

## Group Compliance and Business Integrity Guidelines

### 1. Introduction

These ASTA Group Compliance Guidelines set forth ASTA Energy Transmission Component GmbH's (ASTA) approach on **Compliance and Business Integrity**.

At ASTA, Compliance and Business Integrity means observing all applicable laws, regulations, standards of good corporate governance, ethics and community expectations as a basis for the long-term success of **ASTA Group** (consisting of ASTA and the ASTA Group Companies set out in Attachment 1 hereto, as amended from time to time).

These Guidelines cannot cover all possible compliance and business integrity matters in detail; however, it shall provide all ASTA Group Companies, their management, staff members and any other business partners with **key principles** that shall guide them in responsibly conducting everyday business in accordance with these Compliance Guidelines.

Any violation of these Group Compliance Guidelines and its integrated annexes may not only cause severe sanctions (including fines and imprisonment) for the individual committing such violation but also fines and severe damages to ASTA Group and its reputation. Therefore, **ASTA Group does not tolerate** any violations of these Guidelines and its integrated annexes.

These Group Compliance Guidelines provide for **minimum standards** that shall be complied with wherever ASTA **Group** conducts business. In addition to compliance with these Guidelines, there may be stricter requirements under the laws of a respective country and jurisdiction in which ASTA **Group** operates. Such stricter requirements need to be complied with and shall be summarized in country specific annexes to these Group Compliance Guidelines, from time to time.

These Guidelines were adopted by ASTA's management board on May 25<sup>th</sup> 2017 and shall from now on apply within ASTA Group as amended from time to time.

### 2. Scope

**Compliance and Business Integrity matters to everyone:** All ASTA Group Companies worldwide, including joint ventures where ASTA Group has a controlling interest are required to apply these Group Compliance Guidelines. All of ASTA Group's employees and any person associated with ASTA Group, who performs services for and on behalf of ASTA Group, including contractors, consultants, agency staff and business partners are required to adhere to these Guidelines, irrespective of the jurisdiction they operate in (without prejudice to stricter requirements that need to be complied with under local law).

These Guidelines and their integrated annexes, as amended from time to time, may be downloaded from the ASTA Website. All companies of ASTA Group will ensure that these Guidelines and their integrated annexes (as well as any amendments thereto) will demonstrably be brought to the attention of all of its management, staff and business partners (see template 1 in Attachment 2 hereto as well as recommended compliance clauses to be included in third party contracts in Attachment 4). Based on a compliance risk analysis on a case by case basis, also existing business relationships may need to be assessed on a regular basis. In any event, these Guidelines must be considered when entering into new business relationships, including through mergers, acquisitions, joint ventures or new customers and suppliers. Such new relationships require careful prior assessment of the compliance risks and ethical conduct of the potential business partner and may even require the signing of an explicit Confirmation Letter if requested by ASTA Group in specific cases.

Non-compliance with these Group Compliance Guidelines will have consequences (as further set out in section 8), it may result in disciplinary action being taken and may even lead

to termination of the employment contract, and/or the termination of a third party contract (as the case may be), with immediate effect.

**Please help ASTA Group to ensure adherence to these Guidelines:** If you have sufficient reason to suspect any non-compliance with these Guidelines, you have a duty to raise your concern. Please refer to the 'Reporting violations' section below for more details (section 10).

### **3. About these Guidelines and their Annexes**

All operations and activities under ASTA Group's control shall be conducted in an ethical manner, with integrity and in accordance with these Guidelines. All personnel are encouraged to raise any genuine concern about a suspected breach of this Policy or any perceived infringement of their rights.

The integrated annexes to these Group Compliance Guidelines are:

- Corruption and Conflicts of Interest Prevention Guidelines (Annex 1)
- Antitrust Compliance Guidelines (Annex 2)
- Country Annexes – where applicable

These annexes shall apply within ASTA Group.

### **4. Key Compliance Risks and Key Compliance Policies**

Based on a compliance risk analysis, taking into account the size of ASTA Group, its structure and complexity, the nature of ASTA Group's business and the location of ASTA Group's business operations, ASTA's management has identified the following key compliance risks to be addressed in these Guidelines:

1. Corruption (incl. Bribery, granting or receiving of improper advantages, facilitation payments, interactions with Government officials and business partners, gifts and invitations, charitable donations and sponsorship)
2. Conflicts of interest
3. Misuse of company assets
4. Unfair competition and violation of antitrust regulations

Each of these key compliance risks as well as some additional areas of particular concern to ASTA Group are described in more detail hereinafter and / or in the annexes hereto.

#### **4.1. Corruption**

ASTA Group is opposed to corruption and illegal practices in all their forms and shall not offer, pay or accept bribes (however defined, irrespective of whether the person offering or demanding such advantage is working in the public or in the private sector) or apply any illegal or unfair practices in its dealings with governments, foreign public officials or in the commercial market place. ASTA Group does not engage in any form of unethical inducement or payment, including facilitation payments, and does not make political donations or incur political expenditure. ASTA Group does not tolerate any such activity by ASTA Group's personnel, contractors, consultants and agency staff and those with whom ASTA Group does business. All personnel are required to avoid any activities that might lead to, or suggest, a conflict of interest with the business of the ASTA Group.

The details of ASTA Group's Anti-Corruption Policy, including examples on permissible gifts and invitations, are set forth in the ASTA Group Corruption and Conflicts of Interest Prevention Guidelines (Annex 1).

#### **4.2. Bribery & Granting or Receiving of Improper Advantages**

ASTA Group 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 Group or not.

Further details of ASTA Group's policy on Bribery, including examples and guidelines on gifts and invitations, are set forth in the ASTA Group Corruption and Conflicts of Interest Prevention Guidelines (Annex 1).

#### **4.3. Facilitation Payments**

Neither employees nor other persons working for or on behalf of ASTA Group 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).

The details of ASTA Group's policy on Facilitation Payments, including examples, are set forth in the ASTA Group Corruption and Conflicts of Interest Prevention Guidelines (Annex 1).

#### **4.4. Charitable Donations and sponsorships**

ASTA Group will support, sponsor and contribute to social and community activities that are aligned with ASTA Group'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.

The details of ASTA Group's policy on Charitable Donations and Sponsorships, including concrete guidelines, are set forth in the ASTA Group Corruption and Conflicts of Interest Prevention Guidelines (Annex 1).

#### **4.5. Conflicts of Interest**

All employees of ASTA Group must ensure that their personal interests do not conflict with their duties vis-a-vis ASTA Group or its customers and business partners; actual or potential conflicts of interest, whether involving ASTA Group's employees or close relatives (spouse, civil partner, adult children or other close friends and/or relatives) have to be avoided. Any issues that may potentially conflict with the interests of ASTA Group must be reported to the competent superior.

The details of the ASTA Group Policy on Conflicts of Interest, including examples, are set forth in the ASTA Group Corruption and Conflicts of Interest Prevention Guidelines (Annex 1).

#### **4.6. Proper Use of Company Assets**

All of ASTA Group's employees are obliged to handle Company Assets responsibly and diligently and to protect them against loss, theft, misuse and access of third parties. The term Company Assets as used herein covers both real estate and other material assets (including

phones, computers, cars, machines, tools, printers etc.) as well as immaterial assets (copyrights, patents, know how, trade secrets etc.)

In general, Company Assets

- may not be removed from the company's premises without the superior's prior written approval (except for cars, laptops and mobile phones as assigned to individual employees);
- may only be used for professional purposes (unless explicitly stated otherwise in a valid company directive or unless approved by the superior in writing).

With regard to Computer Programs / Software in particular: Employees are not entitled to copy computer programs / software for their private use (unless explicitly approved in writing by the IT department). Since computer programs / software may contain viruses and cause severe harm to ASTA Group, employees are not allowed to download / install computer programs / software on their computers (unless explicitly approved in writing by the IT department).

#### **4.7. Confidentiality and Data Protection**

ASTA Group acts with care and diligence when receiving, processing and storing information (e.g. financial data, technical data, operational data, customer information, file notes, etc.). In this respect, ASTA Group adheres to data security standards and procedures as customary in the market to prevent the unauthorized access, amendment or destruction of such information. Any applicable data protection laws need to be complied with.

The commercial and technical know-how of ASTA Group is crucial for the long term success of the ASTA Group. Therefore, all employees have to ensure that any of ASTA Group's know-how that is not publicly available must be kept strictly confidential and protected against access from unauthorized third parties. In the event the disclosure of certain confidential know-how becomes necessary in the course of a business relationship, employees need to ensure that the third party has been bound by a standard confidentiality agreement before any confidential information is disclosed. In the event ASTA Group receives confidential information from its customers or business partners, employees have to apply the same standard of care as for ASTA Group's own know-how.

ASTA Group's employees have to ensure by way of appropriate means that unauthorized third parties have no access to data and confidential information. Such measures include, inter alia:

- The company's premises shall be protected against unauthorized access by third parties;
- When leaving their offices, documents containing confidential information shall not be left unprotected on desks ("clean desk policy");
- Documents containing confidential information shall not be removed from the office, unless strictly required (e.g. when having a meeting at customer's office);
- When travelling, computers must be protected against theft and unauthorized access by third parties;
- Secure passwords must be used, renewed at regular intervals and not disclosed to third parties;
- Firewalls and active anti-virus protection must be installed and updated on each computer;
- IT Hardware (e.g. USB sticks, external disks) may not be connected with company computers without prior approval by the IT department;
- No software must be installed on computers unless explicitly approved by the IT department;

- Company data or other confidential information must not be saved on private computers or private storage devices (e.g. USB sticks, external disks).

The IT department will ensure that employees only have access to such data and confidential information which they absolutely need for the fulfilment of their duties and that the access to such data shall be limited by way of appropriate technical means. Such limitations of access shall be controlled in regular intervals, at least on a yearly basis. Regular checks shall also be carried out whenever an employee is leaving the company.

#### **4.8. Insider Trading**

Insider dealings are prohibited by law (e.g. Regulation (EU) No 596/2014) and have direct consequences under criminal law as well as disciplinary consequences. Insider dealings involve the improper use of non-published price-relevant information (e.g. insider information received in relation to a customer or other business partner) for personal benefit or the benefit of third parties, when dealing in securities.

ASTA Group's management and employees may have access to insider information, especially in relation to customers or business partners (e.g. on an upcoming merger or acquisition, on unexpected financial results, important new customers, new technological developments, upcoming material litigation etc.).

ASTA Group's management and employees will not involve in any kind of insider dealings. In particular, employees who have knowledge of insider must not

- disclose such information to third parties;
- deal with securities or connected financial derivatives of the companies concerned;
- advise third parties to deal with securities or connected financial derivatives of the companies concerned.

#### **4.9. Unfair Competition and Antitrust Regulations**

Antitrust regulations aim at preserving fair competition. ASTA Group's commitment to business integrity also applies in the battle for market share. We do not enter into any prohibited arrangements, and we comply with the applicable rules of fair competition and antitrust regulations.

Violations of antitrust provisions are sanctioned severely in all jurisdictions; already the mere suspicion of a violation may have significant negative consequences for ASTA Group's reputation. Therefore, ASTA Group is dedicated to implement a zero tolerance approach and will apply sanctions (including disciplinary actions, termination of contracts and damages, as further defined in section 8) against any employee or business partner, who has violated antitrust regulations.

The details of ASTA Group's policy Antitrust Compliance, including examples, are set forth in the ASTA Antitrust Compliance Guidelines (Annex 2).

#### **4.10. Anti-Fraud Measures: Dual Control Principle**

The number of fraudulent actions, especially internet based fraud, is increasing worldwide. Apart from simple forms of fraud committed by individuals, ever more complex fraudulent schemes operated by organized groups of criminals can be observed. To avoid all forms of fraud and protect ASTA Group efficiently a strict dual control principle shall apply.

- Dual control means that the actions and situations described hereinafter require the consent of or review by two authorized staff members:
  - Any contract, agreement, statement or other declaration under which obligations of ASTA Group may arise or by which ASTA Group waives any existing rights;
  - Any acts of representing an ASTA Group Company vis-à-vis third parties;
  - Any payment
- The competent management board may define exceptions to this dual control principle for specific (routine) situations, whereas any such exceptions need to be documented in a board resolution.
- In each case, the consent of and/or review by two authorized staff members needs to be documented properly (ideally, on the relevant document itself).

#### **4.11. Payments, Accounting and Finance**

Any payments by ASTA Group shall be made transparently, by way of wire transfer or check. Cash payments shall not be made; in exceptional cases where cash payment cannot be avoided such payment may be made with the approval of the superior. Any cash payment needs to be documented properly (by indicating the name of the payer, the person who approved such payment, the recipient, the amount paid, the date of payment, the invoice and the purpose of such payment) and immediately reported to the finance department. Any payments must be made to the respective business partner only as indicated on the underlying invoice (no payments to third parties).

For any payments exceeding a threshold of EUR 2 million the prior approval of the Group CFO needs to be obtained.

In its decision-making processes ASTA Group relies on the accuracy and correctness of its accounting records. In this context, it is of particular importance that any accounting and financial data as well as personnel data must be treated as confidential. All business transactions must be recorded in our books completely, accurately and promptly, in accordance with specified procedures, verification principles and generally accepted principles of accounting. These records shall contain any necessary information on all of the company's respective transactions and shall be retained in accordance with applicable laws. No employee may create any assets or funds which are not reflected in the books.

#### **4.12. Export Control**

Many jurisdictions in which ASTA Group does business have passed export control laws which govern the cross border transfer of goods, services, technology and / or payments. Such laws may include black lists forbidding the export (incl. re-export) of certain goods, services, technology or payments to certain countries or persons and / or the import from such blacklisted countries or persons.

Violations of export control provisions may trigger severe sanctions (incl. fines, imprisonment and the blacklisting of the company itself). Therefore, any employees who deal with the cross border export or import of goods, services, technologies and cross border payments have to be familiar with and strictly comply with the applicable export control provisions.

As ASTA Group has to comply as well to international sanctions ASTA Group Companies are obliged to cross check as well the list of the sanctioned countries of the following site: <https://www.treasury.gov/resource-center/sanctions/Programs/Pages/Programs.aspx> .

In cases of doubt please contact the Group Compliance Officer, Managing Director @ ASTA Energy Transmission Components GmbH, [heinz.riedler@asta.at](mailto:heinz.riedler@asta.at).

#### **4.13. Commitment to Human Rights, Fair Working Conditions and Environmental Protection**

ASTA Group will neither directly nor indirectly get involved in any business transactions, or projects involving, or involved with

- the use of forced labor, including child labor;
- violations of the European Convention on Human Rights;
- political unrest or other violations of human rights;
- violations of applicable environmental protection laws or international conventions thereon;
- violations of fair working conditions as applicable in the respective country; or
- violations of the applicable regulations issued by international organizations including without limitation the corresponding UN Conventions.

#### **5. Responsibility and Reporting**

The Group Compliance Officer (**Group CO**, see chart in Attachment 3 hereto) shall have primary responsibility for overseeing the implementation of these Group Compliance Guidelines throughout ASTA Group. The Group CO shall also be responsible for adequate reporting bi-annually or whenever deemed necessary to the Group Management Board as well as for reviewing and improving these Guidelines. In addition, the Group CO shall be responsible for (i) directing investigations of suspected violations of these Guidelines within ASTA Energy Transmission Components GmbH as well as (ii) any violations of these Guidelines within an ASTA Group Company allegedly committed by the Compliance Officer of that Group Company (**CO**).

Each Group Company will establish (and inform the Group CO on) the appropriate compliance responsibilities within their organizations as well as further procedures within their operations to ensure that these Group Compliance Guidelines are fully implemented and that any suspected violations of these Guidelines will be reported and examined in accordance with the requirements detailed herein and in section 10). Corrective actions will be taken after review of the case (section 10).

Notwithstanding the above ASTA Group sees compliance as a responsibility of the entire organization. Therefore, superiors have to function as role models and have to ensure together with the responsible persons mentioned above that their staff members are familiar with these Group Compliance Guidelines and apply the rules in everyday business.

The CO will submit a compliance report covering all of the areas mentioned in these Guidelines at least bi-annually to the local management board and confirm compliance with these Guidelines (by using template 3a as provided in Attachment 2 hereto). Ad hoc reports will be submitted to the local management board whenever deemed necessary (using template 2a as provided in Attachment 2 hereto). Furthermore, the CO shall submit a compliance report to the Group CO at least bi-annually, on an anonymized and aggregated basis and to confirm compliance with these Guidelines (please use template 3b as provided in Attachment 2 hereto). Ad hoc reports will be submitted to the Group CO in the event a managerial staff member or a member of the local management board is involved in an alleged violation of these Guidelines (using template 2b as provided in Attachment 2 hereto).

#### **6. Business interfaces**

Given the inherent risk in existing business relationships, a thorough review of third parties who provide services on behalf of ASTA Group including contractors and other regular counterparties as well as suppliers and customers, should be undertaken for new business partners and/ or regularly when entering into re-negotiations for existing business relationships and ad hoc for problematic cases to assess their integrity, background,

reputation, ethical and cultural values and compliance with these Group Compliance Guidelines.

For recommended compliance clauses to be included in agreements with business partners please refer to Attachment 4 hereto.

## **7. Training**

Training will be provided on these Group Compliance Guidelines and their implementation and will be tailored to the risks identified in the ASTA Group Company concerned. In particular, formal training of employees involved in procurement, sales or other functions that require regular involvement with business partners, will be held to ensure proper understanding of the contents, application, reporting mechanisms and consequences of these Guidelines, as soon as practicable following the implementation of these Guidelines and thereafter at regular intervals, however at least on a yearly basis.

## **8. Sanctions and Consequences**

Under the applicable laws and regulations, violations of most of the principles set forth in these Group Compliance Guidelines may lead to severe fines or even imprisonment as well as claims for damages. Please note that both the individual employee as well as ASTA Group may face sanctions. Therefore, violations of these Guidelines may not be tolerated!

Whilst any incident will be reviewed on a case by case basis, should any violation of these Guidelines be confirmed, appropriate steps will be taken immediately, including adjustments to these Guidelines and the compliance procedures in place, if required to efficiently prevent future violations. Possible consequences may include a review and termination of the business relationship with the third party concerned, initiating legal claims or disciplinary action in accordance with the ASTA Group disciplinary procedures. Such disciplinary action may also lead to the termination of the employment contract with immediate effect.

Disciplinary action and other consequences may also be applied for instances of failure to report known violations of these Group Compliance Guidelines or intentionally providing false information in reports or confirmation letters.

Appropriate action will also be taken vis-a-vis counterparties involved in any breach of these Guidelines, including with regard to contracts concluded with such parties. This may result in the termination of a third party contract with immediate effect.

## **9. Control**

As part of the annual internal control confirmation procedure, all managerial staff members are required to confirm their compliance with these Group Compliance Guidelines at least on a yearly basis based on the template as provided in Attachment 2 (Template 3c) hereto.

Compliance with these Guidelines throughout ASTA Group will be within the scope of all internal audits annually and subject to regular internal reporting procedures in accordance with section 5 above

## **10. Reporting violations**

All staff members and business partners are encouraged to raise any genuine concern about suspected violations of these Group Compliance Guidelines or any other misconduct or malpractice. Known breaches of these Guidelines must be reported.

Please follow the guidelines set forth below (for further details please refer to the applicable Country Annex):

- 1) Report the matter directly to the CO of the ASTA Group Company where the suspected misconduct has occurred. The CO shall report the matter directly to the



Group CO in the event a managerial staff member or a member of the local management board is involved in an alleged violation of these Guidelines.

- 2) In the event the CO is involved in such incident please report the incident directly to the Group CO.
- 3) Alternatively, if you know or have good reason to believe that these Guidelines have been violated, you may also report any incidents through the whistleblowing channel.

Any suspected misconduct reported via the whistleblowing channel will be forwarded to the ASTA Group Company concerned, to the Group CO, if the CO is involved. The whistleblowing channel is organized as a confidential service for ASTA Group's employees and external partners to report and raise concerns about any behavior or activities which may conflict with these Guidelines. If permitted under local law, incidents may be reported anonymously. However, since safeguarding confidentiality is the key feature of the whistleblowing channel, ASTA Group encourages its staff members to provide reports on a non anonymous basis. ASTA Group will not tolerate any form of retaliation or career disadvantages against employees raising concerns in good faith. If you report your concerns and seek advice in good faith, you will always be supported by ASTA Group and to the extent reasonably possible, be protected against any disadvantages.

The whistleblowing channel is operated by an independent organization and is available 24 hours a day, seven days a week, by dialing a phone number or using a web reporting platform. For contact details see the ASTA homepage.

An aggregated register will be maintained in each ASTA Group Company of all recorded instances and has to be reported on in each Group Board Meeting.

On receipt of information on a possible violation of these Group Compliance Guidelines, the competent CO pursuant to these Guidelines is responsible for directing the following actions (in the event the CO is concerned, this responsibility shall be borne by the Group CO):

- a) Investigating the alleged violation, considering the country specific legal requirements for investigation activities – taking legal advice is recommended.
- b) Ensuring confidentiality to enable effective investigation and to protect ASTA Group's reputation.
- c) Safeguarding evidence and data to enable ASTA Group to take legal action in cases where management decided to do so.
- d) Taking all appropriate actions to recover lost assets and to secure evidence for a possible criminal conviction.
- e) Submitting an ad hoc report to the local management board whenever deemed necessary. In the event a managerial staff member or a member of the local management board is involved in an alleged violation of these Guidelines an ad hoc report must be submitted to the Group CO.
- f) Ensuring that appropriate disciplinary action and a consistent zero tolerance approach towards violations are implemented based on the decision of the local management board.
- g) Identifying and suggesting modifications to remedy weaknesses in procedures and systems and to prevent further incidents.
- h) Generally, granting the suspected offenders access to the allegations made against them.
- i) Ensuring that the identity of the reporting staff member is only disclosed in the event an intentionally false report has been proven.

- j) Ensuring that any reported information is deleted within two months following the completion of the investigation (or such longer time as legally required, e.g. for completing a court or administrative proceeding).

It is the responsibility of the managing director(s) to direct such cases in a way that might achieve the recovery of lost assets.

### **11. Monitoring, review and improvement**

These Group Compliance Guidelines will be maintained through regular monitoring and review and will form part of the Internal Audit procedures. Based on the results of such monitoring, review or audit these Guidelines may be subject to improvements, as required from time to time.

### **12. Queries**

Should you have any questions regarding these Guidelines or the supporting principles please contact your local CO as shown in the chart in Attachment 3 hereto or Group CO.

**ATTACHMENT 1**  
**Group Compliance and Business Integrity Guidelines**  
**ASTA Group**

<b>Asta ETC group companies</b>			
Internal code	Name	Country	% held
M500	ASTA Energy transmission components GmbH	AT	100
M510	ASTA Elektrodraht GmbH	AT	100
M520	PPE Fios Esmaltados S.A.	BR	74,4
M530	ASTA Conductors Co. Ltd.	CN	100
M540	ASTA India Private Limited Insulated Conductors and Enameled Wires	IN	100
M550	N.V.	NL	100
M560	ASTA International Pte.Ltd	SG	100
M570	ASTA Singapore Pte. Ltd.	SG	100
M580	ASTA Industrie GmbH	AT	100
M590	ASTA Americas Inc.	USA	100
<i>Status</i>	<i>09.03.2017</i>		

**ATTACHMENT 2**  
**Group Compliance and Business Integrity Guidelines**  
**Template Confirmation Letter & Reports**

**TEMPLATE 1: CONFIRMATION LETTER (→ FOR ASTA GROUP'S STAFF)**

**Confirmation Letter**  
**ASTA Group Compliance and Business Integrity Guidelines**

**IMPORTANT:** Do not sign this letter unless you have read and fully understood the ASTA Group Compliance and Business Integrity **Guidelines**, including its annexes (hereinafter referred to as the “**Guidelines**”) as enclosed to this Letter (enclosure 1).

**NAME:** [●]

**COMPANY NAME:** [●]

**JOB POSITION:** [●]

**COMPLIANCE OFFICER:** [●]

- 1) By signing this letter I herewith confirm that
  - I have received, read and fully understood the Guidelines (enclosure 1);
  - I will strictly comply with the Guidelines , make the required reports and obtain the required approval(s) as set out therein without undue delay;
  - I have a duty to report any known non-compliance with the Guidelines to my superior or the CO (as indicated above). I understand that I also have the option to report any incidents via the whistleblowing channel as set forth in the Guidelines.
  - I will participate in any compliance training(s) as organized in my company from time to time.
  - I acknowledge that the Guidelines (enclosure 1) may be amended from time to time by ASTA Group in any possible way to ensure compliance within ASTA Group and the efficiency of the Guidelines. I will comply with the amended Guidelines as soon as such amendment has been brought to my attention.
  
- 2) I understand that I must immediately refer any questions of doubt concerning compliance to my superior or the CO in my company (as indicated above) for guidance.
  
- 3) I understand that if I should fail in my duty to comply with the Guidelines, then:
  - breach of these rules could lead to significant damages and fines to ASTA Group as well as criminal charges and potentially charges against ASTA Group, its managing directors and/or myself;
  - any agreement or arrangement which infringes the rules foreseen in the Guidelines may be unenforceable;
  - employees who violate the Guidelines may be dismissed for gross misconduct.
  
- 4) In case I have a managerial function, I furthermore confirm that:

- I will demonstrably provide all of my designated employees with the Guidelines and will take all appropriate measures that they comply with their rules.
- I will ensure that a Confirmation Letter by which they confirm the receipt of and the compliance with the Guidelines is signed by each designated employee.
- I will ensure that all of my designated employees will participate in any obligatory compliance training(s).

5) I am personally a member in the following industry specific trade associations:

- .....
- .....
- .....
- .....
- .....

.....  
Place, Date

.....  
Signature

**ATTACHMENT 2**  
**Group Compliance and Business Integrity Guidelines**  
**Template Confirmation Letter & Reports**

**TEMPLATE 2a: “AD HOC” COMPLIANCE REPORT (CO to Local Management Board)**

Please indicate the information foreseen in the below form

- as comprehensibly and completely as possible,
- and make sure that you are acting in good faith and to the best of your knowledge:

<b>Reporting Party:</b>	[•] <i>[please indicate your full name, function and superior]</i>
<b>Company:</b>	[•] <i>[please indicate the company concerned by this report]</i>
<b>Date:</b>	[•]
<b>Subject:</b>	[•] <i>[please indicate the subject matter of this report by indicating the relevant key word, e.g. conflict of interest]</i>
<b>For the attention of:</b>	[•] <i>[please indicate the recipient of this report, i.e. local management board, cf. Sections 5 and 10 of the Guidelines for details]</i>
<b>Full Report:</b>	[•] <i>[please describe the incident which is subject to this report in more detail and make sure to include the following elements:</i> <ul style="list-style-type: none"> <li>• <i>What is the incident about (e.g. facilitation payment)</i></li> <li>• <i>Why do you believe that a violation of our Compliance Policies might have occurred?</i></li> <li>• <i>When did the incident occur? (please include relevant dates)</i></li> <li>• <i>Who are the persons involved? (please include their full names and functions). Please provide any evidence and/or data available to you.</i></li> <li>• <i>If applicable, please indicate any measures taken as a consequence of such incident.</i></li> </ul>

.....  
Place, Date

.....  
Signature

**ATTACHMENT 2**  
**Group Compliance and Business Integrity Guidelines**  
**Template Confirmation Letter & Reports**

**TEMPLATE 2b: “AD HOC” COMPLIANCE REPORT (CO to Group CO)**

Please indicate the information foreseen in the below form

- as comprehensibly and completely as possible,
- and make sure that you are acting in good faith and to the best of your knowledge:

<b>Reporting Party:</b>	[•] <i>[please indicate your full name, function and superior]</i>
<b>Company:</b>	[•] <i>[please indicate the company concerned by this report]</i>
<b>Date:</b>	[•]
<b>Subject:</b>	[•] <i>[please indicate the subject matter of this report by indicating the relevant key word, e.g. conflict of interest]</i>
<b>For the attention of:</b>	[•] <i>[please indicate the recipient of this report, i.e. Group CO, cf. Sections 5 and 10 of the Guidelines for details. Ad hoc reports shall be submitted to the Group CO only if a managerial staff member or a member of the local management board has allegedly committed a breach of these Guidelines.]</i>
<b>Full Report:</b>	[•] <i>[please describe the incident which is subject to this report in more detail and make sure to include the following elements:</i> <ul style="list-style-type: none"> <li>• <i>What is the incident about (e.g. facilitation payment)</i></li> <li>• <i>Why do you believe that a violation of our Compliance Policies might have occurred?</i></li> <li>• <i>When did the incident occur? (please include relevant dates)</i></li> <li>• <i>Who are the persons involved? (please include their full names and functions). Please provide any evidence and/or data available to you.</i></li> <li>• <i>If applicable, please indicate any measures taken as a consequence of such incident.</i></li> </ul>

.....  
Place, Date

.....  
Signature

**ATTACHMENT 2**  
**Group Compliance and Business Integrity Guidelines**  
**Template Confirmation Letter & Reports**

**TEMPLATE 3a: COMPLIANCE REPORT (CO to Local Management Board)**

Please note that this report pursuant to section 5 of the ASTA Group Compliance and Business Integrity Guidelines (including its annexes, hereinafter together referred to as the “**Guidelines**”) is an essential part of ASTA Group’s compliance efforts. Based on the results of these reports, we are in a position to critically review and assess the effectiveness of our compliance processes; hence, these reports are also crucial for identifying required adjustments and improvements to ensure the long-term success of ASTA Group.

We kindly ask you to take your time to carefully fill out this report and provide the information foreseen below as comprehensively and completely as possible:

<b>Reporting Party:</b>	[●] [please indicate full name, function and superior, if applicable]
<b>Company:</b>	[●] [please indicate the company concerned by this report]
<b>Date:</b>	[●]
<b>For the attention of:</b>	[●] [please indicate the recipient of this report, i.e. local management board]
<b>Report:</b>	<p><i>In the following paragraphs, please describe any <b>Compliance Incidents</b> which occurred over the reporting period in your company. “<b>Compliance Incident</b>” as used herein means both any actual as well as any potential violation of the Guidelines and any questions or issues thereunder as reported to you by employees and/or business partners. Please make sure to include sufficient details, including the following elements:</i></p> <ul style="list-style-type: none"> <li>• <i>What is the incident about (e.g. facilitation payment)</i></li> <li>• <i>When did the incident occur? (please include relevant dates)</i></li> <li>• <i>Who are the persons involved? (please include their full names and functions). Please provide any evidence and/or data available to you.</i></li> <li>• <i>Indicate which measures have been taken by you as a consequence of such violation / issue.</i></li> </ul>
<b>Corruption</b>	<p>[●] [please describe whether any <b>Corruption Incidents</b> occurred over the reporting period ; <b>Corruption Incident</b> means any actual or potential violation as well as any report or question addressed to you regarding the provisions on</p> <ul style="list-style-type: none"> <li>• <i>Bribery, Granting or Receiving of Improper Advantages,</i></li> <li>• <i>Gifts &amp; Invitations,</i></li> <li>• <i>Facilitation Payments,</i></li> <li>• <i>Charitable Donations, Sponsorships,</i></li> <li>• <i>Conflicts of Interest,</i></li> <li>• <i>Proper Use of Company Assets</i></li> </ul> <p><i>as set forth in the Guidelines and the Corruption and Conflicts of</i></p>



	<i>Interest Prevention Guidelines. In addition, please also report on the measures taken by you as a consequence of such issue.]</i>
<b>Confidentiality and Data Protection</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Confidentiality and Data Protection as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Insider Trading</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Insider Trading as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue.]</i>
<b>Unfair Competition &amp; Antitrust Regulations</b>	<p>[●] <i>[please describe whether any <b>Competition Incidents</b> occurred over the reporting period; <b>Competition Incidents</b> means any actual or potential violation as well as any report or question addressed to you regarding the provisions on</i></p> <ul style="list-style-type: none"> <li>• <i>Horizontal agreements</i></li> <li>• <i>Vertical agreements</i></li> <li>• <i>Abuse of dominant market position</i></li> <li>• <i>Merger control</i></li> <li>• <i>Exchange of Information</i></li> <li>• <i>Meeting of Industry Associations</i></li> <li>• <i>Participation in a Bidding Consortium</i></li> </ul> <p><i>as set forth in the Guidelines and the Antitrust Compliance Guidelines . In addition, please also report on the measures taken by you as a consequence of such issue]</i></p>
<b>Anti-Fraud Measures / Dual Control</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Anti-Fraud Measures / Dual Control as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Payments, Accounting, Finance</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Payments, Accounting, Finance as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Export Control</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Export Control as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Human Rights, Fair Working Conditions and Environment</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Human Rights, Fair Working Conditions and Environment as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Business Interfaces</b>	[●] <i>[Please describe whether any issues or potential issues were identified regarding the integrity, background, reputation, ethical and cultural values or other compliance matters as set forth in the Guidelines regarding business interfaces over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue.]</i>

<b>Training</b>	<i>[●] [Please describe whether all of your designated employees have participated in the mandatory compliance training(s). If not, please indicate the name and function of staff members who have not participated in training measures.]</i>
<b>Country Annex</b>	<i>[●] [If applicable, please describe whether any actual or potential violation or any questions or issues relating to the provisions of the applicable Country Annex occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue.]</i>
<b>Reports, Queries</b>	<i>[●] [Please indicate any other reports or queries received by you with regard to Compliance Incidents. In addition, please also report on the measures taken by you as a consequence of such issue].</i>

.....  
Place, Date

.....  
Signature

**ATTACHMENT 2**  
**Group Compliance and Business Integrity Guidelines**  
**Template Confirmation Letter & Reports**

**TEMPLATE 3b: COMPLIANCE REPORT (CO to Group CO)**

Please note that this report pursuant to section 5 of the ASTA Group Compliance and Business Integrity Guidelines (including its annexes, hereinafter together referred to as the “**Guidelines**”) is an essential part of ASTA Group’s compliance efforts. Based on the results of these reports, we are in a position to critically review and assess the effectiveness of our compliance processes; hence, these reports are also crucial for identifying required adjustments and improvements to ensure the long-term success of ASTA Group.

We kindly ask you to take your time to carefully fill out this report and provide the information foreseen below as comprehensively and completely as possible:

<b>Reporting Party:</b>	[●] <i>[please indicate full name, function and superior, if applicable]</i>
<b>Company:</b>	[●] <i>[please indicate the company concerned by this report]</i>
<b>Date:</b>	[●]
<b>For the attention of:</b>	[●] <i>[please indicate the recipient of this report, i.e. Group CO]</i>
<b>Report:</b>	<p><i>In the following paragraphs, please describe any <b>Compliance Incidents</b> which occurred over the reporting period in your company. “<b>Compliance Incident</b>” as used herein means both any actual as well as any potential violation of the Guidelines and any questions or issues thereunder as reported to you by employees and/or business partners.</i></p> <p><i>Please make sure that such report occurs on an <b>anonymized and aggregated</b> basis only.</i></p>
<b>Corruption</b>	<p>[●] <i>[please describe whether any <b>Corruption Incidents</b> occurred over the reporting period; <b>Corruption Incident</b> means any actual or potential violation as well as any report or question addressed to you regarding the provisions on</i></p> <ul style="list-style-type: none"> <li>• <i>Bribery, Granting or Receiving of Improper Advantages,</i></li> <li>• <i>Gifts &amp; Invitations,</i></li> <li>• <i>Facilitation Payments,</i></li> <li>• <i>Charitable Donations, Sponsorships,</i></li> <li>• <i>Conflicts of Interest,</i></li> <li>• <i>Proper Use of Company Assets</i></li> </ul> <p><i>as set forth in the Guidelines and the Corruption and Conflicts of Interest Prevention Guidelines. In addition, please also report on the measures taken by you as a consequence of such issue.]</i></p>
<b>Confidentiality and Data Protection</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Confidentiality and Data Protection as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>

<b>Insider Trading</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Insider Trading as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue.]</i>
<b>Unfair Competition &amp; Antitrust Regulations</b>	<p>[●] <i>[please describe whether any <b>Competition Incidents</b> occurred over the reporting period; <b>Competition Incidents</b> means any actual or potential violation as well as any report or question addressed to you regarding the provisions on</i></p> <ul style="list-style-type: none"> <li>• <i>Horizontal agreements</i></li> <li>• <i>Vertical agreements</i></li> <li>• <i>Abuse of dominant market position</i></li> <li>• <i>Merger control</i></li> <li>• <i>Exchange of Information</i></li> <li>• <i>Meeting of Industry Associations</i></li> <li>• <i>Participation in a Bidding Consortium</i></li> </ul> <p><i>as set forth in the Guidelines and the Antitrust Compliance Guidelines . In addition, please also report on the measures taken by you as a consequence of such issue]</i></p>
<b>Anti-Fraud Measures / Dual Control</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Anti-Fraud Measures / Dual Control as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Payments, Accounting, Finance</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Payments, Accounting, Finance as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Export Control</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Export Control as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Human Rights, Fair Working Conditions and Environment</b>	[●] <i>[Please describe whether any actual or potential violation or any questions or issues relating to the provisions on Human Rights, Fair Working Conditions and Environment as set forth in the Guidelines occurred over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue]</i>
<b>Business Interfaces</b>	[●] <i>[Please describe whether any issues or potential issues were identified regarding the integrity, background, reputation, ethical and cultural values or other compliance matters as set forth in the Guidelines regarding business interfaces over the reporting period. In addition, please also report on the measures taken by you as a consequence of such issue.]</i>
<b>Training</b>	[●] <i>[Please describe whether all of your designated employees have participated in the mandatory compliance training(s). If not, please indicate the name and function of staff members who have not participated in training measures.]</i>
<b>Country Annex</b>	[●] <i>[If applicable, please describe whether any actual or potential violation or any questions or issues relating to the provisions of the applicable Country Annex occurred over the reporting period.]</i>

	<i>In addition, please also report on the measures taken by you as a consequence of such issue.]</i>
<b>Reports, Queries</b>	<i>[●] [Please indicate any other reports or queries received by you with regard to Compliance Incidents. In addition, please also report on the measures taken by you as a consequence of such issue].</i>

.....  
Place, Date

.....  
Signature

**ATTACHMENT 2**  
**Group Compliance and Business Integrity Guidelines**  
**Template Confirmation Letter & Reports**

**TEMPLATE 3c: Annual Compliance Confirmation Letter (pursuant to Section 9 of the Guidelines)**

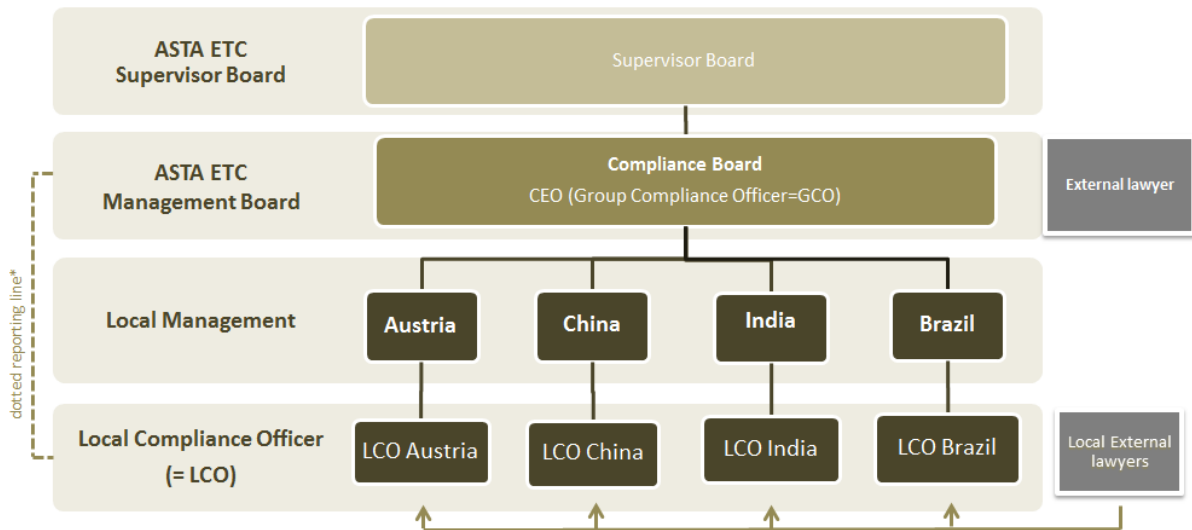
By signing this letter I confirm that:

- I have received, read and fully understood the ASTA Group Compliance and Business Integrity Guidelines, including its annexes (hereinafter referred to as the **“Guidelines”**) (version 2017);
- I have strictly complied with the Guidelines in my department, reported all incidents and obtained any required approval(s) without undue delay;
- I have demonstrably provided my designated employees with the Guidelines and I have implemented all appropriate measures that they comply with them.
- I have received from all of my designated employees a signed confirmation letter by which they confirm the receipt of and the compliance with the Guidelines.

.....  
Place, Date

.....  
Signature

**ATTACHMENT 3**  
**Group Compliance and Business Integrity Guidelines**  
**Compliance Organization and Reporting Streams**



\*for functional topics – LCO's report directly to the GCO

**ATTACHMENT 4**  
**Group Compliance and Business Integrity Guidelines**  
**Recommended Compliance Clauses**

Recommended clauses to be included in agreements with business partners:

*„1. [Third Party] represents and warrants that it is and shall remain during the term of this agreement in compliance with all applicable laws, regulations and codes, including but not limited to all anti-bribery laws as well as the ASTA Group Compliance and Business Integrity Guidelines [● LINK]. In connection with any aspects of this agreement or any other transaction involving ASTA Group, [Third Party] has not and will not, directly or indirectly, in connection with the performance of services under this agreement or otherwise on behalf of ASTA Group, engage in prohibited conduct. Prohibited conduct includes to promise, offer or grant to a person any undue advantage or to request or accept any undue benefit or advantage to improperly influence actions.*

*2. The ASTA Group Company may terminate this agreement immediately upon written notice in the event [Third Party] has failed to meet its obligation in [section 1], whereupon the ASTA Group Company shall have no further obligation or liability under this agreement. If the ASTA Group Company reasonably believes that the event given rise to such a termination also constitutes a violation of the UK Bribery Act and/or the U.S. Foreign Corrupt Practices Act or any other applicable Anti-Bribery Laws, any claims for payment by [Third Party] with regard to this agreement shall be automatically terminated. [Third Party] shall indemnify and hold harmless against any and all claims, losses or damages arising from or related to termination, or a determination to withhold payments under this section.*

*3. The ASTA Group Company or its designated representatives shall have the right to access, audit and review the books and records of the [Third Party], and to keep copies thereof, to the extent relevant to this agreement. Such access, audit and review shall be reasonable as to scope, place, date and time. [Third Party] shall fully and in a timely manner cooperate in any review or audit conducted by or on behalf of the ASTA Group Company, including responding accurately and completely to all inquiries and providing any requested documents.”*