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# Drooms' Code of Conduct Guidelines\*

September 2016

\*Code of Conduct Guidelines includes other guidelines as well (e.g. Gratuity: Gifts and Hospitality)

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## A. Basic Behavioral Requirements

### A.1. Behavior which Complies With Law

Observing the law and the legal system in every country where we do business is a fundamental principle for Drooms<sup>1</sup>. All employees must obey the laws and regulations of the systems within which they are operating in addition to applicable Drooms policies. Violations of the law must be avoided under all circumstances.

Regardless of the sanctions that could be imposed by law, all employees guilty of a violation will be subject to disciplinary consequences because of the violation of their employment duties.

### A.2. Mutual Respect, Honesty and Integrity

We respect the personal dignity, privacy, and personal rights of every individual. We work together with individuals of various ethnic backgrounds, cultures, religions, ages, disabilities, races, sexual identity, world view and gender. Consistent with our corporate principles and with the employment laws of numerous countries in which we work, we do not tolerate discrimination against anyone on the basis of any of these characteristics or harassment or offensive behavior, whether sexual or otherwise personal.

These principles apply to both internal cooperation and conduct towards external partners. We make decisions about those we work with — including personnel, suppliers, customers and business partners — based only on appropriate considerations, not on the basis of inappropriate considerations such as discrimination or coercion.

We are open, honest and stand by our responsibilities. We are reliable partners and make no promises we cannot keep. And we expect our employees to act with integrity.

### A.3. Responsibility for the Reputation of Drooms

To a substantial degree, the reputation of Drooms is determined by our actions and by the way each and every one of us presents and conducts himself/herself. Illegal or inappropriate behavior on the part of even a single employee can cause the Company considerable damage.

Every employee should be concerned with maintaining and promoting the good reputation of Drooms in the respective country.

<sup>1</sup> References to „Company“ or „Drooms“ are to Drooms AG and its subsidiaries/affiliated companies.

#### A.4. Management, Responsibility and Supervision

The culture of integrity and compliance in an organization starts at the top. All managers must fulfill their duties of organization and supervision. All managers bear responsibility for all employees entrusted to them. All managers must earn respect by exemplary personal behavior, performance, openness, and social competence. This means, among other things, that each manager must emphasize the importance of ethical conduct and compliance, make them regular topics of everyday business and promote them through personal leadership and training. Each manager must also set clear, ambitious and realistic goals and lead by example.

Managers should permit their employees as much individual responsibility and leeway as possible, while making it clear that compliance is required under all circumstances, at all times. All managers shall also be accessible in case employees wish to raise compliance concerns, ask questions or discuss a professional or personal problem.

These responsibilities of managers do not relieve employees of their own responsibilities. We must all work together to comply with applicable laws and Drooms policies. These specific manager responsibilities are listed here to give employees an idea of the leadership and support they should expect from their superiors.

It is the responsibility of all managers to see to it that there are no violations of laws within their area of responsibility that proper supervision could have prevented. They still remain responsible, even if they delegate particular tasks.

In particular, the following duties apply to managers:

- The manager must carefully select employees based on their personal and professional qualifications and suitability. The duty of due care increases with the significance of the task the employee must perform (duty of selection).
- The manager must give precise, complete and binding instructions to employees, especially with regard to compliance with the law (duty to give instructions).
- The manager must ensure that compliance with the law is continuously monitored (duty of monitoring).
- The manager must clearly communicate to employees the importance of integrity and compliance in everyday business. He/she must also communicate that violations of the law are unacceptable and will have employment consequences (duty of communication).

## B. Treatment of Business Partners and Third Parties

### B.1. Fair Competition and Anti-Trust Laws

Fair competition permits markets to develop freely — with attendant social benefits. Accordingly, the principle of fairness also applies to competition for market share.

Every employee is obliged to abide by the rules of fair competition.

Anti-trust evaluation can be difficult, particularly because the rules can differ from country to country and from case to case. For example, in many places special anti-trust law requirements apply to large companies.

Here are examples of the types of behavior that can lead to a violation of anti-trust laws.

Employees may not:

- talk to competitors about prices, output, capacities, sales, bids, profits, profit margins, costs, methods of distribution or any other parameter that determines or influences the Company's competitive behavior with the aim to solicit parallel behavior from the competitor,
- enter into an agreement with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up customers, markets, territories or production programs, or
- have any influence on the resale prices charged by our purchasers, or attempt to make them restrict the export or import of goods supplied by Drooms.

Moreover, employees may not obtain competitive intelligence by using industrial espionage, bribery, theft or electronic eavesdropping, or communicate knowingly false information about a competitor or its products or services.

### B.2. Anti-Corruption: Offering and Granting Advantages

We compete fairly for orders with the quality and the price of our innovative products and services, not by offering improper benefits to others. As a result, no employee may directly or indirectly offer, promise, grant or authorize the giving of money or anything else of value to a government official to influence official action or obtain an improper advantage. The same applies to a private commercial counterparty in a business transaction in consideration for an improper advantage. Any offer, promise, grant or gift must comply with applicable laws and Drooms' policies, and must not raise an appearance of bad faith or unsuitableness. This means that no such offer, promise, grant or gift may be made if it could reasonably be understood as an effort to improperly influence a government official or as a bribe to a commercial counterparty to grant Drooms a business advantage.

The term "government official" is defined broadly to include officials or employees of any government or other public body, agency or legal entity, at any level, including officers or employees of state-owned enterprises and public international organizations. It also includes candidates for political office, political party officials and employees, as well as political parties.

In addition, employees may not give money or anything of value indirectly (e.g. to a consultant, agent, intermediary, business partner or other third party) if the circumstances indicate that all or part of may be directly or indirectly passed on to a government official to influence official action or obtain an improper advantage or to a private commercial counterparty in consideration for an unfair advantage in a business transaction. For that reason, employees who are responsible for hiring consultants, agents, partners in joint ventures or other business partners must take appropriate actions to:

- ensure that those third parties understand and will abide by Drooms' anti-corruption policies or comparable equivalents,
- evaluate the qualifications and reputation of such third parties, and
- include appropriate provisions in agreements and contracts designed to protect Drooms.

This applies in particular, but not only if they will have contact with government officials on behalf of Drooms.

Finally, each investment decision made by the Company - whether it is the purchase of a controlling interest in a company or a minority interest, or a joint venture arrangement - must be based on a prior compliance check.

### **B.3. Anti-Corruption: Demanding and Accepting Advantages**

Employees are not permitted to use their jobs to solicit, demand, accept, obtain or be promised advantages. This does not apply to the acceptance of occasional gifts of purely symbolic value or meals or entertainment reasonable in value that are consistent with local customs and practices and the latest Drooms policy (e.g. "Gratuity: gifts and hospitality"). Any other gifts, meals or entertainment must be refused.

#### **B.4. Political Contributions, Charitable Donations and Sponsoring**

Drooms does not make political contributions (donations to politicians, political parties or political organizations).

As a responsible member of society, Drooms makes monetary or product donations for education and science, art and culture, and social and humanitarian projects. Sponsorships for which Drooms receives advertising are not considered donations, nor are contributions to industry associations or fees for memberships in organizations that serve business interests. Some donations are always prohibited, including donations (1) to individuals and for-profit organizations; (2) paid to private accounts; (3) to organizations whose goals are incompatible with Drooms' corporate principles; or (4) that would damage Drooms' reputation.

All donations must be transparent. This means, among other things, that the recipient's identity and planned use of the donation must be clear and the reason and purpose for the donation must be justifiable and documented. Quasi-donations, meaning donations which appear to be compensation for a service but are substantially larger than the value of the service, are prohibited as violating the principles of transparency.

Sponsoring means any contribution in money or in kind by Drooms towards an event organized by a third party in return for the opportunity to advertise the Drooms brands by, for example, displaying the Drooms logo, being mentioned in the opening or closing addresses, or the participation of a speaker on a discussion panel, as well as tickets to the event.

All sponsoring contributions must be transparent, pursuant to written agreement, for legitimate business purposes, and commensurate with the consideration offered by the event host. Contributions may not be promised, offered or made to secure unjustified competitive advantages for Drooms or for other improper purposes, and they may not be made towards events organized by individuals or organizations that have goals incompatible with Drooms' corporate principles or that would damage Drooms' reputation.

#### **B.5. Government Procurement**

Drooms competes for contracts from government entities and government-owned businesses around the world. In all of Drooms' dealings and interactions with governments, we act in a manner that is transparent, honest and accurate.

We comply with all applicable laws and regulations related to government procurements, including laws prohibiting efforts to improperly influence government officials.

## **B.6. Anti-money Laundering**

Money laundering is the process of disguising the nature and source of money connected with criminal activity — such as terrorism, drug trafficking or bribery — by integrating "dirty money" into the stream of commerce so that appears legitimate or its true source or owner cannot be identified.

It is Drooms' objective to conduct business with reputable customers, consultants and business partners who are involved in lawful business activities and whose funds are derived from legitimate sources. We do not facilitate money laundering. All employees must abide by applicable anti-money laundering laws and Drooms' procedures, designed to detect and deter suspicious forms of payment or customers or other transactions that could involve money laundering.

In cases of doubt regarding potential business partners or whenever receiving unusual business requests (e.g. payments to be made by non-contractual third-parties, etc.) employees shall check via below's link if there exist any national/international "freezing orders" (on assets) or international sanctions against those individuals, companies or organizations before engaging in doing business with them:

=> <http://www.finanz-sanktionsliste.de/fisalis/jsp/index.jsf>

To avoid problems in this area, employees must be attentive to and report suspicious behavior by customers, consultants and business partners. Employees must also follow all accounting, record-keeping and financial reporting requirements applicable to cash and payments in connection with other transactions and contracts.

## **B.7. Trade Controls**

Drooms complies with applicable export controls and customs laws and regulations in the countries where it does business. Export controls generally apply to the transfer of goods, services, hardware, software or technology across certain national borders, including by email. Export control laws may be triggered in connection with direct or indirect exports to or imports from sanctioned countries or parties, who, for example, may be designated based on national security grounds or because of participation in criminal activity. Violations of these laws and regulations may lead to serious penalties, including fines and governmental withdrawal of simplified import and export procedures (interruption of seamless supply chain).

Employees involved in international business activities as described above must follow applicable economic sanctions, export control and import laws and regulations and any related policies and procedures established by the business in which they work.

## **B.8. Working with Suppliers**

Drooms as a company expects its suppliers to share Drooms' values and comply with all applicable laws. Furthermore, Drooms expects its suppliers to act in accordance with the following principles, similarly adopted by Drooms, concerning responsibilities vis-à-vis stakeholders and the environment:

- Comply with all applicable laws,
- Prohibit corruption,
- Respect basic human rights of employees,
- Comply with law's prohibiting child labor,
- Take responsibility for the health and safety of their employees,
- Act in accordance with applicable statutory and international standards regarding environmental protection, and
- Promote compliance among their suppliers with Drooms.

## **C. Avoiding Conflicts of Interest**

It is the duty of Drooms employees to make business decisions in the best interest of Drooms, not based on their own personal interests. Conflicts of interest arise when employees engage in activities or advance personal interests at the expense of Drooms' interests.

Employees must inform their supervisor of any personal interest they could possibly have in connection with the execution of their professional duties.

Employees are not permitted to use, for their own personal contracts or orders, companies with which they have business dealings as part of their activities for Drooms if they could derive any advantage from the personal contract or order. This is particularly applicable if the employee exercises or is capable of exercising a direct or indirect influence upon whether that company receives a contract from Drooms.

A conflict can take the form of a business relationship with, or an interest in, a competitor or customer of Drooms, or participation in sideline activities that prevent employees from being able to fulfill their responsibilities at Drooms. It is important that all employees recognize and avoid conflicts of interest, or even the appearance of a conflict of interest, as they conduct their professional activities.

### **C.1. Competing with Drooms**

An employee may not operate or assist a company that competes with Drooms or engage in any competing activities.

## C.2. Sideline Work

Employees may not engage in sideline work that competes with Drooms. Before employees may engage in other sideline work for remuneration they must notify Drooms and seek written permission. Occasional writing activities, lectures, and comparable occasional activities are not considered sideline work, permission will not be granted if it is detrimental to the interests of Drooms.

Permission may be refused if employees have dealings the course of their official Drooms' duties with the company in question.

Previously granted permission may be revoked on these grounds as well.

## C.3. Interests in Third Companies

Employees who directly or indirectly hold or acquire a stake in a competitor company must disclose this fact to Drooms human resource (HR) department if this stake gives them the opportunity to exert influence on the management of that company. It can be assumed - as a general rule - that the possibility of exerting influence on the management exists when a stake exceeds 5% of a competitor company's total capital.

Employees who directly or indirectly hold or acquire an interest in a Drooms business partner or a company in which Drooms has ownership shares also have to disclose this fact to the personnel department responsible, if they have dealings with the business partner or company in the course of their official duties or if they will hold a position in that company.

Once an interest in a third company has been disclosed, the company may take suitable measures to eliminate any conflict of interest.

## D. Handling of Company Property

There are many devices and pieces of equipment in Drooms offices and workshops, such as telephones, copying machines, computers, software, tools, internet/intranet, including e-mail and answering machine systems. These are only to be used for company business and not for personal gain. Exceptions, and payment if applicable, can be agreed upon locally, provided that the use of Drooms property does not:

- relate to any illegal activity,
- cause an actual or perceived conflict of interest, or
- lead to significant added costs, disruption of Drooms business or other adverse effects for the Company, including by interfering with an employee's assigned duties or the assigned duties of other employees.

In no case may information be retrieved or transmitted that furthers or incites racial hatred, glorification of violence or other criminal acts, or contains material which is sexually offensive within the respective culture.

Employees are not permitted without the consent of their supervisor to make records, files, video or audio recordings, or reproductions using Drooms equipment or facilities if the activity is not directly related to company business.

## **E. Handling of Information**

### **E.1. Records and Financial Integrity**

Open and effective communication requires accurate and truthful reporting. This applies equally to relationships with investors, employees, customers and business partners, as well as with the public and all governmental offices.

Drooms is also required to maintain sound processes and controls so that transactions are executed according to management's authorization. Drooms must also prevent and detect unauthorized use of Drooms assets. All Drooms employees are required to make sure that the Drooms books and records they create or are otherwise responsible for are:

- complete,
- accurate,
- honestly reflect each transaction or expenditure, and
- are timely and in accordance with applicable accounting rules and standards

whether or not the information will be included in a public filing or provided to a government agency. Such books and records include all data, certifications and other written materials provided for financial reporting and disclosure purposes as well as materials collected for other purposes. These also include internal expense records (such as expense account reports).

### **E.2. Confidentiality**

Confidentiality must be maintained with regard to Drooms' internal confidential or proprietary information that has not been made known to the public. All non-public information from or concerning suppliers, customers, employees, agents, consultants and other third parties must also be protected in accordance with legal and contractual requirements.

Confidential or proprietary information may include, in particular:

- details concerning a company's organization and equipment, prices, sales, profits, markets, customers and other matters of business, including name, contact person and address of such companies,
- information on manufacturing or research and development, and
- internal reporting figures.

The obligation to maintain confidentiality extends beyond the termination of the relevant relationship, since the disclosure of confidential information could cause harm to Drooms' business, clients or customers no matter when it is disclosed.

### **E.3. Data Protection and Data Security**

Access to the intranet and internet, worldwide electronic information exchange and dialogue, and electronic business dealings are all crucial to the effectiveness of each and every one of us, and for the success of the business as a whole. However, the advantages of electronic communication are tied to risks in terms of personal privacy protection and data security. Effective foresight with regard to these risks is an important component of information technology management, the leadership function, and also the behavior of each individual.

Personal data may only be collected, processed, or used insofar as it is necessary for pre-determined, clear and legitimate purposes. In addition, personal data must be maintained in a secure manner and appropriate precautions should be taken when transmitting it. High standards must be ensured with regard to data quality and technical protection against unauthorized access. The use of the data must be transparent for those concerned and the rights of those concerned must be safeguarded with regard to use and correction of information and, if applicable, to objections pertaining to blocking, and deletion of information.

In some jurisdictions (such as the European Union) there are strict laws and regulations pertaining to the collection and use of personal data, including data on others, such as customers or business partners. All employees must abide by such laws, to the extent they are applicable, to protect the privacy of others.

### **E.4. Insider Trading Rules**

People who have inside information with regard to Drooms or another company, such as a customer, supplier or joint venture partner whose securities are admitted to trading on a stock exchange or an organized securities market, are not allowed to trade in these companies' securities or in financial

instruments the prices of which depend directly or indirectly on these companies' securities (insider securities). Inside information is any specific information which is not public knowledge relating to Drooms or such other issuer of insider securities, which, if became publicly known, would likely have a significant effect on the price of the insider security. Such likelihood exists if a reasonable investor would view the information as likely to have an impact on the price of the security. It would also exist if a reasonable investor would take the information into account in making an investment decision.

Inside information may be acquired as a result of an employee's position and responsibilities or inadvertently, and includes non-public information about such things as:

- financial results,
- financial plans or budgets,
- dividend changes,
- significant mergers or acquisitions,
- divestitures,
- particularly important contract awards or strategic plans,
- major developments in litigation,
- technical or product developments,
- major management changes, joint ventures and major business agreements, or
- business relationships.

In order to avoid even the appearance of a violation of the insider trading rules by the members of the uppermost management level, these individuals may generally effect no transactions in Drooms' securities in the time from two weeks prior to the end of a quarter or fiscal year until two days subsequent to any publication of quarterly or fiscal-year-end results. The same applies to employees of Drooms whose activities or function gives them access to financial results or other material information that is not yet public. Inside information must not be disclosed or made available to a third party without authority to do so. The disclosure of inside information unauthorized whenever it is made outside the normal scope of an insider's work functions or professional duties, or in fulfilling other duties on behalf of the issuer. This applies both to information disclosed within Drooms and to information disclosed outside Drooms, including to journalists, financial analysts, customers, consultants, family members, or friends. Furthermore, employees must always make sure that insider-relevant information is secured or kept under lock and key so that unauthorized persons cannot gain access to it.

Persons who have inside information are not allowed to recommend that a third party acquire or dispose securities for which that information is relevant, or to otherwise induce a third party to do so.

Managers can be held personally liable for damages in some cases if an employee violates insider trading rules and proper supervision could have prevented the violation.

Additional or special insider trading rules and local law have to be complied with, as applicable.

## F. Environment, Safety and Health

### F.1. Environment and Technical Safety

Protecting the environment and conserving natural resources are high priorities for our Company. Through management leadership and employee commitment, Drooms strives to conduct its operations in a manner that is safe for the environment and continually improves environmental performance.

All employees must contribute to these goals through their own behavior.

### F.2. Work Safety

Protecting the health and safety of employees in the workplace is a high priority for Drooms. It is the responsibility of everyone to foster Drooms' efforts to conduct its operations in a safe manner. The responsibility vis-à-vis employees requires the best possible accident-prevention measures, and applies to:

- the technical planning of workplaces, equipment and processes,
- safety management, and
- personal behavior in the everyday workplace.

The work environment must conform to the requirements of health-oriented design. All employees must constantly be attentive to work safety.

## G. Complaints and Comments

All employees may lodge a complaint with their supervisor, their compliance officer, personnel manager or some other person/unit designated for this purpose or with an existing internal works council. Circumstances which point to a violation of the Drooms' Code of Conduct Guidelines are to be reported to either the Corporate Counsel, the Chief Financial Officer or the Head of Human Resources. All complaints can be submitted both confidentially, and anonymously, and all complaints will be investigated. Corrective measures will be implemented if necessary. All documentation will be kept confidential to the extent permitted by law. No reprisal of any kind against complainants will be tolerated.

## H. Compliance Implementation and Monitoring

The management of Drooms throughout the world shall actively foster the widespread distribution of the Code of Conduct Guidelines and see to it that they are implemented.

Compliance with the law and observance of the Code of Conduct Guidelines shall be monitored in all regional Drooms companies' on a regular basis. This shall be done in accordance with applicable national procedures and legal provisions.