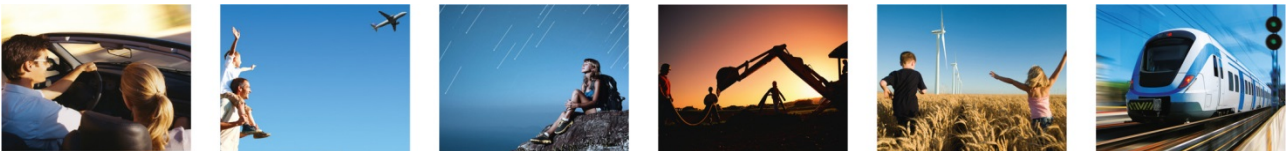


Code of Conduct

TTTech – Group



TTTech Computertechnik AG

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2. Purpose and Scope of Application

Due to its international operations, TTTech group (all organizational units in which TTTech Computertechnik AG holds an interest of at least 50%, whether directly or indirectly hereinafter referred to as "TTTech") is subject to various social, political and legal frameworks which each require proper consideration and must be observed. Violations of such frameworks, in particular violations of the laws or regulations of a country, can cause considerable financial detriment to TTTech's business and lasting damage to its reputation.

The most important principles of this Code of Conduct are the compliance with applicable laws and regulations and fairness.

This Code of Conduct is the foundation for any and all activities and decisions within TTTech. It shall be the basis for the morally, ethically and legally correct conduct of all employees, the executive board, the supervisory board and all people acting on behalf of TTTech. Additionally applicable documents include Group guidelines as published on the intranet.

Moreover, it is in the interest of TTTech to bring this Code of Conduct to the attention of its material business partners (customers, suppliers, consultants, etc.) and have the Supplier Code of Conduct attached hereto as Annex 1 signed by its suppliers and subcontractors.

In the following, terms such as "chairman" and other non-gender-neutral terms are used to refer to both women and men. The term employee means all staff members including management.

3. Responsibility for Implementation

It is the responsibility of the executive board and the heads of the departments to ensure that he/she, the employees, people acting on behalf of TTTech and the material business partners he/she is responsible for are fully informed of this Code of Conduct and any additional applicable guidelines.

The members of the supervisory board, the executive board, the heads of the departments and the team leads shall be role models for the implementation of this Code of Conduct. They shall instruct, guide and supervise the compliance of the employees, people acting on behalf of TTTech and the material business partners with regard to this Code of Conduct. To the extent required, they shall organize training sessions with the support of the respective competent departments at TTTech.

When interpreting this Code of Conduct common sense shall be used.

If an addressee of this Code of Conduct is not sure if an action can be taken he/she should ask himself/herself the following questions:

- Is the action in accordance with this Code of Conduct?
- Is the action in compliance with laws and regulations, internal and external regulations and guidelines and contractual obligations?
- Is this action in compliance with common ethical standards? Would you feel comfortable to tell your colleagues, family and friends about the action without shame or embarrassment?
- Is a risk involved (economical, reputation,...)? Could the action adversely affect TTTech?
- Would TTTech be comfortable if the action was reported in a newspaper?

If an addressee requires information in order to answer these questions he/she has to consult the Head of his/her department or the Legal Department. Risks must be avoided and legal advice obtained before any measure is taken which could lead to a violation of the applicable law or TTTech's obligations.

Any employee who knows about violations of this Code of Conduct must inform the Head of his/her department or in case that a Head is concerned the Executive Board or Managing Director of his/her company. If a

Member of the Executive Board is concerned or if an employee feels uncomfortable to report violations to the responsible Head, the Executive Board or the Managing Director, the employee has to report the violations to the chairman of the Supervisory Board. Violations of this Code of Conduct may result in disciplinary measures and may be escalated in accordance with the customary regulations.

4. Compliance with laws and regulations

TTTech's business transactions and business processes must be conducted in compliance with this Code of Conduct, all applicable laws, obligations entered into on a voluntary basis and other binding regulations. Each employee, the executive board, the supervisory board and all people acting on behalf of TTTech are required to observe the applicable law as well as other relevant provisions and agreements. They are required to inform themselves comprehensively about all laws and regulations, internal guidelines and obligations applicable to their area of responsibility. In case of uncertainties the addressees should ask the Head who is responsible for them or the Legal Department for advice.

Even if types of behavior and business practices which contravene this Code of Conduct are tolerated in individual countries, TTTech's employees, the executive board, the supervisory board and all people acting on behalf of TTTech are expected to display the utmost integrity and to comply with this Code of Conduct, the corporate policy principles and guidelines.

In the following you can find a short summary of certain legislative fields which TTTech is committed to comply with and expects all employees, the executive board, the supervisory board and all people acting on behalf of TTTech to comply with as well. Please note that this list only provides examples of relevant fields of law and is non-exhaustive.

Employment Law

TTTech is strongly committed to human rights and employees' rights as expressed in the International Bill of Human Rights and the International Labor Organization Conventions.

Therefore TTTech ensures that it does not use child labor, compulsory or forced labor and respects all applicable laws and regulations on employment.

Competition and Antitrust Law

TTTech's fundamental corporate policy principle is that all addressees must act in accordance with the competition law which applies to the activities of TTTech.

Generally speaking, the applicable antitrust and competition laws in the countries in which TTTech operates prohibit amongst others any agreements and activities which could inhibit trade or restrict competition. Infringements of these laws include agreements among competitors to fix or control prices, to boycott certain suppliers or customers, to divide up customers or markets or to restrict production or sales of products.

Particular care must be taken to ensure that activities undertaken with representatives of other companies cannot be interpreted as infringements of competition law.

Infringement of the applicable competition law may result in substantial fines, the risk of claims for damages and loss of image, which could harm TTTech and its market position. Moreover, being involved in cartels may result in claims for compensation and prison sentences.

Foreign Trade and Export Control

TTTech is committed to comply with all applicable national, multinational and supranational trade regulations. These include customs regulations and export control regulations. The employees, the executive board, the supervisory board and all people acting on behalf of TTTech are therefore obliged to observe such regulations and to comply with the respective TTTech internal processes and policies and to visit trainings on export control on a yearly basis.

Tax Law

As an internationally operating Group, TTTech has to comply with all applicable tax regulations, both domestically and foreign. TTTech's employees, the executive board, the supervisory board and all people acting on behalf of TTTech shall support TTTech's efforts in this field by taking all actions necessary in their respective responsibility and shall also comply with the applicable regulations themselves.

This can comprise e.g.:

- Fixing Billing prices in accordance with the recognized principles, i.e. on the basis of the arm's length principle;
- Employees sent abroad undertake to comply with the applicable personal tax obligations.

Reporting Integrity

All financial reports, accounting documents, research reports, sales reports, receipts, environmental and safety reports as well as other documents must reflect the relevant facts and the characteristics of a business procedure correctly, clearly and promptly. Violations of accounting rules or fraudulent accounting and incorrect documentation or financial reporting are not tolerated by TTTech.

All responsible employees, the executive board, the supervisory board and all people acting on behalf of TTTech are required to work together with TTTech's auditors in confidence, with the involvement of the departments responsible for the financial statements and the audit, and not to withhold any of the information required by these parties.

It is the stated corporate policy of TTTech to ensure that information and documents provided to government and administrative authorities, as well as to interest groups and the general public, reflect the current state of knowledge.

5. Fairness

At TTTech Fairness has highest priority. Therefore all employees, the executive board, the supervisory board and all people acting on behalf of TTTech should abide by the principle of fairness in all their actions. Fairness has to be exercised towards any and all business partners such as customers and suppliers, as well as internally towards colleagues, subordinates and superiors.

Equal treatment of customers and suppliers

It is the stated corporate policy of TTTech that fair and transparent dealings with customers, suppliers and service providers and other company stake-holders lead to the highest level of quality, an optimal price/performance ratio and satisfactory service. This spirit of cooperation makes stake-holders into partners for long-term growth. For this reason, all employees, the executive board, the supervisory board and all people acting on behalf of TTTech irrespective of their function, are obliged on their own responsibility to treat all business partners honestly, equally and fairly.

Suppliers and service providers are selected by the responsible procurement department in a regulated procedure and in accordance with objective and traceable criteria, taking into consideration compliance by the business partner with requirements comparable to those contained in this Code of Conduct. Competitive offers compare the quality, price and delivery time in particular. Wherever possible, orders are awarded on the basis of competitive offers and never on the basis of personal preference.

Use of TTTech's assets and resources

TTTech's assets and resources may only be used by employees, the executive board, the supervisory board and all people acting on behalf of TTTech for business purposes. Everybody is responsible for safeguarding TTTech's assets, he/she is provided with. The use of TTTech's resources for private, self-serving purposes is only allowed upon prior written approval of the management.

6. Bribery, Gifts

All forms of bribery as well attempted bribery, are prohibited. Bribery is the offering or receiving of an undue reward to influence the behavior of a business partner or an authority with the intention of obtaining an improper advantage.

The principles listed below must be observed in dealings with business partners and state institutions: Gifts, favors, hospitality and other benefits may only be granted or received if they

- do not go beyond the boundaries of business practice in the region concerned,
- comply with any rules that apply to the respective business partner or state institution,
- are not of an inappropriately high value and cannot be viewed or interpreted as bribery,
- do not violate the applicable law or ethical principles of TTTech and would not damage public perception of TTTech or cause embarrassment to employees, the executive board, the supervisory board and all people acting on behalf of TTTech if made public.

If gifts, favors, hospitality or other benefits are offered to employees, the executive board, the supervisory board or other people acting on behalf of TTTech, which may not be accepted, they should be rejected politely.

If employees, the executive board, the supervisory board or other people acting on behalf of TTTech accept gifts or favors they should share such gifts and favors with their colleagues in order to ensure that everybody is treated equally and in a fair way.

7. Conflicts of interests

All employees, the executive board, the supervisory board and all people acting on behalf of TTTech are bound to refrain from any private business or professional activity or from having direct or indirect financial interest that would place them in a position where there is a conflict, or even the appearance of a conflict, between the private interests and the interests of TTTech. If such conflict could arise, employees have to consult the HR-Department, other people acting on behalf of TTTech have to consult their competent manager. For important reasons such activity or interest can be prohibited by TTTech.

If an employee or any member of his/her family holds interest in a firm, which the employee deals with as a TTTech employee, he/she must divest all holdings or disqualify himself/herself from his/her duties. Employees should use good judgment when engaging in outside employment and activities.

Business transactions with family members and/or former employees

In case of business transactions with family members and/or former employees the at arms' length principle must be observed. Business transactions involving an employee's family member should be avoided on principle.

In individual cases, however, such transactions may be authorized by the HR-Department, the competent manager or the supervisory board. If this is the case, it must be ensured that the employee or person acting on behalf of TTTech, who is concerned, is not involved in the decision-making process. Family members include spouses, parents, children and other relatives and partners.

Insider Trading

The laws of some countries prohibit the use of information not destined for the public domain or information which has not yet been made public in connection with the purchase and sale of shares and securities.

This Code of Conduct also forbids the use of such insider information resulting from the employment relationship (including information on business partners), whether it be to the employee's personal advantage or to the advantage of a third party.

8. Confidentiality, External Communication, IT-Use, Data Protection

All information to which the public has not been granted access is confidential and must not be disclosed to unauthorized third parties. This obligation remains in force also after any engagement with TTTech. Confidential information comprises information about TTTech or provided by TTTech as well as information about or provided by TTTech's customers or suppliers.

The direct or indirect use of confidential information is only allowed for the purposes the information was provided. All employees, the executive board, the supervisory board and all people acting on behalf of TTTech have to comply with the provisions of TTTech's Information Security Policy.

Data Protection

Due to respect for the privacy of others, TTTech has always taken great care when handling personal data. TTTech's employees' and business partners' right to self-determination with regard to information must always be guaranteed.

The unauthorized collection, processing and sharing of personal data relating to employees and business partners is prohibited.

IT-Security

Due to the intensive use of IT systems, TTTech's activities depend to a great extent on the correct functioning and availability of such systems.

Risks arising from this dependence are intensified by the risk of loss, theft, or the unnoticed alteration of information. For information on limiting this general risk and risks due to technical failure and human error, TTTech's Information Security Policy and the IT Guideline must be observed.

External Communications

Official statements from TTTech, particularly to the media, may only be issued by persons expressly authorized to do so.

If an employee or a person acting on behalf of TTTech is contacted by a third party he/she shall not release any information to them regarding TTTech's financial, social or environmental performance or any other information but should contact the head of their department and the marketing department.

Furthermore, the employees or people acting on behalf of TTTech are not allowed to mention the TTTech's name when asked to give interviews for any media, e.g. in newspaper or magazines, without contacting the marketing department and getting prior written approval.

9. Non-Discrimination

TTTech welcomes and acknowledges that each person is unique and valuable and shall be respected for the individual abilities. Everyone who works for TTTech is treated equally with dignity and respect regardless of race, color, religion, political conviction, gender, age, national origin, sexual orientation, marital status or disability, or any other characteristic protected by law. TTTech does not tolerate discriminatory treatment of any kind.

10. Harassment

Any harassment is not tolerated by TTTech. This includes but is not limited to sexual harassment, in any form, for instance by way of obvious advances, demeaning comments, jokes, vulgar expressions, obscene gestures or the display of graphic material.

11. Environmental Protection, Safety, Health Protection and Quality

Environmental and health protection, safety and quality are essential to the further development and improvement of TTTech's enterprise value, health and quality of life and securing the natural conditions for life in the long term.

TTTech is committed to long-term, sustainable development and the principles of responsible care. Employees, the executive board, the supervisory board and all people acting on behalf of TTTech shall bear in mind the effects of their conduct on environment, their safety and health and the quality of TTTech's products and services.

12. Peace, Security and Defense

TTTech is committed to contribute to a peaceful and secure world. Therefore developments for military applications may only be conducted upon the prior approval of the Executive Board. In its decision making the Executive Board takes into account the applicable laws and the political and humanitarian situation in the countries affected.

Annex 1 Supplier Code of Conduct

TTTech is committed to the values set out in the Code of Conduct and expects its suppliers and subcontractors ("Suppliers") to respect and promote these values. The actions of the Suppliers can be attributed to TTTech, affecting TTTech's reputation and the level of trust TTTech has earned from its customers and others.

At a minimum TTTech requires all Suppliers to meet the principles outlined in the Code of Conduct. Furthermore, TTTech may – where applicable – require of its suppliers to meet the principles outlined in Annex 1, the Supplier Code of Conduct. The provisions of this Supplier Code of Conduct are in addition to and not in lieu of the provisions of any contract executed between TTTech and the Supplier.

1. Applicability of the Code of Conduct

The provisions set out in the Code of Conduct shall apply to Suppliers mutatis mutandis. TTTech's Suppliers shall flow down the obligations of the Code of Conduct including this Supplier Code of Conduct to their suppliers and subcontractors and shall supervise their compliance.

Suppliers shall furthermore ensure that their employees or people working on their behalf, for purposes of TTTech, abide by the obligations of the Code of Conduct, including this Supplier Code of Conduct.

2. Compliance with laws and regulations

The Supplier shall ensure that he and his services and products comply with all applicable laws and regulations and that TTTech can use them without restrictions. Furthermore he shall insure that he acts in an ethical way.

Supplier shall especially ensure that he and his suppliers (including sub-suppliers at any stage)

- (i) do not use child labor or involuntary labor and ensure a safe, harassment- and violence-free, non-discriminating, work environment, grant employees fair wages that respect the provisions on minimum wages and suffice for securing the employees' existence and do not use reduction of wages as disciplinary measure;
- (ii) have put effective measures to prevent bribery and corruption in place;
- (iii) comply with all applicable export control regulations (including but not limited to export control regulations of Austria, the European Union and the US) and shall not export products without the necessary authorizations in place. Furthermore he shall provide TTTech with all information necessary to get authorizations for further export;
- (iv) have a policy to reasonably assure that tantalum, tin, tungsten and gold (3TG minerals) provided to TTTech, especially in his products, do not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of Congo or an adjoining country. Supplier shall exercise due diligence on the source and chain of custody of these minerals and shall make his due diligence measures available to TTTech and its customers upon TTTech's request;
- (v) comply with any applicable law or regulation prohibiting or restricting the use or handling of specific substances. To ensure safe handling, movement, storage, recycling, reuse, and disposal, Suppliers shall identify and manage substances that pose a hazard if released to the environment and shall comply with applicable labeling laws and regulations for recycling;

- (vi) ensure that products provided to TTTech conform to the EU legislation for electrical and electronic equipments (EEE), which includes the Waste Electrical and Electronic Equipment Directive (WEEE) and the Restriction of Hazardous Substances Directive (RoHS) and the respective laws and statutes the EU member countries issued for implementing the directives;
- (vii) and products provided to TTTech comply with the Regulation (EC) No 1907/2006 concerning the Registration, Evaluation, Authorization and Restriction of Chemicals (REACH);
- (viii) obtain, maintain and keep current all required environmental permits, approvals, and registrations and follow their operational and reporting requirements;
- (ix) endeavor to reduce or eliminate solid waste, wastewater, and air emissions, including energy and related indirect air emissions, by implementing appropriate conservation measures in their production, maintenance, and facilities processes, and by recycling, reusing or substituting materials;
- (x) commit no violations against any laws or provisions against unfair competition and/or antitrust law
- (xi) respect the applicable laws and provisions on data protection and avoid the unauthorized collection, processing and sharing of personal data and comply with TTTech's External Information Security Policy.

3. Counterfeit Parts

"Counterfeit Parts" shall mean parts, components, modules, or assemblies whose origin, material, source of manufacture, performance, or characteristics are misrepresented. This term includes, but is not limited to, (i) parts that are an unauthorized copy or substitute of an Original Equipment Manufacturer ("OEM") or Original Component Manufacturer ("OCM") item, (ii) parts that are not traceable to an OEM/OCM sufficient to ensure authenticity in OEM design and manufacture, (iii) parts that do not contain proper external or internal materials or components required by the OEM/OCM or are not constructed in accordance with OEM/OCM design, (iv) parts that have not passed successfully all OEM/OCM required testing, verification, screening and quality control processes, (v) parts that have been (re)marked, re-worked, re-labeled, repaired, refurbished, or otherwise modified from OEM/OCM design but not disclosed as such or are represented as OEM authentic and new to disguise them or falsely represent the identity of the manufacturer, (vi) defective parts and/or surplus material scrapped by the original manufacturer, and (vii) previously used parts pulled or reclaimed and provided as "new".

As used herein, "authentic" shall mean (i) genuine; (ii) from the legitimate source claimed or implied by the marking and design of the product offered; and (iii) manufactured by, or at the behest and to the standards of, the manufacturer that has lawfully applied its name and trademark for that model/version of the material.

"Independent Distributor" shall mean a person, business or firm that is neither authorized nor franchised by an OCM to sell or distribute the OCM's products but which purports to sell, broker, and/or distribute such OCM products. Independent Distributors are also referred to as unfranchised distributors, unauthorized distributors, and/or brokers.

Supplier shall ensure that only new and authentic materials are used in products to be delivered to TTTech and that the products delivered contain no Counterfeit Parts. No other material, part, or component other than a new and authentic part shall be used unless approved in advance in writing by TTTech. To further mitigate the possibility of the inadvertent use of Counterfeit Parts, Supplier shall only purchase authentic parts/components directly from the OEMs/OCMs or through the OEM's/OCM's authorized distribution chain. Supplier must make available to TTTech, at TTTech's request, OEM/OCM documentation that authenticates traceability of the components to that applicable OEM/OCM. Purchase of parts/components from Independent Distributors is not authorized unless first approved in writing by TTTech. Supplier must present complete and compelling support for its request and include in its request all actions to ensure the parts/components

thus procured are legitimate parts. TTTech's approval of Supplier's request(s) does not relieve Supplier's responsibility to comply with all representations and warranties in this paragraph.

Supplier shall maintain a documented system (policy, procedure, or other documented approach) that provides for prior notification to TTTech and its written approval before parts/components are procured from sources other than OEMs/OCMs or through the OEM's/OCM's authorized distribution chain. Supplier shall provide copies of such documentation for its system for TTTech's or TTTech's customer's inspection upon their request.

Supplier confirms that it is either the Original Equipment Manufacturer (OEM), Original Component Manufacturer (OCM), or a franchised or authorized distributor of the OEM/OCM for the product herein procured. Supplier further warrants that OEM/OCM acquisition documentation that authenticates traceability of the components to that applicable OEM/OCM is available upon request. If the Supplier is not the OEM/OCM or a franchised or authorized distributor, the Supplier confirms by acceptance of these Conditions that each product supplied to TTTech has been procured from the OEM/OCM or a franchised or authorized distributor of the OEM/OCM. The Supplier further warrants that OEM/OCM acquisition traceability documentation is accurate and available to TTTech and its customer upon their request.

If Supplier becomes aware or suspects that it has furnished Counterfeit Parts to TTTech, Supplier promptly, but in no case later than thirty (30) days from discovery, shall notify TTTech and replace at Supplier's expense, such Counterfeit Parts with OEM/OCM or TTTech-approved parts that conform to the requirements of these Conditions. Supplier shall be liable for all costs related to the replacement of Counterfeit Parts and any testing and validation necessitated by the installation of authentic Products after Counterfeit Parts have been replaced.

4. Audit

TTTech and its customers shall be entitled to review the Suppliers' compliance with the principles and requirements of the Code of Conduct, including this Supplier Code of Conduct, regularly.

Any violation of the principles and requirements set out in this Code of Conduct, including this Supplier Code of Conduct, will be regarded as a serious violation of the Supplier regarding his contractual obligations towards TTTech. In the event that Supplier is suspected of violating any of the principles laid out in the Code of Conduct, including the Supplier Code of Conduct, TTTech is entitled to request from the Supplier that all relevant information be disclosed. Furthermore, TTTech has the right to stop any business with all Suppliers who are in clear, verifiable violation of the Code of Conduct, including this Supplier Code of Conduct.