

# Code of Conduct

# The importance of the Code of Conduct from the perspective of the Management Board

Getzner Werkstoffe is one of the leading specialists in vibration protection and is known as a reliable partner worldwide.

We have been producing materials for the insulation and isolation of vibrations and structure-borne noise since 1975. Our high-tech materials Sylomer® and Sylodyn® were developed from our in-house research and are used in the rail, construction and industry sectors. They reduce vibrations and noise, improve the service life of bedded components and minimise the need for maintenance and repairs on railway tracks, vehicles, structures and machines.

In addition to our company sites and subsidiaries, our materials are also marketed by selected partners around the world. We are thereby making a valuable contribution towards enhancing people's quality of life.

However, fulfilling our ethical, social and legal obligations is just as important to us as a company. Accordingly, this Code of Conduct is a guide for all employees, managers and partners on how to combine our corporate philosophy with a long-term competitive edge.

Bürs, June 2017



**Jürgen Rainalter**

Chief Executive Officer of Getzner Werkstoffe GmbH

# Purpose of the Code of Conduct

This Code of Conduct is intended as a guideline for all activities carried out by Getzner Werkstoffe.

Getzner's vision: "The success of our partners is our passion: Offering the best technology in the world to deliver cost-effectiveness and reliability."

Our conduct towards our employees, partners and competitors is derived from this vision and the ethical and social values firmly rooted in our company. This Code of Conduct defines the standard practice at our company and stipulates mandatory business conduct at Getzner. It is not only aimed at employees and managers, but also at all of the consultants, representatives, sales partners and suppliers we commission, as well as all other persons working on behalf of Getzner.

Getzner encourages and requires every individual employee and anyone associated with our company in a business capacity to take personal responsibility for compliance with statutory provisions and other external and internal regulations. Furthermore, proper conduct as set out in this Code of Conduct plays an important role.

The Code of Conduct is updated by the Getzner Management Board as required and special guidelines are added to it if needed. Note that in some cases these guidelines may only apply to certain countries or regions.

This Code of Conduct applies to all employees of the Getzner Group. New employees undertake to comply with the Code of Conduct in their employment contract. Every individual employee has a personal responsibility to adhere to and implement the Code of Conduct. Managers are considered to be role models for all employees and lead by example in the implementation of the Code of Conduct. They are expected to instruct their employees on how to use the Code of Conduct, monitor their compliance with it and train them with the support of the relevant departments if required.

When interpreting the rules set out in the Code of Conduct, employees should use their common sense and question whether a specific action could give rise to criticism based on reasonable ethical and moral standards. Above all, country-specific standards and customs should be taken into consideration. Where statutory provisions apply, there is no discretionary leeway. If an employee has any questions or anything is unclear, their line manager will be able to advise them and help them to make a decision.

The responsible compliance office is the highest authority in terms of disputes regarding the binding interpretation of the Code of Conduct.

# Ethical and social values at Getzner Werkstoffe

The ethical and social values guide our everyday actions wherever we are in the world.

## **Human rights and discrimination**

The human rights anchored in national and international conventions and the human dignity associated with them are considered as indispensable elements of this Code of Conduct. Getzner is committed to the equal treatment of all persons - regardless of age, gender, religion, sexual orientation, ethnic or national background, political opinion, physical or mental disability. Getzner does not tolerate any form of discrimination whatsoever.

## **Freedom of association and right of opinion**

Moreover, Getzner upholds the freedom of association of its employees and partners and the associated right to engage in trade union activity at all of its global sites. Freedom of opinion and expression are also respected, provided that this does not give rise to harassment of other employees, partners or competitors.

## **Child and forced labour**

Getzner categorically opposes all forms of child or forced labour.

## **Remuneration**

All relevant laws and regulations are upheld with respect to remuneration. This applies in particular to the level of pay.

## **Protection against harassment**

All forms of emotional, physical or sexual harassment are forbidden.

**Safety, health and environment**

Getzner ensures that all the relevant statutory regulations on safety, health and environment are properly implemented at its company-owned sites.

All employees are obliged to uphold all occupational health and safety measures, to follow the company's accident prevention instructions - especially all safety instructions - and to use the personal protective equipment provided (e.g. protective clothing, safety shoes, safety goggles, ear protection). Occupational health and safety must be at the forefront of every employee's considerations at all times.

**Training and development**

Getzner supports and encourages the professional training and development of its employees to give them the best possible preparation for current and future requirements at the company.

**Family aspects**

Getzner advocates equal opportunities in all respects. This includes offering part-time work and encouraging parental leave.

# Our responsibility to partners and competitors

Our actions at Getzner are geared towards the success of our partners. Professional and transparent business relationships are therefore fostered and maintained.

Measures that aim to or make it possible to distort competition contrary to statutory provisions will not be advocated or tolerated. Every employee is obliged to abide by the rules of fair competition.

## **Bribery**

Corruption must be avoided everywhere and at all times. In this respect, Getzner undertakes to comply with all the relevant statutory regulations, at both a national and an international level. The main problem concerning corruption is the bribery of officials or persons with whom either direct or indirect contact exists due to business relationships. In this context, bribery means the offering, promising or granting of benefits to influence business decisions. All forms of bribery are prohibited without exception.

Getzner pays consultants and agents within reasonable limits. Unjustified overpayment is strictly forbidden to rule out giving inadmissible benefits to third parties. Furthermore, all employees are prohibited from granting indirect cash payments or other benefits (e.g. to a consultant, agent, broker, business partner or other third party), if the circumstances indicate that these will be passed on in whole or in part, directly or indirectly, to an official in order to influence an official action or to obtain an unfair advantage, or will be granted to a person in the private sphere in order to obtain an unfair advantage.

## **Bribability**

Getzner employees and any persons commissioned by us must not accept or elicit any unlawful favours.

**Invitations and gifts**

Invitations to business meals or events can be issued and also accepted to a reasonable extent. The definition of a reasonable extent can be found in the relevant Getzner company policy.

Invitations extended to employees and business partners to sports, cultural and artistic events will be viewed more critically. Furthermore, hospitality and invitations to travel must always be checked with particular care. In the cases mentioned above, employees are referred to the relevant Getzner company-wide guideline, which is based on the applicable statutory regulations and recommendations relating to events of this kind.

The above statements regarding the limits of what is considered reasonable and acceptable also apply to the provision and receipt of gifts. It should be confirmed on a case-by-case basis that the associated effect of a gift does not lead to the undue influencing of the gift recipient. The provision and receipt of gifts may only take place voluntarily and with no expectation of receiving anything in return or of placing any party under any form of obligation. The offering or acceptance of money or benefits with a monetary value is not permitted under any circumstances. Country-specific laws and usages must always be heeded.

Invitations and gifts are always prohibited if they damage the reputation of Getzner or violate our ethical and social values in any way.

**Money laundering**

Getzner employees must adhere to anti-money-laundering laws. Getzner only conducts business with reputable partners whose financial situation is based on honest actions. If there are any doubts in this respect, a careful audit of the business partner is carried out.

**Donations**

Getzner is involved in social initiatives and thus supports a range of organisations and projects through financial donations or donations in kind. These donations are provided voluntarily, for a social purpose and are in no way granted with the expectation of a benefit or any other form of favour in return.

**Sponsorship**

In addition, Getzner supports various associations and projects of a sporting, cultural and artistic nature. Support is provided both in cash and in kind or by providing services. The only expectation in return is the positive impact of the sponsorship on Getzner's reputation through the success of the supported associations and projects.

**Political contributions**

Getzner does not support political parties.

**Conduct in competition**

The conduct of companies in competition is regulated by the relevant statutory regulations on unfair competition. Getzner undertakes to fully implement these regulations to ensure fair competition. This obligation is transferred from Getzner to all employees and commissioned individuals.

Any restriction of fair competition and infringements of competition and antitrust regulations are incompatible with our corporate philosophy and culture, not to mention the identity of Getzner.

In this respect, no measures are taken that unfairly influence the freedom of business partners to make decisions or act. As an expert operating on a global scale, Getzner does not use its position on the market to exploit unjustified advantages or those that distort competition at a national or international level. Getzner will therefore not participate in any illicit horizontal or vertical agreements regarding prices, quantities or markets, or get involved in any other kind of illegal exchange of sensitive information.

Our partners' success relies on business relations being conducted in a professional manner and the parties involved demonstrating honest and transparent conduct. At Getzner, we trust exclusively in the technology as the key to success.

The following guiding principles must be respected by all employees when undertaking business activities:

- No agreements shall be made with competitors on business matters that determine or influence competitive behaviour. This applies in particular to agreements and arrangements that are for the purpose of or affect the fixing of prices or production capacities, the allocation of markets or customers, or the boycott of customers or another market participant.
- No unfair business practices must be used or pressure exerted on intermediaries to market products at a certain price.
- No agreements or arrangements may be made on the submission of sham bids.

# The responsibility of our employees

Getzner is proud of its employees and they are considered to be ambassadors for the company. Even more important is the responsibility borne by each individual employee.

## **Confidentiality of information**

In the course of their employment, employees are obliged to treat information relating to the company, its partners, competitors and their colleagues confidentially. All personal use of confidential information and the dissemination of this information to third parties is thus forbidden. This confidentiality obligation remains fully in force even after the termination of employment. The relevant confidentiality provisions stipulated in the respective employment contracts also apply.

## **External perception**

The conduct of our managers and employees affects the public perception of Getzner. It should be noted that the public includes both the actual public sphere and any kind of digital environment.

Getzner's conduct with employees, partners and competitors is built on friendliness and respect. Cultural differences should also be taken into account.

## **Conflicts of interest**

Such conflicts may arise from secondary employment or commercial interests. In the course of their business activities, it is possible that employees will find themselves in situations in which their personal or financial interests conflict or may conflict with the interests of Getzner. In situations like this Getzner expects employees to act exclusively in the interests of Getzner. As such conflicts of interest cannot always be avoided, Getzner obliges employees to handle issues of this nature transparently.

Every employee is obliged to fully declare any actual or potential conflicts of interest - even if it may only appear to be a conflict of interest - to their line manager immediately without being prompted and if need be to request special consent.

Conflicts of interest may occur in connection with the following activities in particular:

- Secondary employment may contradict the obligations towards Getzner or lead to a conflict of interest and therefore requires prior written consent from the line manager in each individual case and information to be sent to the responsible Human Resources department.
- Economic involvement with competitors or Getzner's business partners, especially customers or suppliers, is not permitted.

### **IT usage**

To limit the general risks in terms of IT usage, the relevant guidelines and security provisions stipulated by Getzner must be adhered to. IT equipment (PCs, laptops, tablets, smartphones, etc.) must always be stored securely and password-protected as far as is technically possible. Personal passwords must not be passed on to other employees or third parties.

# The implementation of the Code of Conduct

This Code of Conduct applies to all Getzner sites worldwide in its current form and must be implemented in this form.

The Getzner group includes all companies in which Getzner Werkstoffe GmbH holds a direct or indirect share of at least 50 % or over which it exercises any other form of control.

## **Obligation to comply**

Employees, managers and any third-party representatives are obliged to comply with the Code of Conduct. The Management Board sets an example through their compliance with the Code.

## **Reporting breaches of conduct**

Employees are urged not to tolerate any misconduct they witness and thus to report it. Information about infringements of laws or breaches of this Code of Conduct should be passed to a Compliance Officer.

## **Protection for whistleblowers**

All reports of misconduct within the context of this Code of Conduct and other statutory regulations will be treated diligently and confidentially. To encourage open and trusting communication, it is expressly stated that employees who report infringements of laws, the Code of Conduct or other internal guidelines and regulations and who bear no contributory responsibility will not face negative consequences of any kind. However, Getzner expressly reserves the right to take disciplinary action against employees who make false accusations, either deliberately or through serious negligence.

## **Consequences of misconduct**

Infringements will result in labour law and disciplinary action being taken. Furthermore, it should be noted that violations of legal requirements may lead to civil or criminal proceedings.

**Contacts**

The Compliance Officer is Dr Florian Kiefer.

The Deputy Compliance Officer is Ms. Katharina Keiser.

The compliance office can be contacted by emailing:

[compliance@getzner.com](mailto:compliance@getzner.com)