

# Code of Conduct

We act with responsibility and in compliance with applicable laws





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*Legal notice:*

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*For reasons of legibility, gender-specific differentiation (e.g. female employees) is waived. The corresponding terms essentially apply to both sexes in accordance with equal treatment.*



## Preface



Since our foundation in 2004, we can look back on constant growth and a wide range of success projects both domestically and abroad. Furthermore, in the last ten years we have decided to take a new path internationally and continue our success with foreign subsidiaries in Germany, Romania and Serbia.

In the course of our structural changes, our code of conduct is now being released in a new, revised edition. This version of the code of conduct also forms the basis for all of our business activities and decisions. It also forms the moral basis for the ethical and legal

behaviour by all employees of the ZAUNERGROUP, as well as for anyone acting on our behalf.

As violations of these conditions can lead to considerable damage to our image as well as financial consequences for our company, our management is aware of its position as a role model. The company management as well as all other executives are therefore called on to actively practice this code of conduct and the rules on behaviour described therein. We are also convinced that this new edition of our code of conduct will not just set obligations on our employees, but also be an aid to them in their day-to-day business so that they can put our strengths - quality, safety and reliability - on a secure foundation.

KR Ing. Manfred Zauner, MBA

  
ZAUNERGROUP Holding GmbH

  
astebo gmbh

  
Zauner Anlagentechnik GmbH

  
Zauner Anlagenbau GmbH

  
Insertv Industrieservice und  
Personalbereitstellungs GesmbH

  
Zentralbetriebsrat ZAUNERGROUP

## 1. Area of application of the code of conduct

The reputation and image of the ZAUNERGROUP is significantly influenced by the actions of its employees. Our code of conduct therefore represents binding guidelines for the independent and correct actions of each individual.

The code of conduct applies to the whole ZAUNERGROUP\* and applies equally to the company management as well as executives and employees. It also applies to people who are employed in a similar way to our own personnel, such as agency workers.

In addition to the applicable laws, this code of conduct also comprises our internal guidelines, such as the ZAUNERGROUP values. In an international environment, country-specific conditions also have to be taken into

account without neglecting our standards.

ZAUNERGROUP employees are given a personal copy of the code of conduct as soon as they join the company. It can also be accessed at any time on the intranet. We offer specific training courses and platforms about the application of the code of conduct to support employees in adopting our principles of behaviour in their own area of responsibility.

We also, however, expect our business partners to act in a way that complies with the law and for them to behave with integrity. It is therefore being considered whether it is mandatory for our business partners to observe the guidelines of this code of conduct. No third parties claims can be derived from this.

\* The Zaunergroup consists of the companies: Zaunergroup Holding GmbH, Zauner Anlagentechnik GmbH, Zauner Anlagenbau GmbH, astebo gmbh, INSERTV Industrie- Service und Personalbereitstellungs GmbH, Zauner Anlagen- und Rohrtechnik GmbH, Zauner Romania S.R.L. and Zaunergroup Serbia d.o.o.

“Integrity creates a positive professional environment and ensures safe decisions for me and my department.”

Head of procurement department, Zaunergroup Holding GmbH



## 2. ZAUNERGROUP's values

Our values: Integrity, security, responsibility, uniqueness, confidence, respect ...

are the fundamental cornerstones of our ZAUNERGROUP culture!

### **Integrity:**

We treat all our business partners, shareholders, employees and our environment with sincerity and honesty.

Our ethical and ethnical attitude is exemplary and becomes apparent through correct behaviour and conduct.

### **Security:**

We actively avoid any risk and methodically record all risk potentials. This helps us to be careful with our own health and that of others. We guarantee a safe workplace for each of our employees, within and outside our companies.

### **Responsibility:**

We assume responsibility towards society and our environment by being reliable and credible.

Our leadership and management and the fair challenges and support we offer to our employees are genuine.

### **Uniqueness:**

Our range includes tailored overall solutions for our customers which are unique in terms of scope, quality and performance.

### **Trust:**

We continually take up new challenges and specifically work on our further development.

We manage our company with material economic responsibility, competence and a good system.

### **Respect:**

Our communication and business relationships are based on esteem and fairness. We always meet different perceptions and opinions with an open mind.

## 3. Our principles of behaviour and conduct

### 3.1 Compliance with laws and regulations

Compliance with all laws, including anti-corruption laws and cartel laws, is an integral part of ZAUNERGROUP's company policy.

#### **Considerable damages:**

Illegal activities are not only against ZAUNERGROUP's values but may also cause permanent damage to our reputation and our standing in the public. In addition, the consequences may include the imposition of severe sanctions as well as dramatic financial losses due to penalties, claims for damages and the permanent loss of orders for ZAUNERGROUP.

#### **No tolerance:**

ZAUNERGROUP does not tolerate the violation of any law. Therefore, any violation of laws must be avoided. Employees violating laws must be aware of the fact that they may be subjected to prosecution, but ZAUNERGROUP's

companies may be prosecuted as well if decision-makers or employees commit an offence in the name of the company or if they violate the company's obligations.

#### **Each and every individual's responsibility:**

This is the reason why we expect all employees to comply with all and any applicable regulations, irrespective of their work location. We all must do or refrain from doing specific activities. These provisions are binding for all of us, namely for all bodies, executives and employees. Every employee is obliged to obtain information on all laws and regulations applicable to his/her tasks and sphere of responsibility and is personally responsible for his/her compliance therewith. This includes but is not limited to the provisions of competition laws and the anti-corruption laws. This code of conduct contains information on both legal fields. Please read and understand them carefully in order to avoid violations and in order to detect borderline cases. Should you encounter such a borderline case, please ask your superior for a written instruction and / or procure binding legal information in writing.

„Integrity is a basic element of HR processes in our company.  
Nowadays employees of integrity lay the foundation of  
a future-oriented economical behaviour.“

Head of HR & legal department, Zaunergroup Holding GmbH



### 3.2 Guarantee of safe and fair working conditions

ZAUNERGROUP attaches great importance to equal, fair and - above all - safe working conditions. ZAUNERGROUP does not tolerate any working conditions that are not in compliance with national laws and regulations. The same shall apply to all our business partners.

#### Human rights:

ZAUNERGROUP supports a liberal-minded, integral and tolerant corporate culture. For ZAUNERGROUP, human rights are the most fundamental values which must be respected and complied with by everybody.

#### Fairness:

We do not tolerate any discrimination based on age, sex, religion, national or ethnic origin, civil status, disability, culture, political opinion, sexual orientation or social affiliation. We do not cooperate with companies that do not respect these principles. In addition, we do not tolerate sexual harassment in any way. Sexual harassment may occur in various forms such as suggestive gestures and expressions or obvious advances. ZAUNERGROUP prohibits discrimination or sexual harassment of any kind.

#### Safety:

We take our social responsibility for health and safety at work very seriously. We consider safety for our employees and our local environment as a fundamental value of utmost importance. We actively support the assumption of responsibility and we regularly take measures in order to increase our employee's safety, exceeding statutory requirements. The valid and applicable regulations concerning occupational safety and security as well as concerning the avoidance of accidents must be strictly complied with and must be verified as to their effectiveness in regular intervals. Deficits must be reported and remedied immediately. The main responsibility lies with the competent executives, however, each employee is also responsible for health and safety within his/her sphere of responsibility. The employees are prohibited from consuming illegal drugs or intoxicants. In addition, the employees are prohibited from consuming alcohol during working hours or to work under the influence of alcohol, illegal drugs or other mind-impairing drugs.

#### Prohibition and disapproval of illicit work:

All provisions and standards related to labour and social law must be invariably complied with. This shall apply to all ZAUNERGROUP companies as well as to our suppliers and subcontractors. This means all employees must ensure and verify (to the extent possible) our suppliers' and subcontractors' compliance with all regulations related to labour and social law. In justified cases, such suppliers and subcontractors must not be used.

### 3.3 Protection and conservation of the environment

Dealing with the environment in a sustainable and resource-efficient manner plays an important role in our company policy. ZAUNERGROUP attaches great importance to compliance with regulations and standards regarding environmental protection applicable to the relevant plant or company and always acts in an environmentally friendly manner at all its sites and locations. ZAUNERGROUP strives to minimise the damage to the environment and thus regularly makes contributions to environmental protection. Therefore, the avoidance of harmful influences on the environment and the economical and efficient use of natural resources are of utmost importance.

### 3.4 Compliance with the regulations pertaining to free and fair competition

Competition and market economy are necessary elements of a free society. Safeguarding and protecting such a society is in ZAUNERGROUP's best interest. This is why ZAUNERGROUP acknowledges the principles of free and fair competition as the fundamental basis of a well-

functioning, market-economy-based system and strictly complies with all laws relating to the protection of a well-functioning competition. Any violations of competition law are rigorously pursued by national and international cartel authorities and may lead to sanctions that are so severe that they may be a threat for the existence of the individual company, the entire ZAUNERGROUP as well as of the acting persons themselves. Therefore, compliance with all competition-law related provisions and regulations is our utmost priority.

#### Conduct towards customers:

Honest and fair contact with customers is one of ZAUNERGROUP's major responsibilities and the fundamental basis for long-term and enduring business relationships. Customers are treated with transparency and fairness. Business transactions with customers are always based on correct and true statements as to quality, availability and characteristics of our products and services. ZAUNERGROUP obtains orders only on the basis of its products' and services' quality and prices. ZAUNERGROUP does not make any illegal coordination or arrangement in connection with applications for participation, with offers or negotiations and does not participate in such agreements or arrangements. We refrain from any conduct that may as much as give the impression of an illegal agreement or coordination. Any illegal coordination of offers is liable to criminal prosecution, irrespective of whether such offer is for public invitations for tender, a procedure for awarding contracts by the public sector or any private body, and irrespective of whether such coor-

“Conduct within applicable guidelines and own convictions.”

Project manager, astebo gmbh



dination is successful or not. We distance ourselves from any kind of unfair exertion of influence or unfair business development.

#### Conduct towards suppliers:

ZAUNERGROUP is a fair and reliable partner for its suppliers and subcontractors. Our purchase behaviour and the related decisions are exclusively based on the sum of the following criteria: price, quality, reliability and service. The supplier is informed of the expectations at the beginning of the procurement process. Our business transactions and our conduct are never influenced by offering or promising unfair advantages or gifts.

#### Conduct towards competitors:

ZAUNERGROUP's competitors are treated with fairness and respect and we refrain from making derogatory remarks relating to our competitors. ZAUNERGROUP does not make any arrangements restricting competition and does not participate in price agreements or other written or oral agreements regarding market behaviour. Express agreements are inadmissible, but so is coordinated behaviour. Information exchange with competitors which may be the basis of coordinated behaviour (i.e. in particular regarding prices, costs, margins, conditions, customers, offers, product development, production capacities) is inadmissible. Our communication with competitors does not contain any confidential information which may have a negative impact on competition.

#### No misuse of a market-dominating position:

Due to the sustainability of our services, the high quality of our products and a reasonable pricing policy, we were able to gain and hold a strong position on the market in the past few years. This position must not be used to the detriment of our competitors, customers or suppliers, e.g. by an unreasonable pricing policy, unequal treatment of similar customers or suppliers or by refusing to deliver.

### 3.5 Prohibition of corruption

Corruption and bribery are not only unethical and immoral but also endanger the fundamental basis of any state governed by the rule of law and the fundamental principles of free and fair competition and thus damage the interest of all market participants in the long term. ZAUNERGROUP rejects any form of bribery and corruption and highly disapproves of such behaviour. ZAUNERGROUP does not tolerate any acts that may as much as give the impression of corrupt behaviour.

#### No granting of advantages:

In compliance with legal provisions, all employees of ZAUNERGROUP are prohibited from directly or indirectly offering, taking or promising advantages (such as unreasonable invitations, unusual special conditions, etc.)

if this unduly influences business transactions or such undue influence is at least possible or the impression of such undue influence is created. Money or other benefits must not be offered in any case. Gifts, entertainment, initialisation of business contacts: We always exercise restraint when it comes to accepting and making of gifts and granting benefits (such as invitations for meals or entertainment), since we have to assume that the acceptance of gifts and benefits influences the decisions of the presentee. Therefore, as a general rule, no gifts may be made or accepted, except for entertainment or benefits of low value in cases in which it can be assumed that they have no influence on the presentee or may create an obligation. If there is only the slightest doubt, please contact Compliance Management.

#### Charitable donations and sponsoring:

Within the framework of its corporate strategy, ZAUNERGROUP supports social, sporting, cultural and environmental protection activities. Low-value donations in cash and in kind for charitable and non-profit purposes are allowed after consultation with the company management. Please make sure that no conflicts of interest arise in connection with sponsoring activities. All charitable donations and sponsoring activities must be transparent and documented.

#### Prohibition of money laundering:

Each employee is obliged to comply with all anti-money-laundering laws and regulations and to report to Com-

pliance Management any suspected money laundering issues. Business transactions are only made with reputable business partners whose means come from legal sources. Any business partner with seemingly doubtful integrity will be carefully verified.

### 3.6 Avoiding conflicts of interests

Each employee is obliged to strictly separate his/her own private interests from the interests of ZAUNERGROUP or its companies. This means ZAUNERGROUP's employees must avoid situations in which their personal or economic interests conflict or may conflict with the interests of ZAUNERGROUP. We avoid situations which may create the impression that our business activities are influenced by private interests.

#### Such conflicts of interests may in particular arise in the following situations:

- Award of contracts to related persons (spouses, relatives or other persons living in the same household, friends and business partners with whom you have private contact);
- Award of contracts to companies in which related persons have positions with decision-making powers;

„To be fair! This is the main thing. Only this makes us cooperate successfully with business partners on a long-term basis.“

Sales representative, Zauner Anlagentechnik GmbH



- Award of contracts to companies in which related persons hold a participation (except for companies listed on a stock exchange);
- Spare-time work for competitors or business partners (customers or suppliers).

It is strictly prohibited to use your occupational activities to obtain private advantages. This would be a flagrant violation of ZAUNERGROUP's company policies. No business partner may be given preferential treatment for private reasons. All employees are obliged to disclose to their superior all existing or possible conflicts of interests.

### 3.7 Protection of ZAUNERGROUP's physical and intellectual property

#### Protection of our physical property:

We treat ZAUNERGROUP's assets with responsibility and cost-efficiency. All unjustified and/or unnecessary costs are to be avoided. Means of production are treated with care and in accordance with their intended purpose. All employees must ensure that no unauthorised third parties gain access to or obtain possession of our means of production. Means of production may not be used for private purposes unless this is expressly allowed. Each employee is obliged to keep his/her place of work tidy

and clean and to contribute to the cleanliness in the entire company. The purchase of services and the award of contracts shall always be subject to the principles of cost-efficiency, economy and always be in ZAUNERGROUP's best interest. Business-related decisions are always made within the legal framework and based on a commercially reasonable assessment of opportunities and risks.

#### Protection of our intellectual property:

Our intellectual property and our know-how (such as inventions, scientific or technical research, product development, development of new technologies, computer software we created etc.) are our most valuable assets and protecting them is essential for the continuation of ZAUNERGROUP and thus an indispensable responsibility. Confidential information of any kind obtained in connection with business activities, including any information beyond the usual business activities, must neither be used for the employee's own interests nor be disclosed to third parties. This shall also apply to any information we receive from our business partners. If particular circumstances (such as sensitive information regarding projects or orders) require particular confidentiality, such confidentiality shall also be observed towards colleagues. We take all measures - in particular the application of technical means - to ensure that company information of any kind is always stored in a safe and secure manner and protected from misuse (within and outside the company).

### 3.8 Responsible and confidential treatment of personal data

Collection, storage, processing and transfer of personal data shall be subject to strict statutory regulations. We strictly comply with such regulations. We take suitable measures to ensure that our employees' and contractual partners' privacy, including their personal data, is treated confidentially and that their confidentiality interests worth protecting are not violated.



„There is no right way to do the wrong thing.“

Management Zaunergroup



## 4. Guidelines on acting with integrity

Acting responsibly and with integrity is a core component of our company culture. In our working processes we believe there is no right way of doing the wrong thing.

If conflict situations occur at work, the following points are intended as guidelines on how to act with integrity:

- Is my behaviour in line with the value and regulations of the ZAUNERGROUP?
- What effects do my actions have, in particular with regards to the reputation of the company?
- Can I explain my behaviour to colleagues, friends, family etc., without feeling embarrassed?
- Would it be okay if a newspaper were to report about it?

If all these points can be answered with a “yes” or there are no negative effects on the company image, then proceed as you intended.

## 5. Questions

If questions arise during your day-to-day work which this code of conduct or the internal guidelines do not provide sufficient information about, or if there is uncertainty about certain behaviour or decisions, you can contact the following people to get help or support in case of doubt:

- Your direct superior
- Compliance Management  
[compliance@zaunergroup.com](mailto:compliance@zaunergroup.com)

Further information will also be made available on the ZAUNERGROUP Intranet website/Compliance.

## 6. Reporting misconduct

### The responsibilities of all employees:

Compliance with the principles of conduct required by this code of conduct is one of the top priorities for each employee of ZAUNERGROUP, as this is the only way to guarantee lasting success and the continued existence of ZAUNERGROUP. ZAUNERGROUP’s employees not only play an important role in realising compliance with this code of conduct, but they also have a decisive responsibility. Reports and notices made by responsible employees of integrity are one of the major sources of information for misconduct within ZAUNERGROUP.

### Contact:

If an employee detects or suspects violations of the provisions of this code of conduct or of other internal rules and regulations or statutory regulations, such employee should inform his/her superior or Compliance Management without delay.

### Confidentiality:

Any reports received by Compliance Management will be treated confidentially and will be carefully examined. Any employee reporting provable or assumed violations of laws, of this code of conduct or of other internal rules and regulations does not need to be afraid of negative consequences whatsoever, unless his/ her own conduct is affected by the matter. Any employee involved in a non-compliance shall be indemnified against any labour law and disciplinary measures

to the extent such employee informs the Compliance Manager or his/her relevant representative in due time (i.e. before the Compliance Manager and/or representative becomes aware of such non-compliance or before internal investigations are commenced) and such employee’s involvement in such issue was only minor.

## 7. Consequences of misconduct

### Consequences:

Violations against the applicable laws and ethical principles can have wide-reaching consequences for the ZAUNERGROUP. Amongst other things they can lead to financial penalties, demands for compensation, the loss of orders, the discontinuation of business relationships and image damage. Consequently, compliance is mandatory for all employees.

### Sanctions:

Transgressions and violations represent a violation of official obligations. The ZAUNERGROUP shall take action against illegal behaviour and violations of this code of conduct without consideration of the position and role of the person in question, with associated labour law consequences.

Furthermore, the ZAUNERGROUP reserves the right to initiate criminal and civil law proceedings.

