



PROEMION

# Code of Conduct

Proemion's Ethics and Business Conduct  
Code

# CONTENT

---

1.	Objective and Scope	3
2.	Business Practices	4
2.1	Fair Copetition	4
2.2	Privacy Policy	5
2.3	Protection of Intellectual Property of Third Parties (i.e. copyright, trademark, design, patent rights)	6
2.4	Law Compliance to Combat Money Laundering	6
2.5	Accounting and Documentation	6
2.6	Interacting with Media	7
3.	Workplace and Business Environment Behavior	8
3.1	Drugs and Alcohol	8
3.2	Discrimination- and Harassment-Free Workplace	8
3.3	Company Property and Corporate Rights	10
3.4	Confidential Information	11
3.5	Gifts and Gratuities	11
3.6	Dealing and Collaborating with Authorities	12
4.	Conflicts of Interest	13
4.1	Ancillary Employment	13
4.2	Political Activities	13
5.	Governance of the Code	14
5.1	Questions and Guidelines	14
5.2	Reporting Violations („Whistleblowing“)	14
5.3	Binding Conditions of Employment	15



## 1. OBJECTIVE AND SCOPE

---

Proemion GmbH („Proemion“) aspires to be a modern and future-oriented company, providing excellent products and services and feeling committed to the fundamental values of society. Proemion bears the responsibility of creating and preserving a corporate culture in which compliance with applicable laws, rules and regulations as well as ethical principles are maintained to the fullest extent possible.

Due to the diversity of laws and regulatory requirements, it is hardly possible to provide ready-made solutions for every conceivable situation. To ensure legal principles of action and ethical compliance, Proemion has formulated this Code of Conduct. It defines general standards of conduct for employees regarding business in a legal and ethical sense and is the measure for dealing with colleagues, customers and business associates.

The Code of Conduct addresses all employees, including management. All are expected to maintain consistent adherence to this Code of Conduct and any additional internal guidelines relevant for each respective area of responsibility. Please read this Code of Conduct and other relevant internal guidelines carefully.

This Code of Conduct shall be observed, even in the event applicable laws or regulations are less extensive. Please note, however, that more stringent laws and regulations than established in this Code of Conduct may apply. In such event, the more stringent laws and regulations take precedence.

Proemion would like to thank you for upholding these standards of conduct. This way we ensure our own high standards on how we treat each other, our clients and business associates. These measures will help to ensure the basis for a successful future in this business.

Fulda, August 2016



**Dipl.-Ing. Robert Michaelides**  
CEO

## 2. BUSINESS PRACTICES

### 2.1 Fair Competition

Proemion takes considerable interest in complying with relevant antitrust and competition regulations, since noncompliance may have serious consequences for the company. In particular, fines or other forms of financial penalties may be imposed against us, agreements may be invalid, third parties may be able to make claims for damages against us, and there is the risk of reputational damage and negative press when law violations become public.

To avoid damage to the company through antitrust and competition infringements it is particularly important to note the following:

The conclusion of any agreements or concerted practice (i.e. informal cooperation) with competitors or with customers who seek to restrict competition or have an anti-competitive effect, are considered in violation of antitrust laws. Even business discussions with competitors may already be considered or construed as violations of antitrust law. Should a business-related discussion with a competitor about one or more of the following topics arise, you should refrain from participating in the discussion or leave the meeting since meetings of this nature represent or at least indicate anti-competitive cooperation:

- > Agreements on fixing or controlling prices (i.e. minimum prices, minimum fees or discounts);
- > Information on prices, terms, discounts and measures for sale promotion;
- > Agreements on sharing markets;
- > Agreements on client allocation;
- > Production or product sale restrictions;
- > Agreements on boycotts of certain suppliers or customers;
- > Agreements on vertical restrictions (i.e. prohibiting discounts)

Written documentation must always be carefully formulated. Avoid ambiguous phrases that could be misunderstood or misinterpreted. Managers and employees operating in business fields involving anti-trust and competition law aspects are trained accordingly. The company provides further detailed information on the intranet.

### 2.2 Privacy Policy

Data protection serves an individual's right to informational self-determination, i.e. the right of every person to decide how their personal data, such as name, address, e-mail, telephone number, financial status, etc. is used and distributed. A privacy policy is necessary to prevent the violation of fundamental personal rights.

Proemion places high priority on the protection of personal data. Therefore, Proemion generally never

## 2. BUSINESS PRACTICES

---

processes (i.e. stores, changes, transmits, blocks or deletes) or uses personal information, unless previous full compliance with applicable law was ensured. The handling of personal data must be transparent for the person concerned. The right to be informed about the handling of personal data and any necessary corrections to the data of the person concerned, must be guaranteed. The same applies to the right to object to the processing of personal data, provided statutory requirements exist for the person concerned, respectively to request personal data be deleted or blocked.

In countries where data of legal persons are protected to the same extent as the data of natural persons, the collection, processing and use of such information must also be performed in compliance with the applicable law.

You may only collect, process or use personal data provided to you or to which you have access in the course of your work, on a legal basis (which may include the necessity to store or use data for the purpose of a contractual relationship, employee data necessary for establishing, implementing or terminating employment) with the consent of the person concerned. This also applies for personal data exchanged among companies of the group.

Specific information on standards and requirements established by applicable law for the use of personal data in your area of responsibility can be obtained from the data protection supervisor as well as special training courses.

### 2.3 Protection of Intellectual Property of Third Parties (i.e. copyright, trademark, design, patent rights)

The unauthorized use of intellectual property rights of third parties is prohibited and will not be tolerated by Proemion. Copyright law especially prohibits copying, publishing, circulating, licencing or representing copyrighted works without prior copyright holder permission. Permission is also required from the copyright holder for creating derivative works. Trademark laws protect names, logos and other company brand symbols.

You must ensure a copyright holder agreement was concluded if you intend to use the intellectual property of a third party. If you are unsure regarding, and especially pertaining the use of a name, logo or other corporate symbols, you need to consult with the legal department.

## 2. BUSINESS PRACTICES

---

### 2.4 Law Compliance to Combat Money Laundering

The company is required to comply with applicable laws to combat money laundering. In accordance to such there is the obligation, among others, to identify the contracting partner, choose acceptable forms of payment and identify ways in which potential money laundering transactions may be detected.

Any money laundering suspicions should be reported to the immediate supervisor or a member of management immediately. You should pay particular attention to transactions involving unusually high amounts of money. The same applies if you notice any transactions structured in such manner to avoid reporting requirements or circumvent proper accounting.

### 2.5 Accounting and Documentation

Proemion aspires to suffice the highest standards of accuracy and reliability relevant to accounting purposes for all books, records, accounts and other documents (hereinafter „documentation“). The company conducts documentation maintenance, which accurately identifies all transactions and thus, enables financial statements in accordance with applicable law and relevant general principles of proper accounting.

If your duties involve documentation of the company's financial transactions, you must ensure these principles of business conduct are respected. In this context, the knowing misrepresentation or omission of material facts represents a violation of law. The same applies to intentional instigation of others to misrepresent or omit material facts.

Whenever accounting obligations belong to your area of responsibility, it is expected that you are familiar with the latest financial and accounting principles and are attentive in reference to violations of the same. You are responsible for accurate and prompt recording of all cash, bank accounts and other assets in the official books; it is strictly prohibited to obtain or effect false invoices or other misleading documentations and to make payments to unknown banks or numbered accounts.

The continuous access to all documents for inspection purposes must be ensured. A signed receipt or equivalent written acknowledgment for payments made in cash must be presented. Payments made by check require presentation of proper identification, declaration of purpose and order placement. You are required to cooperate with the company's internal and independent auditors.

## 2. BUSINESS PRACTICES

---

### 2.6 Interacting with Media

As a globally operating enterprise our reputation depends largely on our representation and external impact, molded particularly through media interaction. Providing truthful information and consistent behavior is therefore essential for our public image.

All inquiries from the media must therefore be forwarded to the management. Publications, lectures and interviews in reference to the company also need to be discussed with us to maintain a consistent public image.

### 3. WORKPLACE AND BUSINESS ENVIRONMENT BEHAVIOR

#### 3.1 Drugs and Alcohol

Drug and alcohol abuse pose a serious hazard for the enterprise, in particular for the safety, health and productivity of its employees.

Therefore, we do not tolerate the possession, use or procurement of drugs on company premises. The term „drug“ refers to substances whose possession, use, procurement or attempted procurement are restricted or prohibited by local laws. In particular, it will not be tolerated for employees to be under the influence of drugs during working hours.

Alcohol consumption on company premises is strictly prohibited. Exceptions require approval by the management board and may be issued, for example, for company organized events. Employees are prohibited from being under the influence of alcohol during working hours.

#### 3.2 Discrimination- and Harassment-Free Workplace

All employees, customers and suppliers shall have the right to fair, respectful, dignified, courteous and indiscriminate treatment. We feel committed to this principle and intend to guarantee this right in our company.

Proemion observes the principles of equal opportunities in employment. Personnel decisions (e.g. in regards to recruitment, selection, training, promotion and remuneration) are based on qualifications, experience and other work-related criteria. We do not discriminate based on gender, race, ethnic origin, religion or beliefs, disability, age or sexual orientation.

It is the company's responsibility to protect the right of employees to a workplace free of sexual harassment or other unlawful discrimination. Any form of sexual harassment or other unlawful discrimination based on gender, race or ethnic origin, religion or beliefs, disability, age or sexual orientation will not be tolerated and must be avoided.

Sexual harassment is an undesirable conduct of a sexual nature intended to infringe upon the dignity of a person, especially when it creates an offensive environment of intimidation, hostility and humiliation. Sexual harassment is against the law.

Examples of illegitimate sexual harassment:

- › sexually explicit physical contact, such as being cornered, groping, pinching or touching or other unwanted physical contact of a sexual nature;



### 3. WORKPLACE AND BUSINESS ENVIRONMENT BEHAVIOR

---

- › request for sexual favors or an offer of the same for advantages at the workplace;
- › public speculation about repeated inquiries on the sex life of a person;
- › jokes, comments or innuendos of a sexual nature about a person or men and women in general; or
- › the undesired display of pornographic materials in the workplace.

Examples of other inadmissible discriminating behavior that is not permitted in regards to gender, age, race, ethnic origin, religion or beliefs, disability or sexual orientation:

- › violating the dignity of an employee with insulting or degrading comments or behavior (because of foreign origin, for example);
- › threats or indications which imply that a continued employment relationship depends on the toleration of a certain behavior;
- › to force an employee to commit humiliating or degrading acts, such as harassment due to sexual orientation.

If you have been sexually harassed or discriminated against in any other inappropriate way you need to report this to your supervisor or the legal department. We assure all employees that complaints are treated as confidential as possible and that no reporting employee will incur disadvantages, provided no violations have been committed by the employee.

It is the company's responsibility to take all reasonable measures to prevent all kinds of sexual harassment and other unlawful discrimination and to take immediate action when notified of unlawful discriminatory behavior.

We reserve the right to disciplinary action towards employees who treat or harass other employees, customers or suppliers in an impermissible manner. Disciplinary measures may involve giving notice of an ordinary or extraordinary termination.

### 3.3 Company Property and Corporate Rights

#### **Internet, Intranet and E-mail Communications**

Internet, Intranet and e-mail-communication constitute essential tools in our daily work. Inappropriate use of internet, intranet, e-mail or computer systems is not permitted. Inappropriate uses are, in particular, the unauthorized access to an e-mail account of another user, the unauthorized transmission of sensitive or confidential information, sending offensive material or messages which may violate the copyrights of third parties and other illegal or unethical activities. Please make sure you follow all internal regulations on handling information and communications technology.

### 3. WORKPLACE AND BUSINESS ENVIRONMENT BEHAVIOR

#### **IT-Security**

To a considerable extent, company operations depend on functional IT systems (our network as well as the required hardware). Processing business transactions without these technical devices has become inconceivable. It is therefore necessary to comply with all safety regulations.

#### **Protection of Intellectual Property**

Proemion holds key rights and licenses to intellectual property, e.g. copyrights, patents and trademarks. You should always take appropriate steps when handling intellectual property to protect the interests of the company. Unauthorized use may lead to loss of intellectual property ownership or a high loss of value.

#### **Utilization of Company Resources**

Proemion provides all available equipment and resources needed for an efficient performance of duties and relies on you to treat the provided resources in a responsible, thrifty manner.

#### **Retention of Documents and Records**

To enable us to assume our obligation concerning data retention, you must properly store documents and records within your area of responsibility with due diligence. You are also responsible for the completeness of the documentation and must be familiar with data storage and retrieval with respect to the documents and records, for which you are responsible.

Please inquire for your area of responsibility which documents and files are subject to what form of storage (i.e. the original or in electronic form) and their retention period. Destroying or altering documents and records before the retention period expires may considerably impact or hinder investigations, (tax) audits and the successful execution of legal proceedings and thereby cause significant harm to the company.

### **3.4 Confidential Information**

Proemion entrusts you with a lot of information on a daily basis as you perform your duties. Information marked as confidential information or recognizable as such („Confidential Information“), need to be protected and kept confidential. Confidential information communicated to us under a confidentiality agreement by business partners are equally subject to strict confidentiality.

To protect confidential information, the following must be observed:

- › Confidential information may not be shared with other persons inside or outside the company during or after employment (this includes colleagues or family members), unless deemed necessary

### 3. WORKPLACE AND BUSINESS ENVIRONMENT BEHAVIOR

---

as a part of your work for the company.

- › Confidential information may not be discussed in public locations (entrances, corridors, public transportation, public areas, toilets, etc.) in which a conversation can be overheard (in person or on a mobile phone).
- › Safeguard documents that contain confidential information in such manner as to rule out access by unauthorized persons.
- › Special care must be taken with visitors so they do not gain access to company documents. Visitors may never remain unaccompanied in the facilities or on company premises.
- › Send confidential information via appropriate means of communication, which guarantee the confidentiality of such information.

#### 3.5 Gifts and Gratuities

Proemion aspires to ensure transparency when dealing with customers, suppliers and authorities. International anti-corruption standards and national and local legislation for combating corruption and bribery will be complied with.

Business decisions and contracts shall be agreed solely on the basis of verifiable, efficient and quality-related criteria. This can only be achieved if every employee shares the responsibility of compliance with the following provisions:

The offering of gifts of any kind to persons or companies with whom Proemion maintains or wishes to build a business relationship, which may possibly affect a business decision of the person or company, is prohibited. Likewise, accepting or demanding of gifts of any kind is prohibited.

Offering and accepting gifts, payments or other benefits are only permitted if such remains within the context of normal business conduct and is not in violation of applicable laws. This is periodically expected to be the case with gifts that generally and ethically meet local and common industry practices: i.e.

- › small gifts of minimal value, for which the recipient does not need to conceal its acceptance nor feel forced into any type of binding dependency, or
- › dinner invitations that are expected because of the regular social relations among business partners.

If you are uncertain about your behavior being admissible or if you were offered benefits that go beyond minimal value, then you should contact your supervisor or the legal department.

### 3. WORKPLACE AND BUSINESS ENVIRONMENT BEHAVIOR

---

#### 3.6 Dealing and Collaborating with Authorities

Proemion intends to cooperate with the state authorities on a lawful basis in a trusting manner. Therefore, complying with all legitimate orders from public authorities is mandatory, while simultaneously exercising the companies' legal rights.

In the ordinary course of business or under a formal governmental investigation, officials or officers may have specific requests.

If you are faced with governmental inquiries or investigative actions, you must always immediately notify the legal department, be cooperative and comply with the relevant internal regulations.



## 4. CONFLICTS OF INTEREST

Conflict of interest may lead to doubting the quality of a business decision made and the integrity of the people who make such decisions. Conflicts of interest or even the appearance of such must be avoided at all times. If such conflict avoidance is not possible, be honest and open for dealing with it actively. In the event possible conflict situations arise, you are urged to actively approach your supervisor to coordinate further procedure. The following conflicts of interest, in particular, are to be avoided:

### 4.1 Ancillary Employment

Taking on side-line employment is subject to the provisions of the employment contract. If the employment contract does not specify regulations on side-line employment, you must obtain written consent from the company. The company shall approve ancillary employment if such activity does not conflict with legitimate business interests and proves to have no influence on work for the company.

As Proemion employee you are prohibited from accepting management positions (i.e. managing director, member of the management board, supervisory board or advisory board) at another company without company permission, if the other company is either in competition or conducts business with our company.

### 4.2 Political Activities

The participation in and support of political parties, donations or other contributions in the form of cash benefits or material assets for political parties on behalf of Proemion, require our consent. The same applies for the organization of political events in the company facility or on company property.

You are free, however, to participate as a private person to the extent you do not act as employee or agent of Proemion. In the event a political participation involves corporate interests, prior approval must be obtained from the board of directors.

## 5. GOVERNANCE OF THE CODE

### 5.1 Questions and Guidelines

This Code of Conduct can not provide detailed behavioral instructions for every individual situation. For further assistance please refer to the additional guidelines provided on the intranet. Application and implementation of the standards set forth in this Code of Conduct and other internal provisions for conducting business may require clarification in certain cases.

In the event you are unsure about ethical behavior, please contact your supervisor or the legal department.

### 5.2 Reporting Violations („Whistleblowing“)

Concerns regarding conduct that infringe upon standards set forth in this Code of Conduct or other laws and regulations on accounting, finance and banking, and/or evidence of a criminal offense (i.e. bribery, bullying, sexual assault, environmental offenses) („breach“) that come to your attention, need to be reported to the management or legal department.

If you are a member of the board, the chief financial officer, chief accountant or a controller or hold a similar position, the term „breach“ also refers to conflicting behavior in violation of Code of Conduct provisions.

In the event you provide information, we encourage you to disclose your identity. Anonymous reports are generally not accepted, but are also noted and investigated. We encourage your cooperation in all alleged violation investigations. If as a result of the investigation a respective violation becomes obvious, the person (and possibly their supervisor) who committed such violation shall be subject to labor law sanctions. Penalties may in particular consist of a warning or receiving notice of an ordinary or extraordinary termination.

Proemion shall hold the identity of an involved employee – if known to the company in strict confidence, to the legally permissible extent. Reported violations shall be forwarded exclusively to the legal department. They will review the concern and, if appropriate, carry out further investigations. If allegations are substantiated, management will be informed. During the course of investigation it may be required to disclose the identity of the reporting employee to investigators, especially investigating authorities. The same applies for a possible subsequent trial. If a reporting employee has doubts to such disclosure, he must express such objections at the time of filing the report. It will be noted accordingly and recorded in the system.

Proemion ensures measures are not taken against an employee for reporting a violation or cooperating in an investigation, provided the employee had no intent of abuse. Proemion shall adhere to applicable

## 5. GOVERNANCE OF THE CODE

---

data protection regulations, in particular to the rights of the reporting and the accused employees. Evidence shall be used only for the purpose of investigation and possible punishment of violations.

The accused shall be informed on allegations concerning his person as soon as such no longer poses endangerment to the investigation. Information that is no longer required shall be deleted within two months pending investigation.

### 5.3 Binding Conditions of Employment

This Code of Conduct is an integral part of the employment relationship and essential to business operations of the company. Violations of binding regulations in this Code of Conduct can not and will not be tolerated. Your not reading or non-recognition of this Code of Conduct does not exempt you from your compliance responsibility.

Failure to comply with this Code of Conduct may give rise to disciplinary action up to, and including, termination of employment, depending on the severity. In the event a violation of the Code of Conduct constitutes a breach of the law, claims for damages and/or criminal prosecution may be imposed.

In regard of the preceding standards and policies, the company asks you to act responsibly and abide by this Code of Conduct for your own benefit and for the benefit of the company.

**Proemion GmbH  
EMEA**

Donaustrasse 14  
36043 Fulda, Germany

Tel. +49 661 9490 - 0  
Fax +49 661 9490 - 111  
Email [info@proemion.com](mailto:info@proemion.com)

**Proemion Corp.  
AMER**

241 Taylor St., Suite 301,  
Dayton, Ohio 45402, USA

Tel. +1 937 558 - 2211  
Fax +1 937 641 - 8787  
Email [info@proemion.com](mailto:info@proemion.com)

**Proemion Ltd.  
APAC**

Room #16-113, 10th Floor,  
373 Gangnam-daero Seocho-gu,  
Seoul 06621, South Korea

Tel. +82 2-6080-9490  
Fax +82 504-484-9490  
Email [info@proemion.com](mailto:info@proemion.com)