

Code of Conduct of the Poly-clip System

Foreword by the Management:

In the eyes of the global food industry the group of companies, to which Poly-clip System belongs, have a solid reputation for innovation, reliability and safety, and the actions and behavior of every single staff member make a vital contribution to this.

Respect for and compliance with the law and regulatory requirements and with our own internal rules (compliance) have been important in building the confidence that our customers, suppliers and business partners now show in our group of companies.

The Code of Conduct below sets out the general requirements, criteria and orientation for our everyday work and therefore helps to enhance our corporate image. It applies worldwide to all Poly-clip System employees and representatives as well as to all affiliated undertakings and to all individuals acting on behalf of any group company or companies as consultants or agents.

In cases where legislation or regulations in force in individual jurisdictions outside Germany contain different or more stringent requirements, these requirements must also be taken into account by the companies, their management and staff in the countries concerned. This Code of Conduct is supplemented by guidelines containing specific recommendations for measures to be taken in individual business sectors and situations, such as the Guidelines for Sales Agent Agreements or the Management Guidelines on Commissions.

Together, we are committed to a policy of respect for the law and regulatory requirements and emphatically repudiate any form of conduct that is illegal or interferes with competition.

Frank Niedecker
Shareholder and Managing Director

Dr. Joachim Meyrahn
CEO

Contents/Overview:

- 1. Legal Conduct and Compliance with Current Legislation**
- 2. Cooperation with Customers, Suppliers and Other Business Partners**
 - 2.1 Fair Competition**
 - 2.2 Preventing Corruption**
 - 2.3 Protection of Intellectual Property and Commercial Secrets**
 - 2.4 Avoidance of Conflicts of Interest**
 - 2.5 Integrity Check**
- 3. Treatment of Employees**
 - 3.1 General Principles**
 - 3.2 Occupational Health & Safety**
 - 3.3 Workplace Conduct**
- 4. Data Protection and Confidentiality**
- 5. Use of IT Systems**
- 6. Protection of Company Property**
- 7. Environmental Protection, Corporate Social Responsibility**
- 8. Compliance with Code of Conduct**
- 9. Compliance Organization**
 - 9.1 Compliance Officer**
 - 9.2 Ombudsman**
- 10. Development and Training of Employees**

1. Legal Conduct and Compliance with Current Legislation

Poly-clip System sees integrity as being crucial for its continuing business success. For us, compliance with laws and regulations is a top priority, and so we expect every employee to act in accordance with these. Non-compliance may lead not only to criminal or civil prosecution for individuals, but also to sanctions taken against our group of companies, which would adversely affect innocent parties. If employees break the law or fail to comply with our internal guidelines, they will face disciplinary action in accordance with employment legislation.

2. Cooperation with Customers, Suppliers and Other Business Partners

2.1 Fair Competition

We are committed to fairness and integrity in our competition for market share. Poly-clip System will not accept any order or contract that involves violating laws or regulations that are intended to ensure fair competition. In particular, cartels of any kind, such as agreements with competitors on prices, conditions, or the allocation of customers or territories, are prohibited. Also, in areas where Poly-clip System has a dominant market position, we should not abuse this.

2.2 Preventing Corruption

When competing for our customers' business we are conscious of the high quality of our products and services and of the reputation that our group of companies, to which Poly-clip System belongs, has developed in the global food industry since 1922. The use of corrupt practices to generate business is strictly prohibited. This commitment has resulted in various rules, including in particular the following:

A) Offering or granting benefits

- No employee may, directly or indirectly, grant others, in particular customers and contractors, any benefits in connection with the procurement, negotiation or execution of orders or contracts, for example, in the form of money or other consideration.
- The same applies to dealings with representatives or employees of government authorities or other public institutions and officials or employees of state-owned companies.
- Hospitality- and promotional gifts are permitted as long as they are in keeping with common business practice and reflect social customs and etiquette in the country concerned. The choice and monetary value of gifts or invitations, as well as the circumstances in which they are given, must be in line with common – and legally acceptable – practice in the country concerned.
- Gifts of money are not permitted under any circumstances.

Whenever selecting or making decisions regarding gifts and invitations, it must always be ensured that their monetary value will not influence the recipient's

business decisions or even create the impression that they are intended to do so. Transparency must also be maintained in connection with all gifts and invitations. Extremely high standards must be observed when offering gifts and invitations to officials.

B) Requesting or accepting benefits

Our employees are not permitted to request or accept personal benefits (gifts, invitations or similar). Hospitality- and promotional gifts of lower value may be accepted as long as they are in line with common – and legally acceptable – practice and provided they are not likely to influence the business decisions of our employees or create the impression that they are intended to do so. In case of doubt, employees must first obtain the approval of their superior before accepting benefits.

2.3 Protection of Intellectual Property and Commercial Secrets

In order to maintain and consolidate our technological leadership we need to improve our products and processes continuously. This includes protecting our technology through patents and other industrial property rights. We do expect from each of our employees an unconditional commitment to the protection of our intellectual property. All staff members are responsible for ensuring that no information relating to our intellectual property is divulged to third parties.

Similarly, we also respect the intellectual property rights of others just as we expect others to respect ours. No breach of the intellectual property rights of third parties will be tolerated.

Commercial secrets must be treated in confidence and subject to strict secrecy. They may be divulged to staff members only in connection with their authorized business activities.

2.4 Avoidance of Conflicts of Interest

An employee's personal interests and the interests of the company must be kept entirely separate. In addition, employees may hire the services of individuals or companies (for example service providers) who do business with Poly-clip System for their own private purposes, provided that normal market conditions apply. Paid secondary or part-time activities outside the company are generally prohibited, but may be allowed with the express prior approval of Poly-clip System. If an employee is faced with a potential conflict of interest, his or her superior must be notified with a view to finding a solution.

Inside commercial knowledge may not be used to obtain personal benefits (prohibition of insider trading and similar conduct).

2.5 Integrity Check

Employees who are responsible for the engagement of consultants, agents, joint-venture partners or any other business partners must take appropriate measures to ensure that

- third parties are aware of the policies of Poly-clip System and also comply with such policies,
- the qualifications and reputation of third parties are carefully checked prior to entering into a business relationship,
- the interests of Poly-clip System are protected by appropriate contractual conditions in written form.

3. Treatment of Employees

3.1 General Principles

Poly-clip System bears responsibility for all its staff. We respect the personal life of each individual employee. Outstanding performance by our employees is crucial to our commercial success. We work with people of differing ethnicities, cultures, religions and ages without regard to disability, skin color, sexual orientation or gender. The group of companies, to which Poly-clip System belongs, has accepted and adopted the principles of the Business Social Compliance Initiative (BSCI) as long ago as 2009. These BSCI principles remain in effect alongside this Code of Conduct.

3.2 Occupational Health & Safety

Safety in the workplace and the physical well-being of our employees are absolute priorities for us. Workplace safety is guaranteed through compliance with occupational health and safety regulations and practices. Employees must immediately notify their superiors, the Compliance Officer or the Ombudsman of any accidents, injuries or dangerous equipment, practices or working conditions. Compliance with occupational health and safety regulations is mandatory. Every staff member is called upon to report any hazards so that their causes can be eliminated.

3.3 Workplace Conduct

We will not tolerate any form of discrimination, sexual harassment or other abuse within our group of companies. All employees are treated equally both by their superiors and by their colleagues, regardless in particular of their ethnicity, skin color, gender, religion, national or social background, personal circumstances, state of health or age.

All employees are given the same opportunities. Recruitment, remuneration, employment conditions and also access to training opportunities and promotion

are based solely on the requirements of the position concerned. Insulting, abusive or humiliating behavior by staff members or customers, whether of a verbal, physical or visual nature, is unacceptable. Speak out if you feel the behavior of a superior, another employee or a customer is offensive and report any harassment immediately to the Personnel Department, the Compliance Officer or the Ombudsman.

4. **Data Protection and Confidentiality**

The requirements of all relevant national data protection legislation must be observed when dealing with data of any kind. This applies to the protection of all personally identifiable information on record, in particular personal information on customers, suppliers and business partners, as well as employees of the company, which is not in the public domain. In cases of doubt the relevant Data Protection Officer should be contacted.

5. **Use of IT Systems**

Poly-clip System's IT facilities and IT systems may only be used for legitimate business purposes and in accordance with company agreements. Unauthorized use of e-mail, the internet and telecommunication facilities may have legal consequences, in particular employment law measures.

All staff members should bear in mind that e-mails constitute business records which may be regarded as evidence in court proceedings and, as a result, made known to the public.

Poly-clip System may, if legally permissible and necessary for commercial reasons, access employees' e-mails and monitor their internet activities.

6. **Protection of Company Property**

Company property may only be used for business purposes and in accordance with company and contractual agreements. All employees must ensure that any company property entrusted to them is treated properly and protected from loss, damage and theft.

7. **Environmental Protection, Corporate Social Responsibility**

Poly-clip System is committed to the principles of sustainability. By complying with environmental legislation, regulations, standards and rules of conduct we make every effort to recognize dangers and environmental risks at an early stage and improve our internal ecological balance.

8. **Compliance with Code of Conduct**

Every employee receives a copy of this Code of Conduct. The principles and rules of conduct set out in it reflect the reality of everyday working life within the company.

It is the responsibility of management to ensure that all employees are aware of and comply with this Code of Conduct.

Every employee is entitled and requested both to ask questions about this Code of Conduct and to report to his superior, the Compliance Officer or the Ombudsman any breach or suspected breach of the Code which comes to his attention.

If you are in any doubt about the compliance of your actions, please ask your superior, the Compliance Officer or the Ombudsman for advice. The following questions may help you to assess your actions and reach a decision:

- Is my conduct fair?
- Would I accept similar behavior from a business partner or colleague?
- Are my actions sustainable and will they stand the test of time?
- Will my conduct also seem right and well-thought-through in retrospect?
- Would my conduct also have stood up to public discussion taking into account all of the circumstances?

9. Compliance Organization

9.1 Compliance Officer (internal)

Poly-clip System and its management regard the organization and perception of compliance as an important responsibility.

This means that, regardless of other requirements, every individual employee and the managements of the local companies are responsible for implementation of this Code of Conduct and of the principles of compliance.

In cases of doubt regarding breaches or suspected breaches, every employee is called upon to seek clarification. Employees' superiors and local management are available for this purpose. The group of companies, to which Poly-clip System belongs, has also appointed a Compliance Officer who can be consulted in cases of doubt. Contact data are as follows:

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Mr. Wolfgang Seitz
Vice President
Niedeckerstrasse 1
D – 65795 Hattersheim
Germany
Telephone +49 6190 8886-243
E-Mail w.seitz@polyclip.de

9.2 Ombudsman (External)

If an employee or an independent contractor, service provider or consultant finds internal clarification impossible or inadvisable, Management offers the option of talking to an external consultant (Ombudsman) who has a duty of confidentiality.

Contact with the Ombudsman may be made either openly or anonymously. The Ombudsman will in any case respect an employee's decision to remain anonymous. This is also guaranteed by the Ombudsman's professional duty of confidentiality. Consequently, only those persons who are qualified to hold the office of judge in Germany and whose correspondence and records are exempt from seizure may be appointed Ombudsman. The purpose of contacting the Ombudsman is to clarify objectionable conduct or questionable business transactions – anonymously if necessary – and thereby avoid repetition and as a result damage to the company and its employees.

Resorting to the services of the Ombudsman is free of charge, and contact may be established in German or English. The name and contact data of the Ombudsman will be announced in the Intranet.

10. Development and Training of Employees

Training represents a significant component of the Poly-clip System compliance program and makes it possible to ensure that all employees understand their responsibilities under this Code of Conduct. All employees receive compliance training and take part in further specialized training if necessary. Employees are invited to attend such training. New employees are familiarized with the principles of conduct when they are recruited.

Hattersheim, November 1st, 2016

Frank Niedecker
Shareholder and Managing Director

Dr. Joachim Meyrahn
CEO