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# CODE OF CONDUCT

## OF HUECK FOLIEN

Entry into effect on 01.01.2015

Note: The male form selected in this document always refers equally to females. In order to improve legibility we have refrained from using dual forms.

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## **1. Management's commitment**

HUECK FOLIEN GmbH, HUECK FOLIEN Vertrieb & Service GmbH und HUECK FOLIEN Ltd. Hong Kong (together **HUECK FOLIEN**) are reliable, dynamic partners within their networks and are aware of their social responsibility as enterprises acting on the global stage. For this reason, HUECK FOLIEN expressly commits itself to a corporate policy that is based on competence, openness, trust and absolute integrity.

This is the basis for the further consolidation and development of HUECK FOLIEN's competitiveness and market position on a long-term basis. Sustained commercial success requires not only high-quality products, reliability, efficient structures and a high level of motivation but also compliance with the applicable rules and legislation. Responsibility and ethical principles are a precondition for sustained success.

Staff know-how and loyalty are essential strengths of HUECK FOLIEN. We are loyal and legally correct, comply with applicable laws, internal guidelines and staff regulations, and treat business and trade secrets confidentially. We avoid conflicts of interests, protect the assets of the enterprise and reject all manifestations of corruption. We comply with both competition law regulations and international export restrictions. This avoids risks and damage not only for HUECK FOLIEN (for instance fines, liability or loss of reputation), but also personally for the staff affected. The consequences of corruption include not only the possibility of punishment but also the loss of trust in the enterprise and the distortion of competition.

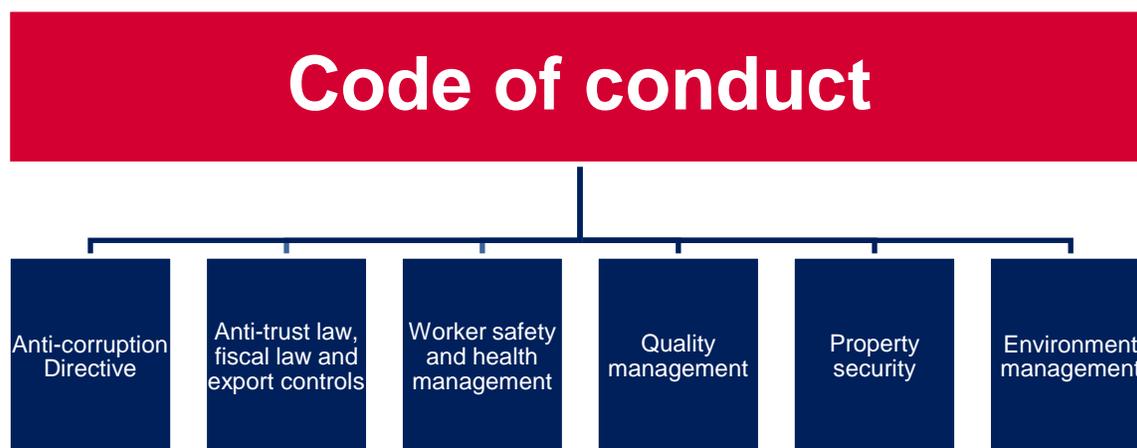
The present Code of Conduct reflects the HUECK FOLIEN business principles. These are the basis for every thought, deed and decision taken in HUECK FOLIEN's name.

## **2. General section**

### **2.1 Overview**

The Code of Conduct describes the HUECK FOLIEN business principles and constitutes the essential elements of our corporate culture. This code serves as the basis for further guidelines to define the specific standards for staff actions and conduct. In addition, in

various sectors of the enterprise there are different staff instructions that must be complied with.



## **2.2 Entry into effect**

This Code of Conduct enters into effect on 01.01.2015

## **2.3 Addressees**

This Code of Conduct is addressed to all HUECK FOLIEN white-collar and blue-collar workers, leasing staff and members of the management, as well as to all those who act on behalf of or on the instructions of HUECK FOLIEN (hereinafter referred to briefly as **members of staff**).

In its relationships with business partners, HUECK FOLIEN will refer to this Code of Conduct and expect that business partners will also respect these business principles.

## **2.4 Responsibility**

Compliance is not only the task of HUECK FOLIEN but also the task of each individual member of staff. Compliance infringements can have personal consequences under civil and criminal law for each individual, and ultimately also cause serious damage to HUECK FOLIEN. Each HUECK FOLIEN employee must assume responsibility for his

actions. This also includes the employee's obligation to comply with the Code of Conduct, the guidelines and staff regulations and to act in accordance with the laws (compliant conduct).

The Code of Conduct has been prepared in order to help employees to develop compliance awareness, find their way in everyday business life and avoid uncertainty.

### **3. Compliance Officer**

#### ***3.1 Independence***

The Compliance Officer is independent and not subject to instructions in the performance of his functions. He is directly responsible to the management board.

The Compliance Officer is appointed by the management board. Transfer or removal from this position is only possible in the event of a criminal conviction or by a justified resolution of the entire management board.

The Compliance Officer's functions shall be assumed by **Mr Manfred Nenning** following entry into effect of this Code of Conduct.

#### ***3.2 Description of function***

The Compliance Officer assists the HUECK FOLIEN employees with respect to compliance with the HUECK FOLIEN business principles as laid down in the Code of Conduct. He is the person responsible for all issues concerning the applicability and interpretation of the relevant standards and in this field is the internal contact person for all employees. However, each employee is himself responsible for adhering to the compliance regulations.

In addition, all HUECK FOLIEN managerial staff will assist the departments for which they are responsible in implementing their obligations under the compliance provisions, and in daily business life will actively encourage compliance with the business principles set out here.

### **3.3 Powers**

In order to be able to perform his functions completely and correctly, the Compliance Officer has unrestricted right of inspection, access and information at all times with respect to all documents, books, records and personnel data.

The HUECK FOLIEN staff are subject to a comprehensive information and notification obligation as against the Compliance Officer. No employee is permitted to refuse to surrender compliance-relevant documents or to provide compliance relevant information. Infringements will be documented and notified to the superior responsible or, in the event of repeated infringements, the responsible member of the management board.

### **3.4 Functions of the Compliance Officer**

#### **3.4.1 Implementation, ongoing risk evaluation and monitoring**

The implementation and ongoing updating of the Code of Conduct and corresponding guidelines and staff regulations are the responsibility of the Compliance Officer. He shall be assisted by the managerial staff of the various departments.

The Compliance Officer is required to monitor ongoing developments, document and analyse potential compliance risks and suggest the legally necessary or appropriate changes to the management board.

A well-functioning risk management requires each HUECK FOLIEN employee to cooperate (see notification obligations, p. 25 or questions and proposals for improvement, p. 26).

#### **3.4.2 Training and management support**

All employees are regularly informed by the Compliance Officer or external consultants about the content and changes to this Code of Conduct, the guidelines, staff regulations and the applicable statutory provisions.

In the HUECK FOLIEN business departments not directly in contact with external persons, this information can also be communicated by the relevant superiors.

### **3.4.3 Other functions of the Compliance Officer**

- Contact person for compliance-relevant questions
- monitoring of the observance of the compliance regulations and random checks
- Development of internal guidelines and processes
- Annual report to the management board

## **4. HUECK FOLIEN business principles**

### ***4.1 Health, safety and quality***

HUECK FOLIEN creates safe and pleasant working conditions for its employees and for this purpose operates a certified worker safety and health management system.

The employees are referred to the applicable in-company agreements with respect to the consumption of alcohol and drugs.

HUECK FOLIEN supplies a maximum quality level combined with optimum product reliability and efficiency. Our products stand for innovation and quality. In order to guarantee these high expectations, individually developed and effective systems for quality management and property security are applied in HUECK FOLIEN production.

### ***4.2 Social responsibility and environment protection***

The assumption of responsibility to society is an essential factor for our sustained corporate success. Through our products and services, our investments and our role as employer, HUECK FOLIEN performs an important function wherever the enterprise operates. HUECK FOLIEN supports non-profit-making projects in its social environment.

Every employee is responsible for the careful handling of the resources available. Everyone contributes to ensuring that sustainability is constantly experienced as an element of our corporate culture.

### **4.3 *Fairness towards each other***

We cultivate fairness with colleagues, customers, suppliers and competitors. Everyone is treated with respect and esteem. HUECK FOLIEN rejects any kind of unequal treatment, discrimination or racism. No one will be treated unjustly or disparagingly because of his origin, his gender, his age or other personal characteristics or preferences.

HUECK FOLIEN employees behave honestly and fairly. They do not retain or conceal information to procure a benefit for themselves; they do not set out facts wrongly and do not manipulate information.

### **4.4 *Anti-corruption***

HUECK FOLIEN rejects corruption in all its manifestations worldwide. It is unlawful (in particular Secs. 153 and 309 of the Criminal Code), involves high and long-lasting risks, is irresponsible to the enterprise and society and is detrimental to performance. There is corruption if power that has been entrusted is misused in order to procure a benefit. It is irrelevant whether the benefits are provided directly or indirectly (e.g. to family members).

HUECK FOLIEN conducts business in a legally and ethically correct manner. HUECK FOLIEN expects the same from its employees and regularly checks the transactions concluded. HUECK FOLIEN also demands compliance with this principle from its business partners, suppliers and customers.

These anticorruption provisions are intended to sensitise employees in their relationships with contract partners and public officials, in particular employees of public enterprises and employees of entities that are subject to control by the court of auditors, because the Act Amending Anti-Corruption Legislation 2012 has tightened the provisions concerning active and passive conduct in the public and private sector.

Before commissioning marketing agents, HUECK FOLIEN conducts a background check of the person concerned to identify any corrupt conduct in the past or other risks. If it becomes apparent that a collaboration with the marketing agent might lead to an excessive risk for HUECK FOLIEN, HUECK FOLIEN declines the collaboration.

#### **4.4.1 What is a personal benefit?**

A personal benefit can take many forms:

- Cash, vouchers
- Gifts
- Business meals
- Invitations to events
- ...

All these cases may involve a personal benefit that can influence the recipient of the gift in his decision-making capacity.

Influence mostly depends on many factors, but in particular on the amount of a benefit. An invitation to a skiing holiday for the business partner together with his family will probably put the partner in an unpleasant situation and should therefore never happen. In contrast, with low-value benefits or subject-related invitations, a possible influence is not so obvious. In order to provide HUECK FOLIEN employees with clear instructions, easy-to-handle criteria have been laid down that the employee can use to decide whether he is allowed to grant/accept gifts or issue/accept invitations. In critical cases, consent is to be obtained from the Compliance Officer.

#### **4.4.2 Cash**

Cash is money in physical form, such as coins and banknotes. Cash equivalents are in particular bank transfers, savings books, credit or prepaid cards, cheques and discounts that are not normal commercial practice. Securities such as shares and bonds are also comparable to cash.

The criterion for differentiation is whether something can be used as a means of payment or as a security. Everything that can be used to pay is to be treated like cash (e.g. vouchers). Anything that can be kept in a securities deposit account is likewise to be treated as cash.

Both accepting (passive corruption) and offering or giving (active corruption) cash or the equivalent as a gift is prohibited without exception – even in small amounts.

#### 4.4.3 Invitations to events

**Specialist events** are invitations from business partners to attend events that are clearly of a specialist nature (e.g. training courses, corporate or product presentations). Attendance at these events is justified for the person invited in terms of the subject matter or his employment, i.e. attendance is in the interests of the employer. Specialist events also include appropriate **catering** during the event (e.g. drinks and a small buffet). **Travel costs** and moderate **accommodation costs** for participants are also included in specialist events, but must be set out separately and noted for each participant.

**Accompanying programmes** are often offered alongside a specialist event (entertainment character) and are to be treated like a leisure event.

*Example: A visit to the Brucknerhaus concert hall, an invitation to a restaurant in the region, a visit to an exhibition, a tour of the city, an invitation to the Oktoberfest.*

**Leisure events** are invitations to events where the specialist character is not obviously in the foreground (e.g. sponsoring, marketing or sales events) or to events without any specialist nature. The arrangement of the non-business part of the event must be appropriate and take account of the external effect. Examples of leisure events are invitations to the Salzburg Festival, invitation to the Klam concert, theatre invitations, invitations to a football game.

If the objectively legitimate interest in attending the event does not predominate – hence if it is a leisure event – the benefit can nevertheless be accepted if it constitutes a low-value token of appreciation that is usual in the country (Sec. 305 (4) No. 3, Criminal Code). In this connection, too, it should be pointed out that the legislature and judicial practice regard benefits worth EUR 100.00 as being no longer of low value.

If there are doubts as to how an event is to be classified, the superior and/or the Compliance Officer must be contacted.

Invitations to events issued by HUECK FOLIEN must always be accompanied by a disclaimer.<sup>1</sup> The disclaimer obliges the recipient of the invitation to check that it can be accepted according to his internal guidelines. Different disclaimers can be used depending on the **per-person value of the leisure event**. The costs for a specialist event are not taken into account (merely those for the accompanying programme).

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<sup>1</sup> A supplementary statement for compliance law reasons

**Disclaimer 1** (if < 100.00 Euro):

Most enterprises and organisations today apply compliance rules that lay down internal regulations on the admissibility of accepting invitations. We would not like to embarrass you with this invitation. For this reason, we ask you to check whether you are permitted to accept this invitation. For your information, we inform you that the value of our invitation will not exceed the amount of Euro xx per person.

By registering or participating, you confirm that the acceptance of invitations of this kind is permissible according to the regulations and Code of Conduct that apply to you. Please contact us briefly if this is not the case.

**Disclaimer 2** (if  $\geq$  100.00 Euro):

Most enterprises and organisations today apply compliance rules that lay down internal regulations on the admissibility of accepting invitations. We would not like to embarrass you with this invitation. For this reason, we ask you to check whether you are permitted to accept this invitation. For your information, we inform you that the value of our invitation amounts to at least Euro 100.00 per person.

When registering for the event, please confirm by email or in the letter of acceptance that the regulations and Code of Conduct that apply to you allow you to accept this invitation. Please contact us briefly if this is not the case.

In summary, the following principles can be stated with respect to invitations to events:

- An invitation to **specialist events** without accompanying programme can always be given/accepted.
- An invitation to **leisure events** in conformity with local custom or a specialist event with an accompanying programme of a value below **EUR 100.00** can be given/accepted if
  - the invitation to a specialist event with accompanying programme has been approved IN ADVANCE by the superior (administrative) by means of an application for business travel, and
 in addition, if HUECK FOLIEN issues the invitation to a specialist event with an accompanying programme or leisure event:
  - inclusion of Disclaimer 1.
- Invitations to **leisure events** or a specialist event with an **accompanying programme** of a **value of EUR 100.00** or more must not be given/accepted. In exceptional cases (e.g. invitation to the opera or on the occasion of the Danube Festival and if no public official is to be invited), an application can be submitted to the Compliance Officer for approval IN ADVANCE.
  - If approval has been granted by the Compliance Officer, the invitation can be issued/accepted.
 In addition, if HUECK FOLIEN issues the invitation:
  - inclusion of Disclaimer 2.
- In the case of an invitation to a **leisure event** or a specialist event with an **accompanying programme** of a **value of EUR 100.00 or more**, the Compliance Officer must
  - check whether an exception (e.g. in order to make new contacts) applies
  - check whether the invitation could lead to influence or whether there might be an appearance of influence
  - decide whether the invitation can be issued /accepted (approval)
  - approval in exceptional cases must be justified and documented
- Each year, the Compliance Officer must submit a report to the management board. The following information must be included in this report:

- A list of all leisure events and specialist events with an accompanying programme of a value of EUR 100.00 or more that have been approved (broken down into invitations issued and received)
  - The results of random checks as to whether the classification as specialist or leisure event and the valuation have been correct.
- In the event of special enquiries or events, the Compliance Officer reports immediately.

#### 4.4.4 Business meals

A **business meal** is a breakfast, brunch, lunch or dinner with a business partner where the specialist character is to the fore. It is irrelevant whether the meal takes place in the company's own canteen or a restaurant. Business meals do not include drinks, biscuits, fruit or small snacks during a discussion.

The following business principles apply to invitations by HUECK FOLIEN (active) and to invitations issued to HUECK FOLIEN employees (passive).

- **No influence:**

An invitation must never be offered or given in order to influence an action or a decision by the recipient. Nor should it be capable of causing the recipient to feel obliged to the person giving the gift.
- Nor may the invitation create the **appearance of influence**.
- Invitations must never be issued or accepted in breach of an instruction by a superior or a decision by the Compliance Officer.
- **Appropriateness:**

The invitation must take place within reasonable limits. This depends on what is generally usual in the situation (business travel, negotiations, conclusion of a contract,...), in the country in question, in the trade sector, with the type of meeting and the circle of persons attending. Luxury invitations must always be avoided.
- Offering/accepting catering during a professional appointment is permissible provided that it is appropriate.
- **Inviting/accepting an invitation to a business meal** (catering) with a business partner is permissible if:

- the invitation serves professional purposes
- the invitation takes place within reasonable limits

With invitations to meals, there are huge differences in price levels between the various regions of the world. For this reason, there are no fixed value limits here. The responsibility of the individual employee issuing the invitation is all the greater.

#### 4.4.5 Dealings with public officials

A particularly strict standard applies to gifts and invitations to public officials. The applicable rules are stricter and more restrictive than with employees in the private sector. The mere attempt to influence a public official can have far-reaching consequences under criminal law (cf. Sec. 307 of the Criminal Code, which imposes up to 3 years imprisonment for offering, granting or promising a benefit to a public official for acting in breach of duty). Accordingly, particular caution is required when dealing with Austrian and foreign public authorities and public officials.

The Austrian **definition of a public official** (Sec. 74 (1) No. 4a of the Criminal Code) applies globally to all Austrian enterprises and Austrian nationals. The local definition of a public official in the country in which you are active is relevant for any prosecution abroad.

The Austrian definition of a public official covers:

- Anyone who exercises legislative, administrative or judicial functions as executive organ or employee for the federal state, a federal province, an association of local government authorities, a local government authority or any other legal entity under public law (excluding churches or religious communities). For instance a federal minister, the chairman of a public-law corporation, a member of a municipal council, a member of parliament.
- Anyone who is otherwise empowered on behalf of the said bodies to carry out official transactions in execution of the laws. A public corporation is either expressly created as a legal entity under public law by virtue of a law or a legal provision equivalent to a law (e.g. state treaty), or performs public governmental administration functions by virtue of its governmental remit. Public officials

therefore also include the employees and bodies of universities, tourism associations, the Chamber of Commerce and its sub-organisations, the chambers of the liberal professions etc. where they exercise legislative, administrative or judicial functions.

- Employees and bodies of (private sector) enterprises ...
  1. ... that are  $\geq 50\%$  directly or indirectly the property of the federal state, the province, the local government authority or foreign regional authorities (e.g. ÖBB, ASFINAG, Vienna Airport, Wien Energie GmbH, Wiener Linien GmbH, Post AG) or
  2. ... that are actually controlled by financial or other economic or organisational measures by one of the persons referred to under item 1. This is in any event intended to cover those cases in which although the shareholding is below 50%, there is nevertheless actual control by means of for instance a syndicate agreement or other agreements.
  3. ... whose management is subject to audit by the Austrian Court of Audit or a comparable Austrian or foreign control body (e.g., ORF, universities).

A list of legal entities that are subject to control by the Court of Audit can be found on the Rundfunk und Telekom Regulierungs-GmbH home page ([www.rtr.at](http://www.rtr.at)). This list, currently consisting of three sub-lists and containing a total of around 5,800 legal entities, can be of use when making a first assessment. If the list does not include a particular legal entity and there is nevertheless a suspicion that it is a public official, the Compliance Officer is to be contacted.

### **HUECK FOLIEN employees are not public officials.**

The definition of public officials varies from country to country. Employees of public authorities and state bodies abroad are always to be regarded as public officials. Usually, however, employees of public service institutions (e.g. social insurance bodies) and

employees of enterprises with state holdings are also to be regarded as public officials. As a rule, a particularly strict standard is applied to senior employees. In the event of doubt, please contact the Compliance Officer.

#### **4.4.6 Summary**

HUECK FOLIEN forbids offering or accepting gifts, entertainment or other benefits if

- they (are intended to) influence business transactions in an unlawful and unethical manner, or
- even only the impression arises that dishonest actions (e.g. in breach of the laws, internal guidelines or instructions or contrary to the employer's well-being) are to be obtained from another.

In all other cases, HUECK FOLIEN allows the giving and receiving of small gifts up to a value of EUR 100.00 and invitations that are appropriate in business life.

- Employees are permitted to accept or offer occasional small gifts or entertainment (e.g. an appropriate invitation to a business meal, flowers on the occasion of a birthday, low-value tokens of appreciation that are customary locally and in the country, usual advertising gifts such as ball-point pens, diaries, etc.), as long as they are not intended to unlawfully influence business decisions, or even merely create the impression that have this effect.
- Cash or the equivalent (e.g. cheques, bank transfers etc.) must under no circumstances be accepted or offered, even if the amounts are only small.
- Accepting invitations to trade events is permissible provided that there is a connection to professional functions. If the entertainment character predominates (theatre or opera tickets, sports events), the benefit must not be accepted in the absence of a connection with employment functions unless these are low-value gifts that are customary locally or in the country. In the case of trade events with an accompanying programme of a value exceeding EUR 100.00 participation without the approval of the Compliance Officer is generally not permitted. In the case of trade events with an accompanying programme of a value below

EUR 100.00, which may be attended from compliance perspective, approval must be obtained in advance via the application for business travel. If there are doubts (in particular with mixed events), the Compliance Officer must be contacted.

#### ***4.5 Sponsoring and donations to promote the common good***

Sponsoring and donations are an important instrument for exercising social responsibility. Essentially, this is the provision of support in terms of material and funding of matters for the common good that are as a matter of principle of a public nature.

HUECK FOLIEN interprets sponsoring as the funding of individual persons, groups of persons, organisations or events by HUECK FOLIEN in the form of monetary assistance and assistance in kind or any other form of content-based support (e.g. the provision of office premises) in the expectation of receiving in return support for its own communication and marketing objectives.

By donations, HUECK FOLIEN understands support in the form of financial assistance or assistance in kind without receiving anything in return.

The recipients of donations are charitable institutions (associations, foundations,...) that are active in the following fields:

- Science, research and education
- Culture, art, music, theatre, museums and monument conservation
- The support of social and humanitarian organisations
- Health and sport
- Environmental protection

Donations are not made to political parties or public officials. Sponsoring and donations are always made transparently and publicly, correspond with HUECK FOLIEN's economic capacity and must be approved by the management.

#### **4.6 *Avoiding conflicts of interests***

Conflicts of interests can affect judgement. HUECK FOLIEN employees avoid any situation in which there might be a conflict between their personal interests (or the interests of natural or legal persons close to them) and the interests of HUECK FOLIEN.

In order to prevent employees and HUECK FOLIEN coming into acute and obvious conflicts of interests, employees are prohibited from investing or acquiring shares in suppliers, customers, competitors, consulting companies or any other business partners if such investments influence the business decisions that they take on behalf of HUECK FOLIEN.

Employees are not permitted to assume part-time activities for or with suppliers, customers or competitors and must not be involved in part-time activities outside the enterprise that could impair their performance or judgement at work. Employees are obliged to inform their superiors about any kind of part-time activities.

Private relationships must not lead to inappropriate actions or decisions in the professional field. If there is a private relationship between an employee and a supplier, a customer or a competitor that might be capable of causing inappropriate decisions or actions to be taken, this must be disclosed to the superior. The superior documents the private relationships and ensures that inappropriate decisions are not made or that the impression is created that inappropriate decisions are made.

Particular rules apply in this sector to marketing agents. The contracts must contain a compliance provision and are to be signed by the management (see signature rules). Background checks must be carried out by the Compliance Officer before signature.

There is no conflict of interests in this sense if an employee is a member of the collegiate body of a legal person and this employee does not exercise his function as a member of this body in matters that also concern HUECK FOLIEN. In addition, there is no problem with an employee's mere membership of an association that is in a close commercial relationship with HUECK FOLIEN.

#### ***4.7 Proper accounts and fiscal honesty***

HUECK FOLIEN maintains proper accounts and complies with the principles of proper bookkeeping and – where applicable – international accounting standards. The relevant HUECK FOLIEN employees record all transactions completely, chronologically and according to their best knowledge and beliefs. Obviously high invoices or receipts with an unclear description of the service or an unknown recipient are immediately notified to the Compliance Officer.

HUECK FOLIEN is fiscally honest. The existence and extent of the obligation to pay taxes is disclosed to the competent revenue authority. The circumstances of relevance for the acquisition of privileges under fiscal law and other fiscally relevant matters are documented and disclosed in accordance with the fiscal regulations. Books, records, business papers, letters and documents are in any event to be kept for seven years. If circumstances require, documents are also kept for longer (see working instruction AA021-12 “Document management”, and Checklists CL0001, “Archiving”).

#### ***4.8 Protection of assets***

All HUECK FOLIEN employees do their best to safeguard HUECK FOLIEN assets. Under no circumstances may assets or funds be used for illegal purposes or objectives that are not in connection with HUECK FOLIEN business activities. All HUECK FOLIEN assets may only be used for legitimate business purposes. Private use is only permissible if expressly consented to by contract or the superior.

Theft, misappropriation, breach of trust, fraud, carelessness and wastefulness are not tolerated. Strict measures are taken against such conduct, and may lead to the dismissal of the employee or the filing of a complaint to the public prosecutor.

HUECK FOLIEN assets include not only tangible physical goods (funds, stocks, computers, mobile phones or furniture) but also intangible goods and intellectual property (ideas, concepts or know-how) as developed by HUECK FOLIEN employees for the enterprise. Assets also include customer and supplier lists and other market information, as well as all data and information to which employees have access within the framework of their activity.

#### **4.9 Confidentiality and handling information**

HUECK FOLIEN employees have access to confidential and in-company data and information. This data and information may only be used in the employee's own sphere of responsibility and must be handled confidentially. Communication to third parties is not permitted except where the business activity requires communication, and shall be backed up by a corresponding confidentiality agreement with the third-party.

The right of access to such data is restricted and coordinated with the manner and extent of the person's own function and responsibility. Any access by external persons to HUECK FOLIEN confidential areas is documented. Employees shall comply with these access restrictions and handle their access data carefully in order to avoid unlawful access.

Confidential information includes:

- Information about results, forecasts and other financial data
- HR data and personal details
- Information about acquisitions or disposals
- Information about new products or orders that are not yet public
- Information about business strategies, product improvements, technical information, information about systems, inventions, business secrets or other know-how developed or acquired by HUECK FOLIEN
- Customer information and data

The employee is obliged to maintain confidentiality after termination of his employment.

#### **4.10 Fair competition**

HUECK FOLIEN will only be successful in the long term in fair competition.

Competition laws, including anti-trust laws, serve to protect unrestricted and fair competition. As part of its global activity, HUECK FOLIEN is committed to tough, lawful, correct and ethically irreproachable competition.

Infringements of international and national competition laws can have serious consequences both for HUECK FOLIEN and for the employees involved. These can range from high fines to civil law actions and claims for damages from customers, competitors etc., and may also lead to criminal prosecution. Infringements of anti-trust law regulations can also have employment law consequences for the employee concerned.

Forbidden price agreements, in particular on the occasion of visits to trade fairs and trade conferences, are prohibited by anti-trust law regulations. Such agreements restrict competition. In addition, anti-trust law prohibits the abuse of a dominant position, for instance by demanding particularly low purchase prices or agreeing unusual terms of business. In addition, pursuant to Sec. 168b of the Criminal Code, agreements restricting competition in invitations to tender are subject to imprisonment for up to 3 years. Infringements of anti-trust law provisions are to be notified to the Compliance Officer without delay.

#### ***4.11 Compliance with export controls and trade restrictions***

Many national governments and international organisations have adopted rules that restrict the export of goods and the transfer of technology. As an enterprise operating worldwide, HUECK FOLIEN will therefore regularly be confronted with trade restrictions against individual states (embargoes).

HUECK FOLIEN complies with all provisions of countries and international organisations that apply to HUECK FOLIEN with respect to export restrictions, embargoes and sanctions against individual countries and persons.

Information about current export bans can be found via the homepage of the Austrian Chamber of Commerce. If an employee should be uncertain as to whether there is an export prohibition or if such applies to a specific shipment, he shall contact the Compliance Officer.

An infringement of export control regulations may lead to high penalties (including confiscation and loss of goods, the confiscation of the turnover earned and the refusal of

future export licences or simplified customs procedures) and a considerable loss of reputation.

#### ***4.12 Lobbying public officials***

There are situations in which HUECK FOLIEN employees conduct discussions with regional politicians or public officials. This is permissible and does not require any particular legal consideration. If, however, such discussions are specifically sought in order to submit a concrete concern of HUECK FOLIEN to the politician or public official and in this way to influence the decision-making processes within the legislature, the administration or the private-sector administration activities of a public corporation, this may be what is known as lobbying.

Indirectly influencing decision-making processes by means of advertising, participation in discussion rounds or forums in which a person's own opinion is communicated does not constitute lobbying. Nor does the submission of a tender in publicly advertised local authority proceedings amount to lobbying.

If an employee performs a lobbying activity to more than a minor extent (i.e. > 5% of his total activity) in the interests of HUECK FOLIEN, this constitutes corporate lobbying. In such a case, HUECK FOLIEN complies with all obligations concerning conduct and registration that result from the statutory provisions (lobbying law). The Compliance Officer is responsible for registration and compliance with the conduct obligations.

HUECK FOLIEN does not agree performance-related fees with employees who are corporate lobbyists or with external lobbyists if their activity leads to the possibility of concluding a contractual agreement with public authorities. Annual bonuses based on other employee achievements are however permissible. Corporate lobbyists always disclose to the public authority that they are acting on behalf of HUECK FOLIEN and comply with the other statutory obligations when pursuing this lobbying activity. Offering personal benefits in discussions with politicians or public officials is never permitted.

#### ***4.13 Compliance with the regulations concerning money laundering and the financing of terrorism***

Concealing the illegal origin of revenue from specific criminal activities (= money laundering) is prohibited and is liable to imprisonment for up to 3 years pursuant to Sec. 165 of the Criminal Code. Activities that provide financial support to terrorist organisations for specific criminal acts are subject to imprisonment for up to 10 years pursuant to Sec. 278d of the Criminal Code. Any suspicion of money laundering or the financing of terrorism shall be notified to the competent authority, failing which HUECK FOLIEN may be liable to a fine of up to EUR 30,000.

HUECK FOLIEN employees must identify customers if a transaction exceeding EUR 15,000 is carried out and there is no ongoing business relationship. In the case of legal persons, in addition to identification (determination of the identity of the beneficial owner), the power of representation and the identity of the representative must also be determined. The information about the identity of the customer and all documents and records concerning business relationships must be kept for at least five years. Bank transfers shall always state the recipient of the payment.

Accordingly, if new business relationships are entered into with trading partners, the identity of the business partner must be checked. If this check is not possible, the transaction shall initially be suspended and the Compliance Officer informed so that he can arrange for the identity of the business partner to be checked before conclusion of the transaction.

As soon as there is any suspicion of money laundering or the financing of terrorism, the Compliance Officer must be informed. There are grounds for suspicion if for instance the type of transaction is implausible or the execution of the transaction is unusual (e.g. offshore company; transfers from abroad with unusual bank details).

## **5. Implementation**

### **5.1 Responsibility awareness and training**

The business principles communicated in the Code of Conduct and more extensive instructions for action in specific fields are communicated to the staff by means of training courses. The employees receive training in the areas of relevance to them according to their fields of activity. A new employee joining the company is given brief training by the security officer as part of the instructions in property security. Extensive training courses for employees with external contact, managerial staff and members of the works council are offered each year and attended by them regularly at two yearly intervals. Separate courses take place if there are particular changes or new features.

The training courses are conducted by the Compliance Officer or external consultants. The training courses are compulsory for members of staff.

These training courses are intended to strengthen the employees' responsibility awareness and to ensure knowledge of the business principles and standards of conduct within the enterprise.

This Code of Conduct is accessible to all HUECK FOLIEN employees and stakeholders on the HUECK FOLIEN homepage ([www.hueck-folien.com](http://www.hueck-folien.com)). In addition, all guidelines, training documents, service instructions, authorisation forms and other forms are available to staff members on the intranet.

### **5.2 Notification obligations**

#### **5.2.1 Immediate notification if there are grounds for suspicion**

It may happen that HUECK FOLIEN employees become aware of or suspect infringements of the provisions of the Code of Conduct, other internal guidelines and rules or statutory regulations. Such misconduct can lead to serious negative consequences for HUECK FOLIEN's business activity and/or reputation, and for this reason is not to be tolerated.

Accordingly, each member of staff is expected to notify such misconduct or grounds for suspicion. In addition, each notification presents an opportunity to improve the compliance system and helps to avoid further critical situations. Turning a blind eye constitutes a form of contribution to unethical conduct.

If an employee is not certain what to do in a particular situation, his first point of contact is his immediate superior. In addition, employees can also contact another trusted employee, the works council members or the Compliance Officer.

In order to permit further enquiries and to facilitate clarification, we would like employees to identify themselves when reporting suspicion. However, it is also possible to submit a report completely anonymously.

### **5.2.2 Protection of persons who report grounds for suspicion**

In order to encourage open and trusting communication, HUECK FOLIEN hereby confirms that employees that report that they have identified or have grounds for suspecting infringements of laws, the Code of Conduct or other internal guidelines and rules will under no circumstances incur negative consequences of any kind.

This applies equally to other people who make available important information to clarify such misconduct. We guarantee that all reports received will be treated confidentially and examined very carefully and objectively.

Making false accusations although they are known to be incorrect is not tolerated and in addition can have criminal law consequences. HUECK FOLIEN therefore reserves the right to take measures against employees who knowingly make false accusations.

## **5.3 In the event of questions or improvement suggestions**

### **5.3.1 Questions**

If you are confronted with questions or situations for which neither the Code of Conduct nor internal guidelines and rules provide precise instructions for actions, you should ask the following questions:

- Is the proposed action legal/illegal or does it infringe applicable law? Are you being expected to do something that in your opinion might be wrong?
- Is the situation transparent and verifiable?
- Would I act in this way in the presence of my superior, the HUECK FOLIEN management and my work colleagues?
- Would I be unpleasantly affected if my actions were reported in the media?

If you still have doubts about the correct procedure after considering these questions, please contact your superior or the Compliance Officer.

### **5.3.2 Improvement suggestions**

Every employee is at liberty to submit suggestions for improvements to the Compliance Officer. HUECK FOLIEN welcomes this commitment by its employees.

## **5.4 Consequences in the event of infringements**

### **5.4.1 Infringements by staff members**

Compliance infringements can have serious consequences for the individual employee and for the entire enterprise. An infringement of this Code of Conduct or internal conduct guidelines is by no means a trivial offence, but instead is to be regarded as serious misconduct.

HUECK FOLIEN can and, in the event of gross or repeated infringements of the provisions of the Code of Conduct, other internal guidelines and rules and legislation, will commence measures appropriate to the specific situation, such as issuing a warning, a caution, terminating the employment or notifying the authorities (criminal law prosecution).

### **5.4.2 Infringements by business partners and third parties**

If HUECK FOLIEN should become aware that one of its business partners is infringing these provisions, it will be requested to terminate such conduct. If this should not happen within a reasonable period, the HUECK FOLIEN management reserves the right to commence corresponding steps, such as to terminate the business relationship.

## SCHEDULE

### Anticorruption provisions of the Austrian Penal Code (StGB)

(As of 01.01.2015)

#### Untreue

§ 153. (1) Wer die ihm durch Gesetz, behördlichen Auftrag oder **Rechtsgeschäft eingeräumte Befugnis, über fremdes Vermögen zu verfügen oder einen anderen zu verpflichten, wissentlich missbraucht und dadurch dem anderen einen Vermögensnachteil zufügt**, ist mit Freiheitsstrafe bis zu sechs Monaten oder mit Geldstrafe bis zu 360 Tagessätzen zu bestrafen.

(2) Wer durch die Tat einen 3.000,00 Euro übersteigenden Schaden herbeiführt, ist mit Freiheitsstrafe bis zu drei Jahren, wer einen 50.000,00 Euro übersteigenden Schaden herbeiführt, mit Freiheitsstrafe von einem bis zu zehn Jahren zu bestrafen.

#### Geschenkannahme durch Machthaber

§ 153a. Wer für die Ausübung der ihm durch Gesetz, behördlichen Auftrag oder **Rechtsgeschäft eingeräumten Befugnis, über fremdes Vermögen zu verfügen oder einen anderen zu verpflichten, einen nicht bloß geringfügigen Vermögensvorteil angenommen hat und pflichtwidrig nicht abführt**, ist mit Freiheitsstrafe bis zu einem Jahr zu bestrafen.

#### Wettbewerbsbeschränkende Absprachen bei Vergabeverfahren

§ 168b. (1) Wer bei einem **Vergabeverfahren** einen Teilnahmeantrag stellt, **ein Angebot legt oder Verhandlungen führt**, die auf einer **rechtswidrigen Absprache** beruhen, die darauf abzielt, den Auftraggeber zur Annahme eines bestimmten Angebots zu veranlassen, ist mit Freiheitsstrafe bis zu drei Jahren zu bestrafen.

(2) Nach Abs. 1 ist nicht zu bestrafen, wer freiwillig verhindert, dass der Auftraggeber das Angebot annimmt oder dieser seine Leistung erbringt. Wird

ohne Zutun des Täters das Angebot nicht angenommen oder die Leistung des Auftraggebers nicht erbracht, so wird er straflos, wenn er sich freiwillig und ernsthaft bemüht, die Annahme des Angebots oder das Erbringen der Leistung zu verhindern.

#### Bestechlichkeit

§ 304. (1) Ein Amtsträger oder Schiedsrichter, der für die pflichtwidrige Vornahme oder Unterlassung eines Amtsgeschäfts einen Vorteil für sich oder einen Dritten fordert, annimmt oder sich versprechen lässt, ist mit Freiheitsstrafe bis zu drei Jahren zu bestrafen. Ebenso ist zu bestrafen, wer als von einem Gericht oder einer anderen Behörde für ein bestimmtes Verfahren bestellter Sachverständiger für die Erstattung eines unrichtigen Befundes oder Gutachtens einen Vorteil für sich oder einen Dritten fordert, annimmt oder sich versprechen lässt.

(2) Wer die Tat in Bezug auf einen 3.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von sechs Monaten bis zu fünf Jahren zu bestrafen, wer jedoch die Tat in Bezug auf einen 50.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von einem bis zu zehn Jahren zu bestrafen.

#### Vorteilsannahme

§ 305. (1) Ein Amtsträger oder Schiedsrichter, der für die pflichtgemäße Vornahme oder Unterlassung eines Amtsgeschäfts für sich oder einen Dritten einen Vorteil fordert oder einen ungebührlichen Vorteil (Abs. 4) annimmt oder sich versprechen lässt, ist mit Freiheitsstrafe bis zu zwei Jahren zu bestrafen.

(2) (Anm.: aufgehoben durch BGBl. I Nr. 61/2012)

(3) Wer die Tat in Bezug auf einen 3.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe bis zu drei Jahren zu bestrafen, wer jedoch die Tat in Bezug auf einen 50.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von sechs Monaten bis zu fünf Jahren zu bestrafen.

(4) Keine ungebührlichen Vorteile sind

1. Vorteile, deren Annahme gesetzlich erlaubt ist, oder die im Rahmen von Veranstaltungen gewährt werden, an deren Teilnahme ein amtlich oder sachlich gerechtfertigtes Interesse besteht,
2. Vorteile für gemeinnützige Zwecke (§ 35 BAO), auf deren Verwendung der Amtsträger oder Schiedsrichter keinen bestimmenden Einfluss ausübt, sowie
3. in Ermangelung von Erlaubnisnormen im Sinne der Z 1 orts- oder landesübliche Aufmerksamkeiten geringen Werts, es sei denn, dass die Tat gewerbsmäßig begangen wird.

Vorteilsannahme zur Beeinflussung

§ 306. (1) Ein Amtsträger oder Schiedsrichter, der außer in den Fällen der §§ 304 und 305 mit dem Vorsatz, sich dadurch in seiner Tätigkeit als Amtsträger beeinflussen zu lassen, für sich oder einen Dritten einen Vorteil fordert oder einen ungebührlichen Vorteil (§ 305 Abs. 4) annimmt oder sich versprechen lässt, ist mit Freiheitsstrafe bis zu zwei Jahren zu bestrafen.

(2) Wer die Tat in Bezug auf einen 3.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe bis zu drei Jahren, wer die Tat in Bezug auf einen 50.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von sechs Monaten bis zu fünf Jahren zu bestrafen.

(3) Wer lediglich einen geringfügigen Vorteil annimmt oder sich versprechen lässt, ist nach Abs. 1 nicht zu bestrafen, es sei denn, dass die Tat gewerbsmäßig begangen wird.

Bestechung

§ 307. (1) **Wer einem Amtsträger oder Schiedsrichter für die pflichtwidrige Vornahme oder Unterlassung eines Amtsgeschäfts einen Vorteil für ihn oder einen Dritten anbietet, verspricht oder gewährt**, ist mit Freiheitsstrafe bis zu drei Jahren zu bestrafen. Ebenso ist zu bestrafen, wer einem Sachverständigen (§ 304 Abs. 1) für die Erstattung eines unrichtigen Befundes

oder Gutachtens einen Vorteil für ihn oder einen Dritten anbietet, verspricht oder gewährt.

(2) Wer die Tat in Bezug auf einen 3.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von sechs Monaten bis zu fünf Jahren zu bestrafen, wer jedoch die Tat in Bezug auf einen 50.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von einem bis zu zehn Jahren zu bestrafen.

#### Vorteilszuwendung

§ 307a. (1) **Wer einem Amtsträger oder Schiedsrichter für die pflichtgemäße Vornahme oder Unterlassung eines Amtsgeschäfts einen ungebührlichen Vorteil (§ 305 Abs. 4) für ihn oder einen Dritten anbietet, verspricht oder gewährt**, ist mit Freiheitsstrafe bis zu zwei Jahren zu bestrafen.

(2) Wer die Tat in Bezug auf einen 3.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe bis zu drei Jahren zu bestrafen, wer jedoch die Tat in Bezug auf einen 50.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von sechs Monaten bis zu fünf Jahren zu bestrafen.

#### Vorteilszuwendung zur Beeinflussung

§ 307b. (1) Wer außer in den Fällen der §§ 307 und 307a einem Amtsträger oder Schiedsrichter einen ungebührlichen Vorteil (§ 305 Abs. 4) für ihn oder einen Dritten mit dem Vorsatz anbietet, verspricht oder gewährt, ihn dadurch in seiner Tätigkeit als Amtsträger zu beeinflussen, ist mit Freiheitsstrafe bis zu zwei Jahren zu bestrafen.

(2) Wer die Tat in Bezug auf einen 3.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe bis zu drei Jahren zu bestrafen, wer jedoch die Tat in Bezug auf einen 50.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von sechs Monaten bis zu fünf Jahren zu bestrafen.

#### Verbotene Intervention

§ 308. (1) **Wer für sich oder einen Dritten dafür einen Vorteil fordert, annimmt oder sich versprechen lässt, dass er einen ungebührlichen Einfluss auf die Entscheidungsfindung eines Amtsträgers oder eines Schiedsrichters nehme**, ist mit Freiheitsstrafe bis zu zwei Jahren zu bestrafen.

(2) Ebenso ist zu bestrafen, **wer einem anderen dafür einen Vorteil anbietet, verspricht oder gewährt, dass dieser einen ungebührlichen Einfluss auf die Entscheidungsfindung eines Amtsträgers oder eines Schiedsrichters nehme**.

(3) Wer die Tat in Bezug auf einen 3.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe bis zu drei Jahren zu bestrafen. Wer die Tat in Bezug auf einen 50.000,00 Euro übersteigenden Wert des Vorteils begeht, ist mit Freiheitsstrafe von sechs Monaten bis zu fünf Jahren zu bestrafen.

(4) Eine Einflussnahme auf die Entscheidungsfindung eines Amtsträgers oder Schiedsrichters ist dann ungebührlich, wenn sie auf die pflichtwidrige Vornahme oder Unterlassung eines Amtsgeschäfts abzielt oder mit dem Anbieten, Versprechen oder Gewähren eines ungebührlichen Vorteils (§ 305 Abs. 4) für den Amtsträger oder für ihn an einen Dritten verbunden ist.

(5) Der Täter ist nicht nach den vorstehenden Absätzen zu bestrafen, wenn die Tat nach einer anderen Bestimmung mit strengerer Strafe bedroht ist.

#### Geschenkannahme und Bestechung von Bediensteten oder Beauftragten

§ 309. (1) **Ein Bediensteter oder Beauftragter eines Unternehmens, der im geschäftlichen Verkehr für die pflichtwidrige Vornahme oder Unterlassung einer Rechtshandlung von einem anderen für sich oder einen Dritten einen Vorteil fordert, annimmt oder sich versprechen lässt**, ist mit Freiheitsstrafe bis zu zwei Jahren zu bestrafen.

**(2) Ebenso ist zu bestrafen, wer einem Bediensteten oder Beauftragten eines Unternehmens im geschäftlichen Verkehr für die pflichtwidrige Vornahme oder Unterlassung einer Rechtshandlung für ihn oder einen Dritten einen Vorteil anbietet, verspricht oder gewährt.**

(3) Wer die Tat in Bezug auf einen 3.000,00 Euro übersteigenden Vorteil begeht, ist mit Freiheitsstrafe bis zu drei Jahren, übersteigt der Vorteil jedoch 50.000,00 Euro mit Freiheitsstrafe von sechs Monaten bis zu fünf Jahren zu bestrafen.