, HELUKABEL GmbH, encourage our associates to be good citizens and to participate fully in the political process. However, according to the laws of most nations we are prohibited from supporting political candidates, political parties or party functionaries. Our associates who are active in a political party must strive not to create the impression that they are speaking for or acting on behalf of HELUKABEL.

## **11. Consumer interests**

Where consumer interests are concerned, we comply with consumer protection regulations as well as appropriate sales, marketing and information practices. Groups especially worthy of protection (e.g. family and youth protection) are given particular attention.

## **12. Human rights**

We respect and keep **human rights in accordance with the UN- Human Rights Charter**, in particular the following:

### **12.1 Privacy**

The company undertakes to protect the privacy of its associates.

### **12.2 Health and safety**

Compliance with health and work safety standards, in particular the guarantee of a safe and healthy work environment, in order to prevent accidents and injuries.

### **12.3 Harassment**

Protection of our associates against corporal punishment and physical, sexual, psychological or verbal harassment.

### **12.4 Freedom of opinion**

We protect and guarantee the right to freedom of opinion and freedom of expression.

## **13. Work conditions**

In our organization we comply with the following core work standards of the **ILO (International Labour Organization)**:



### **13.1 Child labor**

The prohibition of child labor, i.e. the employment of persons under the age of 15 unless local legal regulations set a higher age and insofar as no exceptions are admissible.

### **13.2 Forced labor**

A ban on forced labor of any kind.

### **13.3 Remuneration**

Work standards concerning remuneration, in particular with regard to the remuneration level in accordance with the applicable laws and provisions.

### **13.4 Employee's rights**

Respect of the associate's freedom of association, freedom of assembly and to union and labor negotiations to the extent that this is legal and possible in the respective country.

### **13.5 Discrimination ban**

Treatment of all associates without discrimination.

## **14. Working hours**

We will be obligated to comply with the respective valid working hour guidelines and work standards regarding the maximum admissible number of working hours.

## **15. Environmental protection**

We, HELUKABEL GmbH, fulfill the regulations and standards for environmental protection which concern our respective companies and act with environmental awareness at all sites. Furthermore, we handle natural resources responsibly in accordance with the principles of the **Rio-Declaration**.

## **16. Implementation**


Every associate is requested to report to his superior dishonest or illegal acts as well as suspected violations of the provisions of this code as set out above by other associates.

Where the associate does not receive a satisfactory answer from his superior, he should contact the Management.

## Executives and Manager

All of our executives and managers are responsible for reviewing the code with each of their associates. Our new associates have to read the code and some of them can be requested to fill out and sign a signature card upon being hired.

Hemmingen, September 20, 2012  
**HELUKABEL GmbH**



Helmut Luksch  
Manager