UNIQUE IN AUSTRIA – SUCCESSFUL IN EUROPE

Code of Conduct
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To improve readability, the use of gender-neutral terms has been avoided.
The text is always directed to both genders for reasons of non-discrimination.
Dear Sir or Madam,

at the VIVATIS Group, our main objective is to be an honest, reliable and transparent partner to our employees, customers and suppliers, as well as to the environment as a whole. As a reliable partner, we assume responsibility for our actions in our daily work and in contact with all those with whom we have dealings.

It is for this reason that we have produced this code of conduct, which is directed at all employees in the VIVATIS Group and helps us in the perception and assessment of our business operations.

Forword from the Executive Board

We use these values to build

Authenticity
Reliability
Honesty
Transparency

We, the Executive Board, along with every single employee in the group, agree to comply with the regulations described within the code of conduct. The code of conduct defines basic rules for appropriate behaviour in the workplace and also provides a guide to help you to avoid situations that can negatively affect you personally, or the VIVATIS Group in general. These situations arise when the laws, agreed guidelines, standards or behaviours are not adhered to, or are betrayed by a conflict of interest.

The code of conduct will also provide you with contact persons to whom you will be able to turn for support in difficult situations.

We thank you for accepting this responsibility and for living our standards and principles.

Mag. Gerald Hackl
Chairman of the Executive Board
During their working hours, every employee in the VIVATIS Group must conduct themselves in accordance with the applicable laws, internal guidelines and regulations, and must request additional information or contact the relevant person or department in cases of uncertainty.

The code of conduct is the basis for the way we work together and how we behave towards every person within the VIVATIS Group.

Compliance with laws and guidelines

Examples

• My manager assigns me tasks which are clearly in breach of a law and/or our company guidelines. All of my colleagues complete these tasks as they are assigned by the manager and they fear they may lose their job if they do not follow orders.

What should I do?

An order from your manager does not constitute an excuse to breach laws or our guidelines. Even if certain practices have been occurring over a long period of time, we urge you to alert us of them via the points of contact listed at the end of this code of conduct.

Regularly ask yourself the following questions during your working day:

• Is what I am doing legal, and does it conform to the VIVATIS Group company guidelines?
• Can I take responsibility for my actions with a clear conscience? What would others say about this?
• How would I react if my behaviour was made public in the media?
VIVATIS Group employees respect each other and treat every person equally, regardless of their national and ethnic background, race, gender, religion and sexual orientation.

Human rights, equal opportunities and non-discrimination are fundamental values for us. Any breach of these values, in whatever form, will not be tolerated.

Respectful interactions

Examples

- Some colleagues are constantly making fun of another employee’s accent. At the start, the employee laughed along with them, but as time goes on, the comments are becoming increasingly cruel and pointed. He feels uncomfortable with this, and feels as if he is being personally attacked.

- A female colleague confides to me during our lunch break that a male colleague is constantly making lewd gestures towards her and tells tasteless jokes about her at work. She feels sexually harassed by him.

What should I do?

Speak to your colleagues - with agreement from the person involved - and point out that they have not behaved respectfully. Should this disrespectful behaviour continue, notify one of the points of contact at the end of this code of conduct.

No form of discrimination will be tolerated.
Employees of the VIVATIS Group are obliged to behave in the best interests of the VIVATIS Group and in accordance with this code of conduct, without being influenced by personal interests and private relationships.

Private interests or relationships that may influence your objective judgement at work must be declared to your manager.

Conflicts of interest

Examples

• My company is planning to recruit an additional employee for sausage production. My son has completed his qualifications and is now looking for a job. I know the head of the department responsible for sausage production very well, and he owes me a favour. I recommend my son to him for the post.

• The purchasing manager meets with some suppliers to discuss purchasing conditions. Supplier A promises the purchasing manager a discount for his next private purchase. The purchasing manager does not choose the supplier with the best conditions, but Supplier A.

What should I do?

Make sure that your decisions are not influenced by how you could benefit personally. Work-related decisions should be made exclusively on the basis of objective and reasonable criteria.

Should conflicts of interest occur, this should be declared to your manager immediately.
Bribery, corruption and “sweetening”

Bribery, corruption and granting advantages in order to influence officials (“sweetening”) are forbidden.

The acceptance and offering of advantages, such as gifts or invitations to meals, is only allowed in accordance with the VIVATIS anti-corruption guidelines.

Examples in the private sector

- I am currently inviting tenders from vegetable suppliers. One of the possible suppliers has offered me VIP tickets for a very popular football match, including a meal afterwards.

- During the course of a long business relationship, I occasionally meet up with an employee from another company. Invitations are made from both sides alternately. We discuss work-related topics.

What should I do?

Ask yourself the following questions:

- Does the value of the invitation/gift correspond to the business practices and position of the recipient?

- Is the invitation/gift appropriate for the business relationship?

Consult the VIVATIS anti-corruption guidelines.

If you are unsure, contact your compliance representative or the Compliance Officer for advice.
Bribery, corruption and “sweetening”

Bribery, corruption and granting advantages in order to influence officials (“sweetening”) are forbidden.

It is especially important to behave correctly with officials. Always be aware of whether the partners you work with include officials.

Examples with officials

- A managing director is considering a construction project in the area surrounding his business. It is currently in an initial planning stage. He promises the responsible planning officer that his daughter will be given a holiday job at the company if he votes to support the planning application, if it is made.

What should I do?

The holiday job is to be considered as a benefit accruing to the planning officer. The managing director promises this advantage with the intent to influence the officer in the performance of his duties. Whether an application is ever made for the project does not matter, and neither does the question as to whether the daughter is actually given the job. Under Austrian law, the statutory offence of “offering an advantage for the purpose of exerting influence” is committed when the promise is given.

Any offers of benefits made with the intent to influence the way in which an official will act is forbidden.
The VIVATIS Group supports transparent and fair behaviour in the marketplace and expects this of its employees.

It is prohibited to disclose information to customers, suppliers and competitors that has nothing to do with them (depending on the target group), such as prices, sales conditions, inventory, production details or costs. This is not only a breach of trust, but could also be considered a breach of applicable law.

Unfair business practices that distort competition and create an advantage for your own company are forbidden.

Fair competition

Examples

• At a trade fair, I chat with an employee of a competitor. During the conversation, I notice that he wants to make a deal with me. He suggests that we split our mutual customers by area. This gives both of us the advantage of exclusively supplying customers in a particular area and being able to set prices accordingly, without the customers knowing.

• While drafting a proposal for catering for another company’s on-site canteen, an employee whose uncle works for a competitor tells me the price the other company is offering for this service. This information means that I can offer a lower price and win the catering contract.

What should I do?

Make it explicitly clear to the other person that you will not discuss these topics with them, and that you are not interested in participating in unfair business practices. You should consider whether you want to continue this business relationship in the future. You must also inform your manager.
A key element of our company strategy is commitment to effective innovation and high quality work.

Every day, countless people come into contact with VIVATIS Group products. Every VIVATIS Group employee is responsible for complying with quality, hygiene and security standards. Risks and dangers to the health and security of our employees and customers can be reduced through your behaviour.

It is strictly forbidden to consume illegal substances (e.g. drugs) when on company premises.

Please pay attention to your company’s guidelines regarding the consumption of alcohol.

Examples

- My manager has told me on multiple occasions to deviate from the specified recipes if a particular ingredient is not in stock.

- Recently, I noticed that a production employee got something out of his car during his shift, while still wearing his work clothes. He came back into the production area without going through the hygiene lock again.

What should I do?

To ensure that we achieve the highest possible quality, we must adhere to the respective quality, hygiene and security standards. Faultless hygienic conditions are essential to ensure that the risk of food contamination is eliminated. Please remind your colleagues of this. Should the incident occur again, contact your manager or ask them to issue instructions in writing.

If your manager gives you instructions that do not conform to the quality, hygiene and security standards, you must report this to a contact person named at the end of this code of conduct.
It is in the interests of the VIVATIS Group and every single employee to protect employee, customer and supplier data, as well as company-specific knowledge and business assets.

Employees must therefore not breach their duty of confidentiality or pass sensitive data to a third party.

Examples

- I recently needed to make a photocopy of something. When I got to the copier, I found a list of employee data and information about their wages and salaries. I am concerned that someone other than the HR department could have seen this information.

- I am out of the office and urgently need a password-protected recipe that is saved on my computer. I know that my colleague is in the office, but he did not help to create this recipe and does not have access to the password-protected file.

How do you react?

Personal and company data for business purposes may only be accessed by those authorised to do so. Ensure that sensitive information is not accessed by unauthorised people.

Report any breaches to the department responsible or to your manager, and do not give colleagues your password.
Every report of misconduct will be investigated. Should the allegation be proven, legal and other disciplinary sanctions will be imposed.

Should you notice a breach of the code of conduct, or observe highly dubious or unethical behaviour, you can contact the following people under the strictest confidence:

- Speak directly with your manager
- Contact your compliance representative
- Inform the Compliance Officer for VIVATIS Holding AG (E-Mail: compliance@vivatis.at; Phone: +43 (0)732 771933-15)
- Inform your staff association, or the VIVATIS Group central staff association (Phone: +43 (0)664 610 04 46)

Every report of misconduct will be handled in the strictest confidence and passed on to the VIVATIS Holding AG Compliance Officer. Reports can be also made anonymously to the contact persons named above.

For general questions regarding the code of conduct, please contact the VIVATIS Holding AG Compliance Officer at any time.