

zumtobel group

Code of Conduct



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Basic principles

- We respect human rights and condemn all forms of discrimination.
- Our behaviour is marked by respect, honesty, transparency and dependability.
- We comply with the laws and company policies that apply to us.
- We tolerate no corruption of any kind and report corrupt behaviour by others.
- We always act in the best interests of the company.
- We respect all forms of property.
- We stand for fair competition.

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A message from the CEO



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The Code of Conduct of the Zumtobel Group is the basis on which we do business. It governs the everyday activities of all employees across the Zumtobel Group as well as the activities of our business partners.

The Code of Conduct itself is based on current legislation, on human rights and human dignity, and on our own internal regulations. The Zumtobel Group is a member of the Partnering Against Corruption Initiative (PACI) and we are committed to respecting the Conditions of Work and Employment laid down by the International Labour Organisation (ILO).

To test your own compliance with our Code of Conduct, ask yourself the following questions, to which you should always be able to answer “yes”:

- Is what I am doing legal? Is it transparent, justifiable and thus comprehensible?
- Am I acting in the best interests of the Zumtobel Group?
- Would I act the same way if a supervisor or a colleague were present?
- Would I be perfectly happy for my actions to be made public?

This brochure is designed to inform you about our ethical principles. Respecting those principles is both a duty and a personal commitment for us all.

You will find further details on our Lightweb intranet. If you have any questions or are unsure how to behave in certain circumstances, please contact your manager or the relevant departments.

Harald Sommerer
CEO Zumtobel Group
February 2012

Information and contacts

The Code of Conduct is available in the various languages spoken by our employees and can be obtained from all HR departments and Works Council offices. New employees receive a copy of the Code when they join the company.

► [Lightweb:](#)

<http://lightweb.zumtobelgroup.com>

Full details can be found on the Zumtobel Group's intranet (► [Lightweb](#)).

Your first point of contact in questions concerning our Code of Conduct is your manager, the HR department or the Works Council. You may also contact the Zumtobel Group's Ethics Officer or colleagues at the Corporate Internal Audit or Corporate Tax & Legal departments.

What happens in the event of violation of the Code?

Violations of our Code of Conduct lead to disciplinary measures – from a verbal warning or written reprimand all the way to dismissal. Severe violations can constitute grounds for dismissal. We also reserve the right to sue for damages and initiate proceedings under civil law.

In the case of our business partners, violation of the Code of Conduct may lead to termination of business relations or legal action.

Report any violation of the Code!

Please report any violation of the Code of Conduct to your manager, the HR department or the Works Council. Or contact the Zumtobel Group's Ethics Officer or colleagues at the Corporate Internal Audit or Corporate Tax & Legal departments. If you are ever unsure about the proper course of action or have any questions, these are the people you should ask!

All contacts and reports will be treated confidentially and looked into carefully. Making a report will have no negative consequences for you, unless you deliberately make a false accusation.

1. Dignity and work environment

We reject all forms of discrimination. Every person is unique, precious and has their own individual capabilities.

We do not tolerate any form of sexual discrimination in the workplace.

The Zumtobel Group does not accept working conditions that fail to comply with international laws and regulations. We also expect this of our business partners.

Child labour and forced labour are strictly prohibited.

All employees are entitled to fair and proper compensation for their work.

As an employer, the Zumtobel Group ensures that working conditions are safe and hygienic worldwide.

We are familiar with and comply with the health and safety regulations of the Zumtobel Group.

Any form of drug misuse is prohibited. Consumption of alcohol and smoking are prohibited at the workplace. Please also see the respective local plant regulations in this respect (e.g. smoking areas or exceptions for internal celebrations).

We adopt a sensitive and sustainable approach to energy and resources.

We are familiar with our environmental guidelines and observe them. We also expect this of our business partners.

2. Communication and collaboration

Our behaviour is marked by respect, esteem, dependability and trust.

We always treat our colleagues, customers and partners politely and fairly.

We communicate openly, honestly and transparently.

We are helpful, support one another and work together constructively.

We keep our promises and only make promises that we can keep.

We address conflicts, problems and undesirable developments objectively and at the earliest possible moment and work together to find solutions.

Our communications with the authorities are conducted with foresight and in a spirit of partnership. As a rule these are the responsibility of duly authorised employees or of management.

We direct any enquiries from the press to the Corporate Communications department (news services and business media: questions about the company) or to the relevant PR managers of the brands (trade press: questions about products or projects).

We are aware that even "private" communications on the internet are "public" and can reflect on the Zumtobel Group. We conduct our private and professional activities in the World Wide Web accordingly.

3. Integrity and conflicts of interest

We are familiar with the relevant laws and company policies and respect them.

Anyone demonstrating corrupt behaviour is misusing their position in order to obtain inadmissible benefits for themselves or the company. Corruption includes but is not restricted to bribery, the granting or acceptance of advantages, price fixing, facilitation payments, embezzlement, misappropriation of funds, fraud, extortion or money laundering. We do not tolerate any form of corruption. We report any incidences of corruption that we encounter among colleagues, business partners, suppliers or the authorities.

Moreover, when gifts, invitations or other business courtesies are offered, this must never give rise to the impression that we are trying to exert improper influence on business decisions. The same applies vice versa when we are the recipients of hospitality or gifts.

As a matter of principle, we do not make donations to political parties. Similarly, during election campaigns, we do not allow representatives of political parties to speak at the company or at public events staged by our brands (e.g. at trade fairs). When no elections are pending, however, we are happy to provide an insight into the company.

Donations to charities and sponsoring activities are only permitted within the framework of the appropriate policies.

Personal interests must in no way collide with the interests of the Zumtobel Group.

Examples of possible conflicts of interest include:

- engaging in an activity outside the Zumtobel Group which could have a negative impact on our work;
- business transactions involving friends, acquaintances or relations;
- holdings (of over 3%) in companies with which we do business;
- having management responsibility for a close relative.

4. Property and confidentiality

We always treat the property of the Zumtobel Group and the property of third parties with the utmost care.

The intellectual property of the Zumtobel Group includes inventions, research findings, product and software developments, as well as all data stored in our IT systems. We take care to protect all of this.

In line with the above, we do not reveal any information to third parties unless this has been expressly approved for release. This includes contracts, employee, customer and supplier data. In this way we ensure that confidential information is not passed on to unauthorised third parties.

If we have good reason to pass on confidential information to third parties, we first ensure that they have signed a non-disclosure agreement.

For our part, we also respect the intellectual property of others. Trust and confidentiality are mutual arrangements.

All private use of business resources and office equipment is prohibited. Exceptions are governed by the relevant policies (e.g. private use of company cars).

5. Customers and competition

Unfair competition occurs when a company distorts competition or acts in an unethical way.

We never deliberately communicate false or misleading information about our products or services.

We are dependable partners. We meet our contractual obligations. Our purchasing decisions are based entirely on objective criteria such as the quality or price of a product or service.

We never speak negatively or disparagingly about our competitors and their products or services.

We do not take advantage of our customers or business partners.

We do not engage in supply boycotts or enter into anti-competitive arrangements with competitors, suppliers or customers.

In the project business sector we negotiate individual prices with our customers. These take into account our current price lists and terms & conditions, the complexity of the project and the competitive environment.

There are clear regulations governing free-of-charge deliveries. We are familiar with the current company policies (e.g. "Free-of-Charge Policy") and respect them.

