

**LINET** Group



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Be an object of desire, not just choice.

# **LGSE Group**

## **Code of Business Conduct**

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## 1 PURPOSE OF THE CODE

Our Code sets forth the guidelines we need to follow in order to uphold the law and act according to the highest ethical standards in our daily business activities. We have a responsibility to adhere to these guidelines in all of our interactions with our key stakeholders—our customers, fellow employees and the many communities in which we work. We are expected to know and follow the unique sets of rules that ensure our ethical interactions with each of these stakeholder groups.

The Code promotes:

- Honest and ethical conduct in all relationships
- Full, fair, accurate, timely and understandable disclosure in public reports and documents
- Protection of all confidential and proprietary information
- Compliance with applicable governmental directives, laws, rules and regulations
- Prompt internal reporting of any violations of the COBC
- Accountability for adherence to the COBC by every employee

### **Annual certification of the COBC and other supplemental code(s) and guidelines is required**

All employees are required to review, understand, certify and abide by the COBC every year, as our Code is regularly updated based on the business environment, changing laws and employee feedback. You will be sent notifications directing you to complete your certification of the COBC. Employees with certain roles and responsibilities must also complete additional certifications and training.

#### **1.1 Reporting – sharing my concerns**

As our employee, you are strongly encouraged to report any known or suspected violations of our Code or applicable law. We also encourage you to come forward with situations that “just don’t feel right.”

The Code helps us to identify and understand situations in which misconduct might arise. If we find ourselves in such a situation, or believe that another person is facing one, our Code shows us where to find more information and how to seek guidance and report known or suspected violations of applicable laws, our Code and Company policy.

If you witness any violation of our Code, we strongly advise you to discuss this matter to your immediate leader or HR department. If you are uncomfortable talking to your direct supervisor or HR, you may contact the facility manager, our legal department or our ethic hotline.

Whatever way to report misconduct you chose, we may ensure you that your concern will be addressed promptly. All recorded concerns will be held confidential and will be investigated anonymously, as in accordance to our Code.

## 1.2 The Manager's Role

LGSE managers and directors have leadership responsibilities for setting a good example, encouraging an environment of open and honest communication without fear of retaliation and taking prompt action when ethical issues are brought to their attention. It is their role and obligation to promote LGSE's ethical culture and never direct employees to achieve results that are in violation of the LGSE policies, the COBC or the law.

They also have approval responsibility for a variety of transactions on behalf of the company. As a LGSE manager or manager's proxy, you have important fiduciary responsibilities to ensure that policy requirements are met.

## 1.3 Leaders commitment to the Code

All LGSE leaders must follow the guidelines set forth by our Code, uphold our Company's core values and follow all applicable laws and regulations. Our leaders must work to ensure that the employees they supervise understand and comply with our Code. This means, in part, that all leaders are expected to champion our Code and ensure that it is widely disseminated amongst employees.

## 1.4 Let us know

Here are the contact details for you to use, when the situation requires you to report a misconduct:

Email [compliance@linetgroup.com](mailto:compliance@linetgroup.com)

Phone 00420 312 576 100

# 2 RESPECT EACH OTHER

We must all be committed to our Company's goals and vision, and help one another achieve them. This helps all our employees to work in an environment, where they can grow personally and professionally, where they are respected and treated with dignity. On the other hand all employees must recognize their duties, be team player and treat others with respect and dignity.

## 2.1 No discrimination or harassment

Our Company has made a firm commitment to providing each of us a workplace free from unlawful discrimination or harassment.

In recruiting, hiring, developing and promoting employees — all employment processes — decisions are made without regard to gender, race, color, national origin, citizenship, ancestry, religion, age, physical or mental disability, medical condition, sexual orientation, gender identity or gender expression, or marital status

We never engage in any forms of unlawful harassment, whether verbal, physical or visual. At our Company, harassment includes any form of unwelcome conduct toward another person that:

- Has the purpose or effect of creating an intimidating, hostile or offensive work environment for a person
- Has the purpose or effect of unreasonably interfering with or disrupting someone’s work performance
- Otherwise adversely affects someone’s employment opportunities

## 2.2 Health and Safety

To promote a safe workplace, we must conduct our work in the safest possible manner at all times. This requires following all applicable safety-related laws and regulations. We also must never tolerate any act or threats of violence at our company.

Employees are not permitted to use, possess, sell, transfer, manufacture, distribute, or be under the influence of illegal drugs generally and especially on Company-owned or leased property, during working hours, while on company business, or while using company property. Alcohol use during works hours is strictly prohibited. Violation of this paragraph may lead even to the termination of the employee.

## 2.3 Safeguarding of personal information

We respect the privacy of our employees and we are obliged to protect employee personal information in accordance with all applicable legal requirements, including local privacy and data protection laws. If you are involved in the collection, storage, modification, transfer, blockage, erasure or use of personal data, you must comply with these laws and in accordance to LGSE Data classification and protection policy.

## 2.4 We value our customers

Our customers should be the core of everything we do in our business and should drive our behavior in order to serve them according to their needs.

## 2.5 Quality and safety

We are fully committed to providing safe and innovative products to our customers. To ensure that we do so, we manufacture our products in compliance with all applicable laws and regulations. In addition, we fulfill our contracts in an ethical manner, following all contract specifications.

We choose our suppliers in a way, so they support our high quality standards and their supply lead to the overall safety of our products presented to our customers.

## 2.6 We are acting fair on the market

It is important that we engage in fair dealing practices at all times. Those of us involved in selling, advertising, promoting and marketing our products and services must ensure that our business conduct is always guided by honesty and integrity. This means we are accurate and truthful when representing the quality, features or availability of our products and services.

## 2.7 Third parties information confidentiality

Customers and other external parties trust us with their vital technology, assets and/or infrastructure. We must safeguard their confidential information and to ensure we fulfill this duty, we must follow the terms of any related contractual agreements we have entered into, including nondisclosure agreements. Our obligation to protect this confidential information continues even after our relationship with the third party or our employment with LGSE ends.

When collecting information about our competitors for business purposes, we must always act in an ethical and legal manner. For this reason, we may never ask our fellow employees for confidential information about their previous employers.

# 3 ACCURACY OF OUR FINANCIAL RECORDS

Timely, accurate handling and reporting of financial information is not only required by law, but it is also at the core of our commitment to do business honestly and ethically. Our commitment is to conduct only legitimate and authorized business transactions.

To do so, we may not engage in any of the following activities:

- Making false representations on behalf of our Company, whether verbally or in writing
- Mischaracterizing or hiding Company transactions or funds
- Creating undisclosed or unrecorded fund accounts
- Knowingly allowing similar illegal activities to occur

### 3.1 Managing company funds

All employees are personally responsible for any company-related funds that they control. Company funds must only be used for LGSE business purposes. Every employee must ensure we receive good value and maintain accurate and timely records for each expense. This includes anything purchased from third parties. It is a violation of our Code to hide, falsify, misrepresent or alter documents or data regarding the use of our funds.

### 3.2 Investigation and audits

From time to time it can occur that our employee will be contacted by external or internal auditor or by governmental investigation body to provide information or documentation regarding our company. If you are contacted by governmental investigator to provide any documentation or information about LGSE to an investigation of our company, please contact the subsidiary MD/CEO or Internal Audit first.

## 4 CONFLICTS OF INTEREST

A “conflict of interest” exists when our private interests interfere, or appear to interfere, in any way with the interests of our Company. Conflict of interest situations are common. Simply being involved in such a situation does not constitute a violation of our Code. However, failing to disclose it or delaying disclosure is a violation.

Here are the most common situations, in which you may be in conflict of interest:

- Selling, owning or interacting with outside businesses linked with our company
- Interacting with family or friends as supplier, contractor, consultant etc.
- Hiring family member into our company
- Dealing with government, non-profit, profit, technical or other external boards
- Providing any personal loans or financial guarantees in the company name
- Providing or receiving gifts, favors and entertainment

### 4.1 Reporting conflict of interest

For each, even potential, conflict of interest LGSE Independence Check Form needs to be completed and immediately submitted to Corporate Controller/Internal Audit.

#### 4.2 How to handle gifts, favors and entertainment

Business courtesies, such as gifts, favors and entertainment, are commonly exchanged as a means to build good working relationships. A good judgment must be exercised when giving or receiving gifts or entertainment. You should keep the following in mind, when gift or entertainment is given in the course of business:

- Have no obligation or expectations (stated or implied)
- Be made openly
- Have reasonable value
- Conform to the recipient's rules
- Be appropriate, legal and accurately documented

In addition, you may not accept a business courtesy if it might be viewed as a bribe or otherwise give the appearance of impropriety.

Generally acceptable gifts and entertainment are: Nominal gifts with a combined market value of EUR 100 or less, to or from a single source (entity), should follow the, occasional business entertainment valued at less than EUR 200, per source (entity). All individual gifts or entertainment exceeding above mentioned value must be approved in writing by subsidiary Executive (Managing Director or CEO).

Non acceptable would be following: offer, accept or request anything that is illegal, unsavory, offensive, or would embarrass our company, cash or a cash equivalent or something as part of an agreement to do anything in return (quid pro quo).

#### 4.3 Gifts to governmental officers

Generally, stricter rules and company policies apply when we interact with government entities and their employees or representatives. Nothing of value should ever be promised, offered or provided to a government employee, either directly or indirectly, in an attempt to influence the government employee to act or refrain from acting in connection with obtaining or retaining any business advantage.

#### 4.4 U.S. Governments

No gift or entertainment or meal may be offered to a U.S. federal, state, or local government employee, without written consent of subsidiary CEO/Managing Director. Please, carefully review LGSE Anti-Corruption Policy. The U.S. law bans all gifts to U.S. Congress and Staff and U.S. government employees, including payment for meals.

#### 4.5 Governments outside the U.S.

Different countries have laws restricting gifts to employees associated with governments (or government-controlled agencies). The Foreign Corrupt Practice Act (FCPA) covers gifts and facilitation payments outside of the U.S. Always follow all laws and LGSE Anti-Corruption Policy.

#### 4.6 Gifts and Public tenders

No gifts may be offered nor given in order to succeed in Public tenders, individual cases must be discussed and approved in written by subsidiary Sales Director or CEO/Managing Director.

## 5 PROTECT OUR ASSETS

We are each accountable for the careful use of Company assets at all times. Company assets includes all of our tangible property, such as our facilities, equipment, vehicles, networks and computer system as well as our intangible assets such as software, other intellectual property and funds.

In order to properly safeguard the company assets we also must carefully consider any request for information from inside or outside, which may be harmful to our company. Be alert to requests for information from anyone inside or outside of LGSE including:

- Overall business trends
- Business in our geographic theaters
- Product bookings or shipments
- Customer names, contacts or information
- Lead times
- Lawsuits or intellectual property disputes
- Suppliers
- Pricing
- Product development

#### 5.1 Obey the law

We are a global company, which competes in a multinational market environment. Following the law and maintain good legal compliance throughout our company can move us forward and make us a better enterprise.

Here are the main areas, where we need to comply with the given legal requirements.

## 5.2 Fair competition laws

We never try to win a better market position through illegal or unfair means. We compete strictly on the basis of the merits of our Company's products, services and people.

To comply with competition laws – especially the antitrust law - we may not enter into formal or informal agreements:

- With customers, suppliers or other business partners that may limit competition, such as agreements to tie the sale of one product on the condition that the buyer purchases a different LGSE product, fix resale prices, refuse to sell to particular customers or refuse to buy particular products
- With competitors to fix prices, allocate markets, divide customers or engage in activity that would otherwise unlawfully restrict competition

## 5.3 Information disclosure

Information we disclose about our company must be full, fair, accurate, timely and understandable. Only the nominated members of management should disclose any information regarding our company to the media, investors, government officials or outside attorneys.

## 5.4 Anti-bribery and anti-corruption laws

We act as a company, according to the highest ethical standards. Such standards require that we never engage in or otherwise promote corruption in the locations where we do business. We therefore must follow all applicable anti-corruption laws.

Furthermore, we will forego business opportunities rather than pay bribes, and we will support our employees when faced with losing sales owing to refusal to pay bribes. For further detail refer to LGSE Anti-corruption policy.

## 5.5 Export regulations and trade controls

We do our business globally; therefore it is critical that we carefully comply with all applicable international trade laws and regulations. Each of our subsidiaries should maintain internal controls, which governs the import and export transactions. These controls include detailed procedures that aim to help ensure that each facility exercises reasonable care in planning for imports and exports, preparing and presenting data and documentation to relevant government agencies, and maintaining and producing adequate records.

## 5.6 Anti-money laundering laws

When conducting our global business activities it is critical that Managers/Directors monitor subsidiary compliance with local Anti-money laundering laws and regulations. LGSE potential business partners must be always carefully verified in order to prevent entering into business with a suspicious entity.

## 5.7 Related LGSE Policies

LGSE Compliance program

LGSE Anti-Fraud program

LGSE Anti-corruption policy

LGSE Independence Check Form

LGSE Data classification and protection policy

# 6 POLICY APPROVALS

Approved on September 24, 2014

Approved by Ing. Zbyněk Frolík, Managing Director Linet Group SE, Dr. Michael Rosada, Managing Director Linet Group SE