

Supplier Code of Conduct (Version 05/2016)

1. VIBRACOUSTIC requirements for supplier and partner management

1.1 The Vibracoustic Group (meaning Vibracoustic GmbH as holding company and all its affiliated companies globally, hereinafter jointly referred to as “VIBRACOUSTIC”) as a highly competent partner in the fields of development, manufacturing and distribution of technology and products of high technical standards, considers profitable growth and sustainability to be essential elements and core values of our business activities. We are sophisticated in processing materials of highest quality; we source raw materials, commodities and services from suppliers; and we search for cooperation with technology partners worldwide who appreciate and value the core values as we do in a similar manner with the highest priority to secure our own and our customers` success. Our suppliers and technology partners will be referred to herein collectively as “Partners”.

1.2 Since our Partners form an integral part of our business strategy and our value system, we expect our Partners` management to act on reliable and thoroughly prepared long-term perspectives and business strategies as we do. By implementing our procurement strategies and activities, we respect and comply with all applicable laws as well as ethical and social standards, such as, but not limited to:

- Conventions, treaties and laws for the protection of human rights and fundamental freedoms;
- labor conditions issued by the International Labor Organization (ILO) and the ban on child employment;
- anti-bribery or anti-corruption regulations (as in particular the US Foreign Corrupt Practices Act and the UK Bribery Act) and the principle of fair competition;
- strict observance of export and import regulations, including customs and border patrol regulations, as well as government sanctions and embargoes;
- environmental protection laws;
- Conflict Minerals Policy which prohibits any form of minerals mining and processing which is (a) not controlled by the state or (b) considered as illegal (so-called conflict minerals, which as per the Dodd-Frank Act in the U.S. and the United States Securities and Exchange Commission (SEC) are currently defined as tantalum, tin and wolfram - including the ores from which source materials are extracted - and gold); and
- all national and international laws and regulations that prevent money laundering or the financing of terrorism.

We strive for the implementation of a permanent sensitization and update of VIBRACOUSTIC` s value system described herein, especially in our VIBRACOUSTIC Code of Conduct (available under www.vibracoustic.com/company/code-conduct) and the respective laws and regulations referenced herein (including in particular the Ten Principles of the UN Global Compact). We expect our Partners to do so as well and in particular to comply with all requirements of this Supplier Code of Conduct.

1.3 Therefore, our Partners (including their group affiliated companies) must necessarily have implemented adequate processes and organizational structures that ensure and permanently improve compliance with respective laws and this Supplier Code of Conduct.

Supplier Code of Conduct (Version 05/2016)

2. Supplier relationships

2.1 At VIBRACOUSTIC, we also expect our Partners to contractually pass the obligation to comply with all provisions contained in this Supplier Code of Conduct to their respective subcontractors and sub suppliers as well as other representatives, no matter whether internal or external. Moreover, our Partners should take these principles into account when selecting partners of their business activities. The requirements of this Supplier Code of Conduct shall be observed over the long term.

2.2 All Partners shall have implemented rules and procedures and have a complete set of processes in place that ensure the compliance with the herein stated requirements and determine whether these requirements are being implemented also among the supply chain and observed over the long term. For the avoidance of doubt, it must be ensured that the Supplier`s business partners also fully comply with the requirements of Section 1.2 of this Supplier Code of Conduct when fulfilling their contractual obligations.

3. Ban on Discrimination

No employee may suffer discrimination based on nationality, age, skin-color, race, gender, sexual orientation, disabilities or religious conviction. Equality and fairness in treatment of human being is mandatory.

4. Treatment of VIBRACOUSTIC Employees

Our Partners shall comply with the rights granted to all employees under applicable laws of each country both with regard to their own employees as well as those in their supply chain, including VIBRACOUSTIC.

5. Child labor

We respect the core labor standards of the international community. In particular, we do not accept any form of child labor or forced labor. Therefore, VIBRACOUSTIC also expects all Partners to refrain from any kind of child labor within their organization or from cooperating with third parties which do not strictly comply with international standards.

6. Freedom of association

The statutory rights as per applicable local laws which ensure freedom of association shall not be restricted. Statutory rights which entitle employees to associate in employee representations, in particular in works councils, collective bargaining unit and furthermore to enter into collective bargaining shall not be adversely affected.

7. Forced labor

Partners shall prohibit any kind of forced labor within their groupwide organization.

Supplier Code of Conduct (Version 05/2016)

8. Compensation and working time

All Partners shall fully comply with any applicable local laws and well-accepted standards on working time, as for example the German Working Time Act (in German: Arbeitszeitgesetz). All employees shall be compensated appropriately and at least according to applicable mandatory legal minimum wage laws.

9. Health and Safety

Partners shall fully comply with all applicable local laws addressing health and safety at work, in particular applicable working place regulations. Furthermore, they are expected to establish and maintain an appropriate occupational health and safety management system and appropriate risk management. Employees are expected to be well-trained in avoiding risks at work to the best extent possible.

10. Environment

Partners shall comply with all applicable national and international environmental laws, regulations and standards. An appropriate environmental management system (for example in accordance with ISO 14001) shall be implemented to minimize respective risks.

11. Conduct in business

All Partners dealing with VIBRACOUSTIC shall avoid conflicts of interests and shall make all decisions based on objective and transparent criteria. Partners shall ensure that the decisions are in no way influenced by the existence of private interests or any other conflict of interest, including potential relatives and other related parties.

12. Prohibition of corruption and bribery

Our Partners shall have zero-tolerance for any corrupt activity. They shall confirm and guaranty absolute compliance with the Organization for Economic Co-operation and Development (OECD) conventions and rules of the United Nations (UN) and in consequence by any implemented rules against corruption, and with all governing anti-corruption laws such as in particular the US Foreign Corrupt Practices Act and the UK Bribery Act. Partners shall ensure that all their employees, partners and other representatives, no matter whether external or internal, abstain from promising or granting any advantages, or even attempting to offer advantages to any VIBRACOUSTIC employees or related parties in an effort to achieve or secure a contract award or any other benefit which could be derived from their business activities.

13. Entertainment

13.1 Partners shall refrain from presenting any invitations or gifts to our VIBRACOUSTIC employees in an effort to achieve and gain a benefit, no matter what form it may be used for that goal to manipulate.

Supplier Code of Conduct (Version 05/2016)

13.2 Any invitations or gifts which a VIBRACOUSTIC employee or related party, if any, is confronted with, must be (i) in compliance with laws; (ii) reasonable with a view to reason and size; and (iii) of low financial value and reflect ordinary course of local business attitude. It is prohibited to ask VIBRACOUSTIC employees or related parties for any benefit or other advantage which is not in line with applicable laws or the well accepted normal business attitude in the affected region.

14. Unrestricted and fair competition

Any kind of competition activities must always be undertaken in a fair manner, compliant with applicable antitrust and competition laws and rules. It is prohibited to enter into any kind of agreement with competitors that could be evaluated as a restraint on trade.

15. Money laundering

At VIBRACOUSTIC, we request our Partners to comply with all applicable statutory laws providing for the prevention of money laundering (exp. the Anti-Money Laundering Directive of the European Union) and not to participate in any respective activity.

16. Compliance with the VIBRACOUSTIC Supplier Code of Conduct

VIBRACOUSTIC will review on a regular basis the Partner's compliance with the requirements of this Supplier Code of Conduct. A self-assessment shall be undertaken by each Partner to confirm the compliance at least once per calendar year. This self-assessment shall be demonstrated to VIBRACOUSTIC at first request. Furthermore, we reserve the right to audit our Partners respectively, and we are entitled to involve an external service provider in such audit. The Partner shall bear the cost for such audit whereby such cost on an assumable basis shall not exceed 7,000.- €. VIBRACOUSTIC will receive a full written report on the audit findings, and the Partner commits to cooperate to resolve such findings.

Any breach of the requirements contained in this Supplier Code of Conduct will be regarded as a serious violation of the Partner's contractual obligations hereunder towards VIBRACOUSTIC. VIBRACOUSTIC reserves the right to request from the Partner, in the event of a complaint about an (alleged) breach of requirements, that all relevant information shall be disclosed. Furthermore, VIBRACOUSTIC reserves the right to terminate the contractual relationship extraordinarily for good cause and/or stop business with all those suppliers, totally and/or partially, who are demonstrably in breach of this Supplier Code of Conduct and/or who are not implementing measures to improve the performance as requested hereunder by implementing the respective necessary tools and processes. If the Partner continues to remain in a situation where no improvement measures are implemented or undertaken to be implemented to improve the performance as set out in this Supplier Code of Conduct, VIBRACOUSTIC reserves the right to immediately terminate the cooperation and all, or relevant, agreements with the Partner for extraordinary cause.

17. References

- United Nations Global Compact: www.unglobalcompact.org
- Universal Declaration of Human Rights: www.un.org/en/rights
- International Labor Standards (ILO): www.ilo.org/global/standards/lang--len/index.htm

Supplier Code of Conduct (Version 05/2016)

- OHSAS 18001 Healthy & Safety Standard: www.ohsas-18001-occupational-health-and-safety.com
- International Organization for Standardization (ISO): www.iso.org