

Group Compliance and Business Integrity Guidelines

Annex 1: Corruption and Conflicts of Interest Prevention Guidelines

1. Corruption

ASTA does not tolerate any form of bribery or corruption. We do not accept or give any improper advantages of any kind, irrespective of whether the person offering or demanding such advantage is working in the public or in the private sector.

A Bribery & Granting or Receiving of Improper Advantages

ASTA and its representatives will not offer, give, or receive bribes or other improper advantages of any kind for any purpose, whether directly or through a third party, regardless of whether for the execution of a task in accordance with that person's duties or contrary to that person's duties and irrespective of whether in connection with a specific transaction for the benefit of ASTA or not.

i. What do we mean by bribery and granting or receiving of improper advantages?

The receiving or offering of an improper advantage (e.g. gifts, invitations) by or to any public official or a private individual designed to influence them to improperly exercise their duty, or to induce them to act contrary to the known rules of honesty and integrity. Please note that bribery as well as granting or receiving of improper advantages are sanctioned by criminal law.

ii. Examples for bribery not tolerated under these Guidelines

- An employee offers to pay an amount of money to a representative of a potential customer in exchange for that representative awarding a tender to ASTA.
- An agent offers a payment to a foreign public official in order to secure government approval to award a permit.
- An employee offers a payment to a tax official in order to pay less official taxes.

iii. What do we mean by improper advantage?

Improper advantage means any benefit to which the recipient has no legal entitlement, including but not limited to

- material advantages (e.g. cash payments, payments in kind, expensive dinners, invitations to events; gifts); and
- immaterial advantages (e.g. promoting a job application or the granting of an award; extending a time-limit).

iv. What do we mean by public official?

A public official is

- a person who performs tasks of legislation, administration or justice as an employee or official of a state, a public entity or an international organization (e.g. civil servants; judges; members of parliament; employees of public universities;

- any other persons who are entitled to enforce laws on behalf of a state, a public entity or an international organization;
- any person who works as an official or employee for a company that is owned, operated or controlled by a public entity; and
- any other persons and/or entities as reflected in the applicable Country Annex.

B Facilitation Payments

Neither employees nor other persons working for ASTA shall make facilitation payments. Facilitation payments are minor amounts of money usually given to public officials in order to obtain or accelerate services of such persons to which one has a legal right (e.g. for passport control, customs clearance).

ASTA will not, and will not tolerate others acting on its behalf to make facilitation payments to third parties not legally entitled thereto.

i. What do we mean by facilitation payments?

Facilitation payments are (usually relatively small) unofficial payments made to public officials, to secure or expedite the performance of a routine or necessary action to which the payer of the facilitation payment has legal or other entitlement. Such payments often occur due to the recipient extorting such payment by using the power of his or her official position and where the consequence of not paying may be out of proportion to the small payment demanded. Fees required by law, such as emergency / express surcharge payments and similar charges officially requested by public officials on the basis of verifiable legislation, do not constitute facilitation payments. In cases of doubt please ensure provision of an invoice / receipt for any payment and consult with your superior before any payment is made. If refusing a facilitation payment results in additional costs or delays, this will be accepted by ASTA as a normal consequence of strictly applying these Guidelines.

ii. Examples for facilitation payments not tolerated under these Guidelines

- An immigration official demands € 50 'entry fee' from an employee at an airport used frequently by company employees to be allowed entry to the country, even though the employee's passport and visa are all in order.
- A customs official demands €150 to give priority clearance to goods arriving in port even though all import duties and paperwork are in order.

C Direct and Indirect Bribery by Third Parties

All ASTA Group Companies must be dedicated to carefully selecting our business partners, intermediaries and all other third parties supporting us or acting on behalf of ASTA Group. Adequate steps must be taken to ensure that such third parties do not pay or accept bribes or facilitation payments within the scope of their business operations.

D Interactions with Public Officials and Lobbying

ASTA and its representatives will conduct all its dealings with governments and public officials in a transparent and ethical way, promoting honest and constructive engagement.

ASTA and its representatives will not offer, promise or provide money or any advantages to a government or public official with the intention of influencing such official in the performance his/her official function and thereby obtaining or retaining business or obtaining an improper advantage in the conduct of business.

i. What do we mean by interactions with Government officials and lobbying?

During ASTA's normal business activities there will routinely be interaction with government bodies and public officials. Some business outcomes will be dependent upon how we deal with the relevant government department or public officials. All such dealings must be carried out in a transparent and ethical way.

ii. Examples for interactions not tolerated under these Guidelines

- A lobbyist requests payment up front to 'oil the wheels'.
- A government official who is potentially able to influence business outcomes requests a donation to be made to a charity in which they have an interest.

E Gifts and Invitations

ASTA and its representatives will not offer, give or receive any gifts or invitations which are intended, or may be seen, as a bribe or improper advantage, or which may place, or be perceived to place (directly or indirectly) the recipient under an obligation towards the party offering or giving such gift or invitation. As a matter of principle, accepting and making monetary gifts is prohibited. All other gifts and invitations are subject to transparency, adequacy, compliance with customary local business practice and the rules set forth in the attachment on "Gifts and Invitations" hereto.

i. Why do we need rules on gifts and invitations?

Gifts, invitations and other advantages can be problematic in commercial life because they may have an improper influence on decision taking. Such gifts, invitations and other benefits may even be prohibited under criminal law; already the mere invitation of a public official may constitute a criminal offence in certain cases.

Please note that the laws are particularly strict if a public official is involved. Therefore, whenever you plan to give a gift or issue an invitation, you have to ascertain in advance whether the recipient is a public official (as defined in section 1.A., subsection iv. above) or works in the private sector. In cases of doubt please consult with your superior on the appropriateness of giving a gift or invitation.

ii. What do we mean by gifts and invitations?

Gifts and invitations means any improper advantage (as defined above in section 1.A. subsection iii, e.g. tickets, transport, loans, accommodation, meals, etc.). Whilst the exchange of gifts and hospitality can build goodwill in business relationships, if done inappropriately it can create improper influence or a conflict of interest (or the appearance of improper influence or conflict). These Guidelines aim at ensuring that ASTA acts professionally and in a manner that will stand up to scrutiny consistent with its corporate responsibilities in the marketplace.

iii. Examples for gifts / invitations not tolerated under these Guidelines

- Accepting an invitation from a customer on an 'all expenses paid' basis to a sporting event in a distant location that would, for instance, require transport and/or accommodation.

iv. Our policy on gifts and invitations in the private sector

Private sector means that only private companies are involved and there is no relation whatsoever with a public official as defined in section 1.A., subsection iv. above.

ASTA's employees are permitted to accept or give gifts and invitations in connection with their work subject to the conditions listed hereinafter:

- Gifts of money or cash equivalents must never be given or accepted.
- Gifts and invitations must not be linked with any sort of conditions or service in return.
- A small gift which is given just once for reasons of local custom or market practice (such as Christmas or birthday presents) and the value of which is below EUR 100, is accepted provided that any such gifts do not exceed the value of EUR 500 per calendar year.
- Customary and typical giveaways (such as a small bouquet of flowers, chocolates, simple calendar or pen etc.) the value of which is below EUR 20 provided that any such giveaways do not exceed the value of EUR 100 per calendar year.
- Invitations < EUR 100: one-time invitations to a meal or to a professional, social or sports event that is in accordance with fair and customary local market practice and with the position of the recipient, are permitted, however in any event excluding travel costs.
- In any event, the offering or receiving of gifts, giveaways or invitations shall not occur at times where a concrete business decision or specific deal is pending and must not influence or appear to influence any concrete business decision or specific deal. This shall apply regardless of whether any pending business decision or deal would be fully consistent with the decision-maker's duty.
- The accepting and offering of gifts (except small giveaways) and invitations always needs to be approved by the superior in writing. Customary giveaways as defined above do not need to be approved but only reported to the superior after giveaway has been granted.
- Gifts and invitations which do not meet the conditions set forth above may only be granted with the superior's prior approval and may only be accepted if (i) the benefit cannot be refused without causing damage to ASTA and (ii) the employee promptly informs his superior. The superior shall decide whether or not the benefit may be accepted and if the employee may keep the benefit. In case of doubts, alignment with the CO shall be sought.

An overview of the applicable rules and conditions is provided in the Attachment "Gifts and Invitations" hereto.

v. Our policy on gifts and invitations in the public sector

Public sector means gifts and invitations to public officials as defined in section 1.A. subsection iv. above.

The superior must always be informed in advance before offering any gifts, giveaways or invitations to public officials. In addition, the following conditions apply:

- Gifts of money or cash equivalents must never be given.
- Gifts are generally not permitted. Exceptions must be approved by the superior in writing. Such approval may only be granted provided that the gift is not offered at times where a concrete administrative proceeding or decision is pending. This shall apply regardless of whether any pending proceeding or decision would be fully consistent with the public official's duties.
- Giveaways and invitations must not be linked with any sort of conditions or services in return.
- Customary and typical giveaways of low value (such as small bouquet of flowers, chocolates, calendars, pens) must be approved by the superior in writing. Such approval may only be granted provided that the giveaway is not offered at times where a concrete administrative proceeding or decision is pending. This shall apply regardless of whether any pending proceeding or decision would be fully consistent with the public official's duties.
- Invitations for public officials are only permitted with prior approval of the superior. Such approval may only be granted subject to the following conditions: (i) the invitation takes place in the course of a professional event with a broad group of invitees where a clear and objectively justified official interest exists on the side of the public official (and/or the respective authority) to participate in such event; (ii) invitations must not occur at times where a concrete administrative proceeding or decision is pending. This shall apply regardless of whether any pending proceeding or decision would be fully consistent with the public official's duties.
- Bilateral invitations and invitations with a small group of invitees are generally not permissible.
- Public officials may neither be influenced in their function (not even to act in accordance with their duties) nor may a generally supportive atmosphere be sought to be created by way of gifts or invitations.
- In case of invitations, we strongly recommend to ascertain that the public official is allowed to accept the invitation. To ease such ascertainment, the public official should contact its competent compliance function. Ideally, the response of the invited public official should be requested and documented (E.g. include the following wording into the invitation. *To err on the side of caution, we kindly remind you to ensure contacting your compliance department before accepting this invitation and kindly ask you to confirm that accepting this invitation is also compliant with your internal policies*).

An overview of the applicable rules and conditions is provided in the Attachment "Gifts and Invitations" hereto.

vi. Further Guidance

ASTA recognizes that laws and market practices may vary across the jurisdictions in which it does business and what is considered adequate and compliant with local market practice may vary. These Guidelines generally prohibit the giving or receiving of gifts and invitations that would result in a personal / business gain or advantage to the recipient, giver or anyone connected with them. Always adopt a common sense approach and ask yourself whether

you would feel comfortable to read about the gift / invitation offered or received in the newspaper.

In cases of doubt or if you consider that a situation may give rise to a business problem then please refer the matter to your superior.

F Charitable Donations and Sponsorship

We will support, sponsor and contribute to social and community activities that are aligned with ASTA's business objectives and values. Such donations and social investment must not be made so as to create the perception of impropriety or unfair advantages in competition, in particular when dealing with public officials, politicians and others of influence. Therefore, generally donations or sponsoring for the purpose of supporting purely political events or political parties shall be prohibited hereunder. Exceptions may be permitted by the Group Management Board only.

Each local plant selects which community-related projects to support, however such decision shall be subject to prior approval by the Group Management Board. Through this we fund causes through discretionary volunteering, donations and sponsorship. This approach ensures that we invest in a wide variety of programs, relevant to the needs of employees and the communities in which you live and work. It is important that in all cases we act transparently, ethically and in good faith. In any event, contributions in the form of donations and sponsoring may not be used in order to circumvent our guidelines on the acceptance and provision of gifts, bribes, etc.

i. What do we mean by charitable donations and sponsorship?

Donations are voluntary contributions in cash or in kind made to third parties for scientific, social, cultural, environmental, educational purposes without provision of any services in return. Any donation must be documented transparently and may not be made to achieve any improper advantages for the benefit of ASTA.

Sponsoring means any contribution in cash, in kind or services for the benefit of an event or cause organized by a third party. In return for its contribution ASTA shall receive the right to publicly display its logo and to promote its brands and products, potentially also to participate as a speaker, to be mentioned in the inaugural address and/or to receive tickets for that event.

ii. Our policy on charitable donations and sponsorship

- Any donation or sponsorship granted by ASTA must be documented and occur in a transparent, proportionate way and requires the prior written approval of the Group Management Board.
- Any amount granted must be reasonable and proportionate to the circumstances.
- Any donations and sponsorships made over a calendar year need to be reported at least bi-annually to the Group CO as part of the compliance reporting pursuant to section 5 of the Group Compliance and Business Integrity Guidelines.
- Donations shall only be made to socially recognized charitable organizations and not to individuals, bank accounts of individuals or profit-oriented corporations.

- Any donation shall be given without any intention to obtain something in return (other than enhancing ASTA's image).
- Any sponsoring may only be made on the basis of a written sponsoring agreement which specifies the recipient of the contribution made by ASTA, the event, the amount of ASTA's contribution as well as the other conditions of the contribution made by ASTA.
- Before donating and before entering into a sponsoring agreement the integrity of the other party must be confirmed (e.g. check reputation, negative incidents in the past) to avoid any reputational harm to ASTA. In addition, such check must ensure that no conflicts of interest exist (e.g. no business decision pending with the third party concerned, no family relationship etc.).

2. Conflicts of Interest

All employees must ensure that their personal interests do not conflict with their duties vis-a-vis ASTA Group or its customers and business partners. Conflicts of interest may arise from close (personal) relationships between employees and customers, representatives of business partners or other employees. In particular, potential conflicts of interest may arise in connection with gifts, invitations, awards of contracts, and other transactions. Conflicts of interest can also be linked to corruption and fraud. Any such situations of conflict must be reported to the superior, who will then decide whether a conflict of interest actually exists and what measures to take.

i. What do we mean by conflicts of interest?

Conflicts of interest occur when we find ourselves in a situation where two or more competing interests conflict and impair our ability to make objective, unbiased business decisions. A conflict of interest can take many forms:

- private and company interests are mixed;
- allowing private interests to influence business decisions; and
- financial or personal considerations may influence judgement when carrying out employment duties and responsibilities.

ii. Our policy on conflicts of interest

- We at ASTA consider loyalty as our employees' key responsibility. Acting loyally means to take any business decisions in the best interest of ASTA Group.
- Conflicts of interest must be avoided and potential situations of conflict must be carefully managed. All conflicts or potential conflicts must be disclosed as soon as you become aware of it. It is important that such issues are dealt with promptly and in a transparent manner.
- You must inform your superior in case of a potential conflict of interest and obtain his/her prior approval in writing before taking any action or business decision that could be affected by such a conflict of interest.
- In any event, the following circumstances are subject to prior authorization by your superior:
 - Becoming personally involved, whether directly or indirectly, in any transaction involving the ASTA Group;

- Negotiating or contracting on behalf of ASTA Group with an entity in which the employee, a relative or friend or other third party with whom the employee has a close relationship has an involvement from which any or all of these parties may benefit;
 - Accepting any employment, consultancy, directorship, partnership or joint-venture interest or anything similar outside the ASTA Group;
 - Directly or indirectly acquiring shares of a competitor of ASTA;
 - Accepting or continuing employment within ASTA Group if the persons accepting or continuing employment have a close relationship with each other and by acceptance or continuation could get in conflict with the duties they owe to the ASTA Group. In particular, actions which are subject to the principle of dual control must not be performed jointly by employees who have a close relationship with each other.
- If you are in doubt about whether a certain circumstance might create a conflict of interest, you should first consult your superior for guidance before taking action.

iii. *Examples for conflicts of interest not tolerated under these Guidelines*

- An employee does not disclose a second job in a third party corporation which is a customer, competitor or potential business partner of ASTA.
- Recruiting a close family member or close friend or such persons performing services for ASTA customers, suppliers or business partners.
- Serving on the board of directors in a corporation that is not part of ASTA Group.

Corruption and Conflicts of Interest Prevention Guidelines

Attachment: Gifts and Invitations

I. Giving and receiving of GIFTS in the PRIVATE SECTOR (→ i.e. no public official¹ involved)

Permissible, no need for approval if the following conditions are met	
✓	Customary and typical giveaway: reference value < EUR 20 (e.g. small bouquet of flowers, chocolates, simple calendar or pen)
✓	Customary and typical giveaways given over a calendar year may not exceed a reference value of EUR 100.
✓	At the time of the giveaway no concrete business decision or specific deal must be pending with the recipient.
Prior approval of superior & the following conditions are met	
!	Small gift given once in accordance with local custom or market practice: Reference value < EUR 100 (e.g. Christmas or birthday present)
!	Small gifts given in accordance with local custom or market practice may not exceed a reference value > EUR 500 over a calendar year
!	Gifts > EUR 100 generally not permitted, exceptions may be granted by superior.
!	Documentation compulsory.
!	Invoices must be issued to ASTA with address.
!	At the time of the gift no concrete business decision or specific deal must be pending with the recipient
Not permissible	
X	Gifts of money or cash equivalents
X	Link between gifts / giveaways and any sort of conditions or service in return
X	Demanding a gift / giveaway

II. Issuing and accepting of INVITATIONS in the PRIVATE SECTOR (→ no public official involved)

Prior approval of local directors & the following conditions are met:	
✓	Ordinary business meal: Reference value: < EUR 100 per person
✓	Invitation to professional event (direct business relevance obvious to all, e.g. trade show): Reference value: < EUR 200 per person (> EUR 200 possible with approval of ASTA ETC directors)
✓	Business relevance should exist
✓	Events with indirect business relevance or non-business relevance. Reference value: < EUR 200 per person (e.g. fostering relations by visiting a sports event)
✓	Nature and scope must be compliant with customary local business practice and appropriate considering the position of the recipient.
✓	Invitation is voluntary, not in anticipation of a return service/preferential treatment
✓	At the time of the invitation no concrete business decision or specific deal must be pending with the recipient
✓	Invitation may only apply to event as such, not to travel, hotel or fringe events.
✓	Compulsory documentation
Not permissible	
X	Invitations contradictory to the aforementioned guidelines
X	Requesting an invitation of any kind.
X	Link between invitation and any sort of conditions or service in return

¹ See definition of public official in section 1.A, subsection iv. of the Corruption and Conflicts of Interest Prevention Guidelines.

Giving GIFTS IN THE PUBLIC SECTOR (→ public official² involved!)

Subject to prior approval of the superior & the following conditions are met:	
!	Customary and typical giveaway of low value (e.g. small bouquet of flowers, chocolates, simple calendar or pen)
!	At the time of the giveaway no concrete administrative proceeding or specific decision must be pending with the recipient.
!	Compulsory documentation.
Not permissible	
X	No gifts of money or cash equivalents.
X	Other gifts are generally not permitted; exceptions must be approved by the superior in writing and may only be granted in exceptional circumstances provided that at the time of the gift no concrete administrative proceeding or specific decision is pending with the recipient
X	Link between gifts / giveaways and any sort of conditions or service in return
X	Any suspicion that holders of public office should be influenced in any manner (even to act in accordance with their duties) or a generally supportive atmosphere should be created by way of a gift.

Issuing INVITATIONS IN THE PUBLIC SECTOR (→ public official involved!)

Subject to prior approval of the superior & the following conditions are met	
!	Invitation to a professional event with a broad group of invitees with a clear and objectively justified official interest of public official to participate. Reference value: < EUR 100
!	At the time of the invitation no concrete administrative proceeding or specific decision must be pending with the recipient.
!	Nature and scope must be compliant with customary local business practice.
!	Invitation is voluntary, not in anticipation of a return service/preferential treatment
!	Ascertain that the public official is allowed to accept the invitation: public official should contact the competent compliance function; the response should be requested and documented.
!	Invitation may only apply to event as such, not to travel, hotel or fringe events.
!	Compulsory documentation
Not permissible	
X	Bilateral invitations and invitations with a small group of invitees
X	Link between invitation and any sort of conditions or service in return
X	Any suspicion that holders of public office should be influenced in any manner (even to act in accordance with their duties) or a generally supportive atmosphere should be created by way of invitations.

² See definition of public official in section 1.A, subsection iv of the Corruption and Conflicts of Interest Prevention Guidelines.