

Preamble

Respectful cooperation in a spirit of partnership together with the conscious awareness of social and ethical responsibility form the basis for long-term corporate success.

To maintain this basis, it is imperative to ensure that unfair and unlawful conduct by employees, executives and members of the management of our company is excluded. Only in this way can we maintain long-term relationships of trust with our employees, customers, suppliers and investors and achieve sustainable growth for our company. Even individual unfair practices can jeopardise the economic success of the company as a whole.

Our compliance activities are, therefore, an integral part of our leadership and management structure and encompass all areas and units of the company.

In addition to statutory obligations and internal guidelines, this Code of Conduct defines the central corporate positions which all employees, executives and members of the management must observe and comply with. The Code of Conduct is intended to help all employees, executives and members of the management to identify and avoid compliance-related risks in their daily work and to better understand why legally compliant and ethically sound conduct is indispensable.

All employees, executives and members of the management are required to comply with these rules and to seek advice in case of questions or doubts.

Any violation of the principles set forth below may have both internal and legal consequences.

Unna, January 2019
Management MR Chemie GmbH

I. Scope of application of the Code of Conduct

This Code of Conduct applies to all companies affiliated with MR Chemie GmbH under company law.

This includes in particular all joint ventures in which MR Chemie GmbH holds more than 50% of the voting rights, in which it holds management responsibility or in which MR Chemie GmbH otherwise has control under company law. If these requirements are not met, MR Chemie GmbH will do its utmost to ensure that this Code of Conduct is adopted and observed by the joint venture and that the rules also apply to its employees, executives and members of the management.

In addition to this Code of Conduct, all existing guidelines and corporate declarations of MR Chemie GmbH directly apply.

The provisions of this Code of Conduct are binding on all employees, executives and members of the management (hereinafter also referred to collectively as “employees”) of MR Chemie GmbH and its affiliated companies under company law (hereinafter also referred to collectively as “MR Chemie”). Deviations from the provisions of this Code of Conduct are only admissible with the prior approval of the management of MR Chemie GmbH.

II. General principles of our actions

Violations of laws and other binding regulations and of internal rules and regulations can have consequences under criminal and civil law but also internally under labour law for the employees involved. For MR Chemie, violations of existing law can result in high fines, official sanctions, claims for damages and compensation from customers or competitors, exclusion from bidding and lasting damage to the company's reputation, which can have a significant impact on the company's business activities.

All employees are, therefore, obliged, in their own interest as well as in the interest of MR Chemie, to prevent violations of the principles of conduct laid down in this Code of Conduct. Furthermore, all employees are expected to report violations of the principles set down in this Code of Conduct to their superiors or the management. MR Chemie assures its employees that no one has to fear negative consequences due to reporting an irregularity or violation to superiors or the management.

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III. Important individual rules

1. Product quality and product safety

MR Chemie's brand success is closely linked to the concept of quality. We are, therefore, aware that our customers rely on the quality of our products and services. For this reason, we ensure that all products and services comply with the applicable legal requirements. Quality is the most important matter and at the same time an obligation for every single employee. Competition with products of high quality in accordance with the state of the art is our declared goal.

The continuous improvement of all processes and the QM system, combined with innovative developments, form the basis for our success. The continuous improvement process (CIP) is the basis method for this.

We undertake to observe and comply with all statutory provisions and official requirements. Already during the development of products, we focus on environmental compatibility, packaging and their later recyclability. Production processes are designed in such a way that energy-efficient, resource-saving and low-waste operation with low pollutant and noise emissions is possible.

2. Combating corruption

Laws combating corruption exist worldwide and must be observed by all employees.

We do not tolerate corruption in any form. Corruption prevents progress and innovation, distorts competition and can cause significant damage to MR Chemie and its business partners. We will, therefore, seek at all times to prevent even the semblance of corrupt practices.

This Code of Conduct prohibits the influencing of decisions of officials or employees of business partners at home and abroad by the granting of advantages of any kind. Accepting, calling for, accepting the promise of or granting gifts or other advantages of material or nonmaterial value is, therefore, in principle prohibited. Exceptions to this rule are possible only in the case of low-value business courtesies, where refusal would be socially inadequate due to the respectively local practices and by which the recipient cannot be influenced in his or her operational decisions. Gifts, invitations or other benefits beyond this are only permitted with the prior consent of the management.

Gifts or other benefits of any kind to or from officials are in addition only permitted - if at all - with the prior consent of the management of MR Chemie GmbH. Officials within the meaning of this Code of Conduct may in particular be heads of state, ministers or other government members. This also includes civil servants, private persons acting in the performance of an official function, representatives of the police, the military or secret services, judges and public prosecutors or employees of state or state-controlled companies or other public institutions such as hospitals, universities and the like.

The granting or acceptance of cash like the granting or acceptance of vouchers with cash payment options is prohibited in any case, irrespective of the amount.

Invitations to events require the prior approval of the management of MR Chemie GmbH.

Where there is any uncertainty as to whether an employee may accept or grant an invitation, make a gift, donation or the like, the employee is obliged to ask his or her superior or the management of MR Chemie GmbH for advice.

3. Avoidance of conflicts of interest

Business decisions by employees may not in any case be made dependent on private interests or personal relationships and must always be made on the basis of impartial, objectively justified criteria. The private interests of an employee also include the interests of his or her relatives such as spouses, life partners, partners, parents, children or other persons who have a close relationship with the employee.

Where there is a conflict of interest in an individual case, the employee concerned is obliged to inform his or her superior. The superior will maintain the confidentiality of the employee's notification - within the legal limits - and initiate further steps to resolve the conflict of interest impartially and, where appropriate, with the necessary advice of the responsible management.

4. Fair competition

Violations of competition and antitrust law are prosecuted worldwide by the competent antitrust and law enforcement authorities and can lead to sanctions threatening the existence of the company such as fines and actions for damages as well as exclusion from bidding. In addition, the employees involved can also face serious penalties.

We are committed to the principles of fair and free competition and reject any form of anticompetitive conduct.

We, therefore, refrain from any form of anti-competitive arrangement, in particular regarding prices, conditions, customer or territory allocation. The same applies to the exchange of competitively sensitive information with competitors.

To the extent that our market position obliges us to comply with specific legal requirements, we will not abuse our market position under any circumstances.

We undertake not to engage in unfair trade practices such as misleading or deceptive advertising or distribution programs.

5. Fair employment

We provide all our employees with fair employment conditions and combat unlawful employment and other illegal employment of workers. We undertake to pay our employees reasonable wages in accordance with the respectively applicable statutory provisions.

We observe and follow the employment and working conditions recommended by the International Labour Organization (ILO) and in particular will observe the prohibition of any form of child labour.

We are committed to protecting the health of our employees and providing safe working conditions for all our employees.

6. Handling company secrets and know-how

Our company has valuable know-how and extensive company and trade secrets. This knowledge is the basis of our success and is, therefore, particularly worthy of protection. Confidential information which becomes known to employees in the course of their business activities for MR Chemie must under no circumstances be misused for their own advantage or disclosed to third parties in an inadmissible manner.

MR Chemie fully respects the intellectual property of competitors and business partners. Every employee is obliged to keep know-how and trade or company secrets of third parties confidential and to use them only within the scope of the business disclosure. No employee may disclose new knowledge or company secrets to third parties in any form whatsoever. Every employee must respect valid property rights of third parties. No employee may obtain or use the secrets of a third party without authorization.

7. Prevention of money laundering

Money laundering is generally understood to mean the surreptitious introduction of illegally generated money or illegally acquired assets into the legal financial and economic cycle. Violations of applicable money laundering regulations are punishable by the competent law enforcement authorities by custodial sentences for the persons involved. We will, therefore, observe statutory provisions on money laundering prevention and take the necessary measures to prevent violations of applicable money laundering regulations.

8. Data protection

We are fully committed to compliance with statutory provisions protecting personal data. If MR Chemie collects personal data from its employees, such data will be carefully protected against unauthorized access by third parties and abusive practices.

If we use third parties to process personal data, we will ensure that they also observe the applicable data protection laws and regulations.

Our employees are obliged to familiarise themselves with applicable IT/EDP guidelines and to observe the requirements contained in them.

9. Equal opportunities, equal treatment and mutual respect

No one will be discriminated against on the basis of colour, ethnicity, religion, national or ethnic origin, descent, disability, gender identity and its expression, pregnancy or maternity, sexual orientation, gender, age, marital status, political or personal views, or any other characteristic protected by law. We reject any form of discrimination, harassment or workplace bullying.

We expect our employees to be tolerant, courteous and respectful in their interaction with each other. This applies to our daily work as well as to activities outside the company such as business trips, company celebrations or other corporate occasions.

10. Export control and foreign trade

We undertake to comply with applicable export and import bans as well as all relevant embargo regulations and expect the same from our business partners as well. Violations of foreign trade regulations and applicable embargoes can lead to significant sanctions for our company.

In particular, the reliability of our company can be called into question in the event of violations. This is, however, regularly a mandatory prerequisite for the granting of export permits by the competent authorities. Violations of applicable embargoes can furthermore also entail severe penalties, including custodial sentences, for the employees involved.

In addition, we undertake to comply with the respectively applicable lists of sanctions and will not engage in any trade or other business relationship with any person, organisation or body included on any lists of sanctions.

All employees involved in the export of goods, services or technologies are obliged to familiarise themselves with the respectively applicable foreign trade regulations, embargoes and lists of sanctions. Due to the complexity of these regulations, the management of MR Chemie GmbH must always be consulted in cases of doubt.

11. Dealing with business partners

We work with our suppliers, trading & distribution partners, sales consultants and other business partners (collectively “business partners”) in a spirit of trust and on a mutually fair business basis. We also expect the conduct of our business partners to be legally compliant and ethically sound.

IV. Compliance organisation

1. Compliance reports

If there are indications at MR Chemie of a violation of this Code of Conduct or other compliance-relevant rules and regulations, all employees will be expected to notify their superior or the responsible management of MR Chemie GmbH accordingly. The respective members of the management will inform each other of the reports they respectively receive.

No employee who files a compliance-related complaint or reports a violation of the principles set down in this Code of Conduct or who cooperates in good faith in an investigation to clarify an irregularity may be disadvantaged in any way as a result, even if the complaint or report proves to be unfounded.

2. In case of doubt

If you have any questions regarding this Code of Conduct or specific issues, please contact your respective superior or the management.

3. Investigation of suspected cases

MR Chemie GmbH investigates all suspected compliance cases impartially and cooperates with authorities or other third parties where necessary.

Processing status

January 2019