

Code of Conduct  
of the  
Schaltbau Group

## **Code of Conduct**

### **Preamble**

Taking responsibility:

- For employees and shareholders
- Towards customers and business partners
- Towards society

The Schaltbau Group is wholly committed to this duty. The Schaltbau Group's reputation and the trust placed in us require the correct conduct of all parties concerned. This Code of Conduct is designed to promote transparency, shape policies and provide assistance in handling the legal and ethical challenges faced in everyday work. This commitment to clear principles is designed to encourage each individual to take responsibility for their actions.

### **1. Scope of application**

The Code of Conduct is valid throughout the entire Schaltbau Group, both in Germany and abroad, and for all companies in which the Schaltbau Group holds a majority stake, either directly or indirectly. The Schaltbau Group will work towards the application of and compliance with the Code of Conduct in all other affiliated companies.

To the best of our ability we encourage and support our suppliers and business partners in introducing and implementing similar principles within their companies.

## **2. Company principles**

In addition to the quality of its products and its delivery reliability, above all the Schaltbau Group bases its success on clear company principles. Responsibility, trust and reliability are the cornerstones of our corporate identity.

We are a reliable business partner and only make promises we are able to keep.

## **3. Dealings with employees and business partners**

We owe our company's success to the knowledge, experience and commitment of every single one of our employees.

We value and respect every individual, regardless of their origin, gender, religious, political and social views.

We respect the personal dignity of every individual. The way we deal with our employees, business partners and third parties is characterised by mutual respect and integrity. Discrimination or harassment will not be tolerated.

## **4. Leadership culture and personnel development**

Managers are responsible for their employees. Managers must earn the recognition of their employees by means of exemplary personal behaviour, performance, openness and social competence. Managers should place trust in their employees, agree upon clear, ambitious but realistic goals and allow their employees as much personal responsibility and freedom as possible.

We invest in the qualification and expertise of our employees and particularly encourage dedication and efficiency.

## **5. Environmental protection and sustainability**

We are responsible for the environment. The long-term conserving of natural resources and the protection of health as well as the safety and quality of our products are therefore embedded in our company principles. We design our production and business processes to use a minimum of natural resources.

## **6. Lawful conduct**

It is our first duty to comply with all currently valid statutory regulations as well as with all in-house company policies.

Each individual employee is required to observe the law in all their activities, both in everyday business and in exceptional situations. Violations of this requirement will not be tolerated.

## **7. Competition and anti-trust laws**

We comply with the regulations of competition and anti-trust laws in all of our business activities. Our employees may not participate in any agreements that restrict competition, regardless of whether these relate to prices, conditions, capacities, the dividing of customers, territories or products or the tendering or submitting of sham offers. This requirement also applies to informal conversations that either aim at or bring about any of the restrictions to competition mentioned above.

## **8. Corruption**

It is self-evident for the Schaltbau Group that all business transactions are based on purely entrepreneurial decisions.

We compete for orders solely based on the quality and price of our products and services. We strictly reject corruption and similar business practices. We comply with the regulations of the OECD Anti-Bribery Convention, the UN Convention against Corruption, the Foreign Corrupt Practices Act and the Bribery Act as well as all applicable national regulations on corruption.

Contributions or gratuities of any kind given by employees of the Schaltbau Group to officials, employees of other companies or other third parties with the aim of receiving or securing orders or gaining other undue advantages, either for companies of the Schaltbau Group or for other persons, or contributions that could even merely create such an impression, are prohibited. The same applies to our employees demanding or accepting any such advantages.

The giving or accepting of gifts, favours and/or hospitality is only permitted if these are appropriate and in conformity with common business customs. In any case the contribution may not be construed as bribery and must take place transparently. Furthermore, it may not force the receiver into any type of binding dependency.

## **9. Conflicts of interest**

The personal interests of employees may not be allowed to conflict with company interests. In addition to the regulations on avoiding corruption, the Schaltbau Group also wishes to prevent its employees from being faced with conflicts of interest and/or loyalty.

It is therefore prohibited to operate or hold stakes, either directly or indirectly, in a company engaged in whole or in part in competition or a business relationship with the companies of the Schaltbau Group or to engage in any outside employment with such a company.

This regulation does not include additional occupations and/or stakeholdings that are proven to have no influence on the person's position within the Schaltbau Group. The existing regulations within the companies of the Group regarding notification of additional occupations remain unaffected.

## **10. Donations**

Donations are an essential part of taking responsibility for society. They contribute to creating new opportunities and maintaining existing facilities in areas in need of support. The giving of donations must always be conducted in a transparent manner and may not be linked with the placing of orders or the granting of other advantages. The receiver of the donation and its concrete use by the receiver must be known and comprehensible.

The donation must be accountable to the public at any time.

## **11. Handling of information**

### **11.1 Integrity of reports**

Open and effective cooperation requires correct and truthful reporting to shareholders, employees, business partners and customers as well as to the general public and all government authorities. All records and reports, whether prepared internally or released externally, must describe the relevant facts in a correct, concise and prompt manner. The principles of orderly accounting must be adhered to. Financial accounting or balance sheet violations will not be tolerated in the Schaltbau Group.

### **11.2 Confidentiality**

The Schaltbau Group can only achieve corporate success when innovative ideas are protected and internal information is treated confidentially.

Patents, inventions and other know-how are the basis for the future success of the Schaltbau Group. Our employees are therefore not permitted to disclose newly acquired knowledge or company secrets to third parties in any shape or form. Company documents and data carriers must be protected from unauthorised access.

Any information that has not been made available to the public is to be considered confidential and may not be disclosed to unauthorised third parties, either during or after termination of the employment relationship. Furthermore, the direct or indirect use of confidential business information for personal benefit, the benefit of third parties or to the detriment of companies of the Schaltbau Group is prohibited.

We respect the development work and related effective property rights of third parties. No unauthorised use of these may take place at any time. Our employees may neither obtain nor use the secrets of third parties without the prior permission of those parties.

### **11.3 Data protection and data security**

Our employees are fully aware of the sensitivity of personal data. Personal data may only be collected, processed or used to the extent necessary for specified, clearly defined and lawful purposes. A high standard of data quality and technical safeguarding against unauthorised access is guaranteed at all times. The use of data must be made transparent for all those concerned and their rights of information, rectification and, if applicable, objection, blocking and deletion are to be observed.

### **11.4 Capital market information / insider trading regulations**

Schaltbau Holding AG is a listed company. We therefore also have a high degree of responsibility towards our investors.

In keeping with this responsibility, we promptly provide all capital market participants with the same degree of information on our current financial and earnings situation as well as our business performance. In compliance with legal requirements, any insider information is promptly made public in the form of ad hoc announcements.

We welcome the decision of our employees to invest in our company. No one can better assess the intrinsic value of the Schaltbau Group than those who contribute to its success on a daily basis. In compliance with the corresponding company regulations, all employees of the Schaltbau Group are therefore fundamentally permitted to trade in shares or other securities of Schaltbau Holding AG.

## **12. Implementation / compliance / reporting**

The Code of Conduct is actively practiced throughout our company.

Every employee is provided with a copy of the Code of Conduct. It is the specific responsibility of company managers to ensure that the employees entrusted to them are well acquainted with and comply with the Code of Conduct. In the course of its examinations, the Group's auditing team also checks for compliance with the behavioural guidelines contained therein.

For queries concerning the interpretation of and compliance with the Code of Conduct, please contact the respective manager or our Compliance Officer Hans-Otto Pielmeier (telephone: +49 89 93005-235).

In order to ensure compliance with the Code of Conduct, we ask our employees to report any violations or suspicious behaviour to the Compliance Officer. We assure our employees that any report made will be treated confidentially. A report can also be made anonymously. We ensure that the person reporting does not suffer any disadvantages – except for any consequences resulting from their own violations.

Any suspicion of violation of the Code of Conduct will be examined carefully. Should any violation be confirmed, appropriate measures will be taken. These can even include the termination of the employment relationship and the enforcement of claims for damages.

### **SCHALTBAU HOLDING AG**

A handwritten signature in black ink, consisting of a large, sweeping initial 'J' followed by 'Cammann'.

Dr. Jürgen Cammann

A handwritten signature in blue ink, appearing to read 'Prigge'.

Elisabeth Prigge

A handwritten signature in blue ink, appearing to read 'D. Löhnert'.

Dirk Christian Löhnert