



decon international GmbH

Code of Conduct

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Foreword

decon GmbH and its subsidiaries (“decon” or “Company”) are a worldwide operating consultant with special experience in the fields of electric and thermic energy technology, environment saving energies, water, environment, economy and politics.

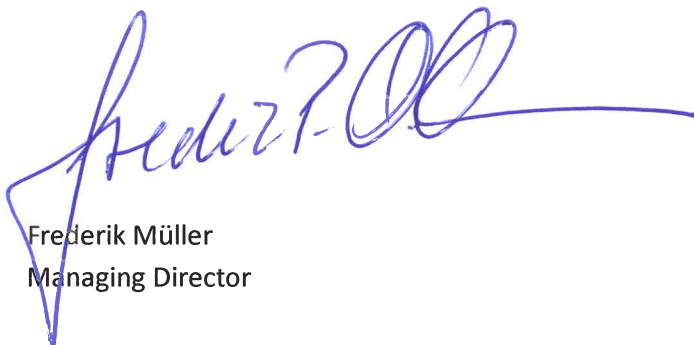
The economic success of decon relies to a great extent on its market reputation and the confidence of its clients. The key element of its market reputation is its corporate culture with a strong commitment to ethical and lawful business conduct. We are without any reservation committed to combat bribery in all parts of decon’s operations and in all aspects of our business. It is a top priority of decon’s business policy to operate compliant to all applicable laws and regulations. decon does not tolerate any infringement of laws and regulations within its business activities. This applies to direct and indirect infringements as well as infringements by employees of decon or infringements by third parties acting on our behalf. Supplemental internal policies specify the legal requirements and even go further than these as a contribution to our high standard of ethical behavior.

It is imperative for our Company to abide by the laws and regulations in Germany as well as abroad. Each employee must comply with all applicable provisions of law. Stricter regulations may be applicable for business relations and business trips abroad and should be checked on a case by case basis.

The reputation of our Company is substantially affected by the behavior, action and conduct of each individual employee. Inappropriate behavior of just one employee may already inflict significant damage on the Company.

decon international GmbH

01-02-2018



Frederik Müller
Managing Director

About the Code of Conduct

This Code of Conduct aims to prevent any form of infringement of applicable laws and regulations and demands a high standard of ethical behavior from its employees. This Code of Conduct is an expression of decon's business policy, its vision and values.

- **Vision**

decon seeks to become the preferred supplier of the leading donor organizations as well as of public and private customers. Therefore, decon provides its customers with sustainable and integrated solutions with the effect to create economical, ecological and social improvements.

- **Mission**

decon's top priority commitment is the satisfaction of its clients. decon seeks to find tailor-made solutions that meet the individual expectations of its clients.

- **Values**

It is essential to decon that its business conduct is characterized by utmost respect and fairness towards the clients, competitors, business partners, employees and all other concerned parties. Fair treatment and equal opportunities among all employees are an integral part of our business philosophy. decon encourages its employees to articulate new ideas and suggestions for change.

1. Individual Responsibility

Ethical and lawful conduct demands the cooperation and responsibility of every individual that works for or acts on behalf of decon worldwide. Compliance with this Code of Conduct is mandatory at all levels of the Company.

This Code of Conduct applies to decon as well as its employees including executive and senior managers worldwide. All employees are responsible to know the relevant laws and regulations, including this Code of Conduct and the supplemental guidelines, in letter and in spirit. All managers are accountable to ensure appropriate communication, and to oversee compliance. In all business situations where the requirements of the law or this Code of Conduct appear incomplete or unclear, employees shall use good judgment and common sense and seek advice from his or her superior in the respective company, from the local management, the Unit Compliance Officer of decon (“**Unit Compliance Officer**”).

2. Management and Supervision

Delegation to employees does not relieve managers of their overall responsibility. Likewise, the overall responsibility of the management does not relieve employees of their own responsibilities.

It is the responsibility of the management board and all managers to ensure that there are no violations of laws within their area of responsibility that proper supervision could have prevented. Managers must carefully select employees based on their personal and professional qualifications and suitability. They must give precise, complete and binding instructions to employees and they must ensure that compliance with the law is continuously monitored.

3. Compliance with Antitrust laws

decon is clearly committed to the principle of unrestricted markets and fair competition. Every employee is obliged to abide to the antitrust law rules. Violations may result in fines or other sanctions. Infringements of competition laws may also cause the invalidity of the relevant agreement and may put the assets and reputation of decon at risk.

Agreements as well as concerted action between competitors with the goal to prevent or restrict competition are prohibited. In addition, employees must ensure that no information is received or dispensed that allows conclusions to be made about present and future market conduct of decon. In general, communication with competitors should be limited to a minimum. In cases of doubt employees must contact their superior and request for further instruction. The superior is held to acquire qualified legal advice on the matter. Employees are bound to report alleged infringements of antitrust regulations or policies to the Compliance Officer.

For further details please see the Compliance Manual (“**Compliance Manual**”), para. II.2.

4. Fighting Corruption

Corruption distorts fair market conditions, constitutes a menace to society and is prohibited in most countries of the world. An infringement of anti-corruption laws and regulations may result in fines and other sanctions. Fighting corruption is one of decon's primary goals. decon will not tolerate that employees, business partners or agents acting on decon's behalf participate in any kind of bribery.

The offering or granting of improper benefits (active corruption) and demanding or accepting of improper benefits (passive corruption) is prohibited. The general prohibition of corruption applies *vis-à-vis* domestic and foreign Government Officials (as defined in Section 4.2 below) as well as private commercial counterparties in a business transaction.

The prohibition of corruption includes

- "Hardcore" corruption

The granted or accepted benefit is (clearly) beyond the usual business practice or social customs and therefore a clear violation of anti-corruption laws.

as well as

- "Soft" corruption

As there are no clear thresholds of value in most countries that define whether a granted or accepted benefit is of customary nature or within usual business practices the adequacy of benefits of negligible value is hard to assess. Because of this legal uncertainty and the extensive enforcement activities of the authorities decon has a very narrow definition of adequacy.

For further information see Compliance Manual, para. II. 3.

4.1 *Gifts, Hospitality and Entertainment*

decon has a restrictive policy regarding the granting or accepting of gifts, hospitality and entertainment (see the paragraph on "Soft" corruption above). Employees may not accept or grant benefits from or to business partners, customers or agents if the acceptance or granting of such benefits creates the impression of influencing the business conduct. Whether such benefits are admissible depends upon occasion, circumstances, value and relevant social and business customs. The employees are obliged to contact the Compliance Officer in cases of doubt. All granted or received benefits must be recorded properly.

The granting and accepting of cash payments or equivalents is prohibited without exception.

For further information see Compliance Manual, para II. 3. b).

4.2 *Government Officials*

The granting or promising of benefits on behalf of decon to domestic or foreign Government Officials is prohibited in general. Only if there is an existing business relationship with the Government Official or the Government Official performs a function within decon, benefits of customary nature or within usual business practices are permissible. The employees are obliged to contact the Compliance Officer in cases of doubt.

“**Government Officials**” are persons employed by any public body, including in particular officers or employees of state-owned enterprises, irrespective of the type of function. Employees of companies organized under private law may be Government Officials if a public body holds a majority stake in such company or if the company is engaged in rendering public services; members of governments; judges; delegates; soldiers; officers or employees of public international organizations and of the European Union, the European Atomic Energy Community, the Andean Community, the Mercosur and other supranational organizations; candidates for political offices, political party officials, members of a political party, functionaries of a political party as well as political parties; and members of the press if employed by public service broadcasters. To the extent local law further specifies the term Government Official, such local law shall be prevailing.

As a safeguard it is prohibited to employ former Government Officials and persons associated or related to them if the activities or the employment relates directly to the function held or supervised by the Government Official during its former employment or if the former Government Official was or is still able to exercise material influence.

For further information see Compliance Manual, para II.3.b) aa)(3).

4.3 *Public Procurement*

decon has a particular strict policy regarding the participation in public tender bids. Concerned employees must act with utmost neutrality and fairness towards suppliers. Accepting or granting gifts or other benefits from or to suppliers or Government Officials are particularly limited.

For further information see Compliance Manual, para II.3.b) aa)(6).

4.4 *Travels and Expenses*

Travels and expenses are only allowed for Company’s business purposes. If a third parties covers travel expenses for an employee who is not part of a contract, prior approval of the Compliance Officer is necessary. All travels and expenses must be recorded properly.

For further information see Compliance Manual, para II.3.b) aa)(4)4.6.

4.5 *Facilitating payments*

A facilitating payment is a payment made to a Government Official that acts as incentive for the Government Official to perform some official act expeditiously to which the payer is legally entitled, to the benefit of the payer. Facilitating payments are not permissible.

4.6 *Donations and Sponsoring*

Donation or Sponsoring means the granting of a benefit or a payment without sufficient consideration for charitable purposes or other immaterial benefits. All forms of donations and sponsorship require the involvement of the Compliance Officer. Every donation and sponsorship has to be recorded properly and be disclosed to the public in accordance with applicable rules on confidentiality and secrecy.

For further details see Compliance Manual, para II.3.b) aa)(4)4.7.

4.7 *Political Contributions*

Political Contributions refer to the granting of benefits to a politician or a political party in order to support their political work. **All forms of political contributions** are strictly prohibited in each and any case.

For further details see Organisation Manual of decon ("**Organisation Manual**"), para 4.4.

4.8 *Cooperation with Business Partners*

Assurance must be provided for cooperation with business partners that neither decon nor the business partner is involved in corrupt business practices or in such business practices as violate applicable law, the Code of Conduct or decon's Guidelines.

As a general rule, it is therefore necessary to review the integrity of each business partner precisely before decon enters into or maintains a business relationship with the partner concerned.

For further details see the Business Partner Guideline of decon.

5. Fighting fraudulent, collusive and coercive practices

decon is committed to the combat against fraudulent, collusive and coercive behavior in its business activities.

All employees are held to be sensitive for these forms of misbehavior and are encouraged contacting the Compliance Officer in cases of alleged misconduct. The Compliance Officer provides sufficient communication (training and advice) on how to recognize situations of blackmail or extortion.

6. Money Laundering

Money laundering refers to the process of concealing the illegal origin (e.g. terrorism, corruption, fraud, etc.) of assets by introducing them in the regular financial cycle. Money laundering is a criminal offence in many countries. decon takes all efforts to detect whether funds of business partners are of illegal origin.

Employees must not participate in any business action that violates applicable rules of law on money laundering.

decon obligates its employees to report any conspicuous events immediately to the Compliance Officer. The Compliance Officer decides about filing a report to the authorities. All employees are forbidden to disclose the filing of such report or subsequent investigations to the respective business partner or third parties.

For further information see Compliance Manual, para II.(11).

7. Conflicts of Interest

In order to maintain a proper business conduct employees must avoid conflicts of interests. decon expects its employees to perform their duties only in the best interest of the Company and without influence of personal interests of any kind.

Employees must ensure that they separate personal interests from those of decon. In cases of potential conflicts of interest employees must inform their superior or the Compliance Officer at once. The Company's interest shall prevail in cases of conflicts with personal interests.

8. Information Protection and Protection of Intellectual Property

Business secrets and intellectual property (patents) are important for the economic success of decon because they secure decon's business advantages among its competitors. All employees are strictly prohibited to disclose or pass business secrets or intellectual property to third parties.

Information is confidential if it is not available to the public and may be of advantage for decon's competitors. This in particular applies for intellectual property rights of decon. Confidential information includes also all non-public strategic, financial and technical or business information, as well as all business and trade secrets of the Company's business partners. It is not allowed to talk to third parties about ongoing or future events, projects, technical details or other confidential information or grant them access to those information in any other way. It is not allowed to circulate trade or company secrets of business partners of the Company.

We herewith alert all employees that confidentiality may also be injured by accident and we advise all employees to handle confidential information, in particular in public places, such as trains, buses, planes etc. with special care.

9. Protection of Data Privacy

It is very important to decon to respect the privacy of its employees, business partners, customers and agents. decon is collecting personal data only if it is legally required. All personal data will be treated transparently, carefully and in accordance with the locally applicable data privacy regulations.

For further information see Compliance Manual, para II.4.

10. Protection of Company Property and Property of Business Partners

Employees of decon are held to respect and protect Company's property and property of business partners which has been entrusted to them for work or private purposes. It includes that employees save decon's property against loss, abuse, theft or other damages.

11. Fair Working Conditions, mutual respect and non-discrimination

decon is committed to create a work environment that is characterized by mutual respect and equal opportunities for all employees.

The Company is committed to fair employment practices and to following the applicable labor and employment laws. The Company is determined not to tolerate any discrimination, harassment or offence. decon combats discrimination whether direct or indirect due to race, origin, skin color, sex, sexual orientation, religion, age and disability.

For further information see Compliance Manual, para II.9.

12. Health and Safety

The employees' health and safety is of utmost importance for decon.

Health and safety is an integral part of all our business activities. It is the responsibility and duty of each and every employee to take care of health and safety measures, to follow all relevant rules, regulations and work instructions and to use appropriate personal protective equipment as required by applicable law.

For further information see Compliance Manual, para. II.8.; Organisation Manual, paras. 9.1.14, 9.1.15 and 4.6.1.

13. Environmental Protection

decon complies with all applicable environmental laws, standards and requirements and takes a proactive and long-term view on environmental matters to prevent pollution and continuously improve environmental performance.

Environment protection is of great importance, not only for the decon's reputation but also for our customer's safety and future generations.

14. Records and Reports

A proper business conduct requires a clear and exact recordkeeping.

All business transactions must be recorded in a true, accurate and complete fashion. In accordance with established procedures, generally accepted accounting principles, appropriate accounting systems, controls and audits, all employees shall ensure the reliability and accuracy of our accounts, records and reports.

The requirement of truthful statements applies to travel and other expense accounts, gifts and hospitality, political contributions and donations and sponsorships as well.

For further information see Compliance Manual, para II.3.b).