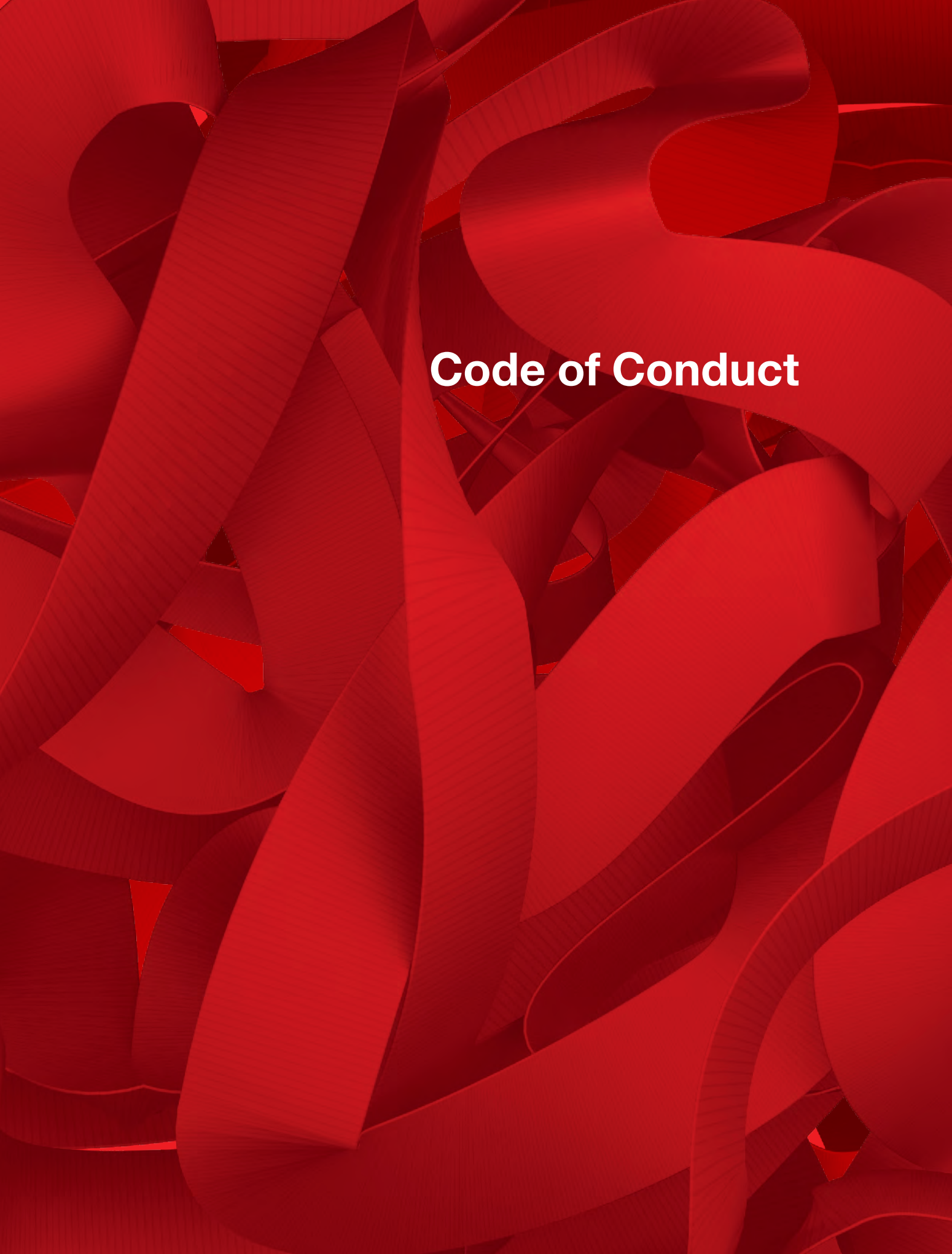


The background is a solid red color with a complex, abstract pattern of flowing, ribbon-like shapes. These shapes are layered and curved, creating a sense of depth and movement. The lighting is soft, highlighting the edges of the ribbons and casting subtle shadows. The overall effect is a dynamic and textured red surface.

# **Code of Conduct**





## **Welcome to the Oerlikon Code of Conduct. We know you want to do the right thing. And we believe in your integrity.**

This document is intended to help you answer any questions and give you confidence in your judgement. On the right flap of the cover you find links to further information.

**Let's untangle the right thing together.**

## **Behaviours That Guide Us**

Our behaviours are the essence of our company's culture. They represent the choices we make, how we act, speak and how we interact, and how we engage with our colleagues, internal and external partners and stakeholders.

### **Our Key Behaviour Indicators:**

- Player/Author
- Courage
- Accountability
- Acceptance

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# I. Message from our Chairman

Dear Colleagues,

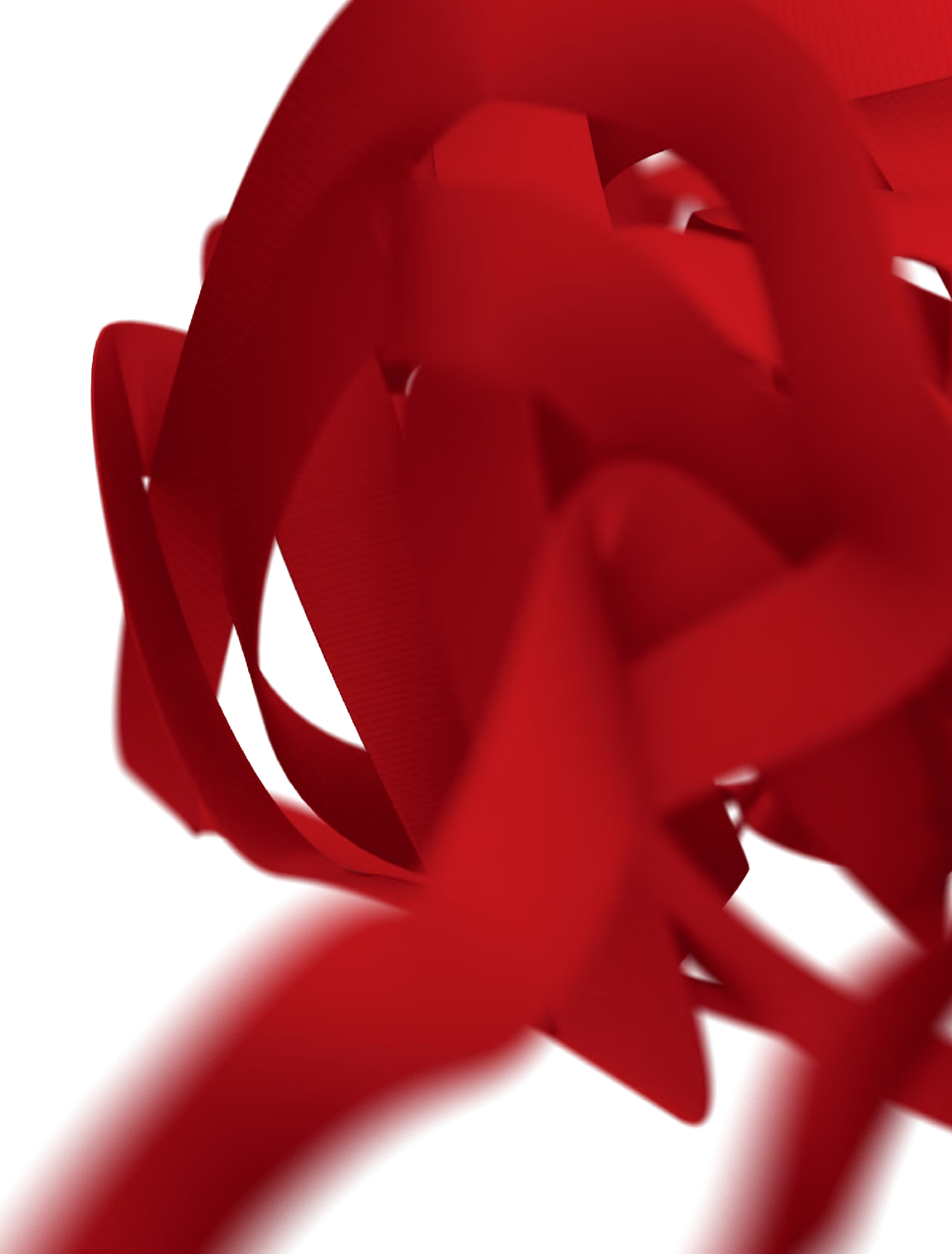
As a company, we at Oerlikon are part of society and bear responsibility for it. Our goal is to be an integral part of society in the most diverse cultures around the world with their moral concepts and diverse legal frameworks. Just as we promote sustainability worldwide with our technologies, we also base our business activities on high ethical principles – because responsible and lawful action is the basis for a successful future for our company.

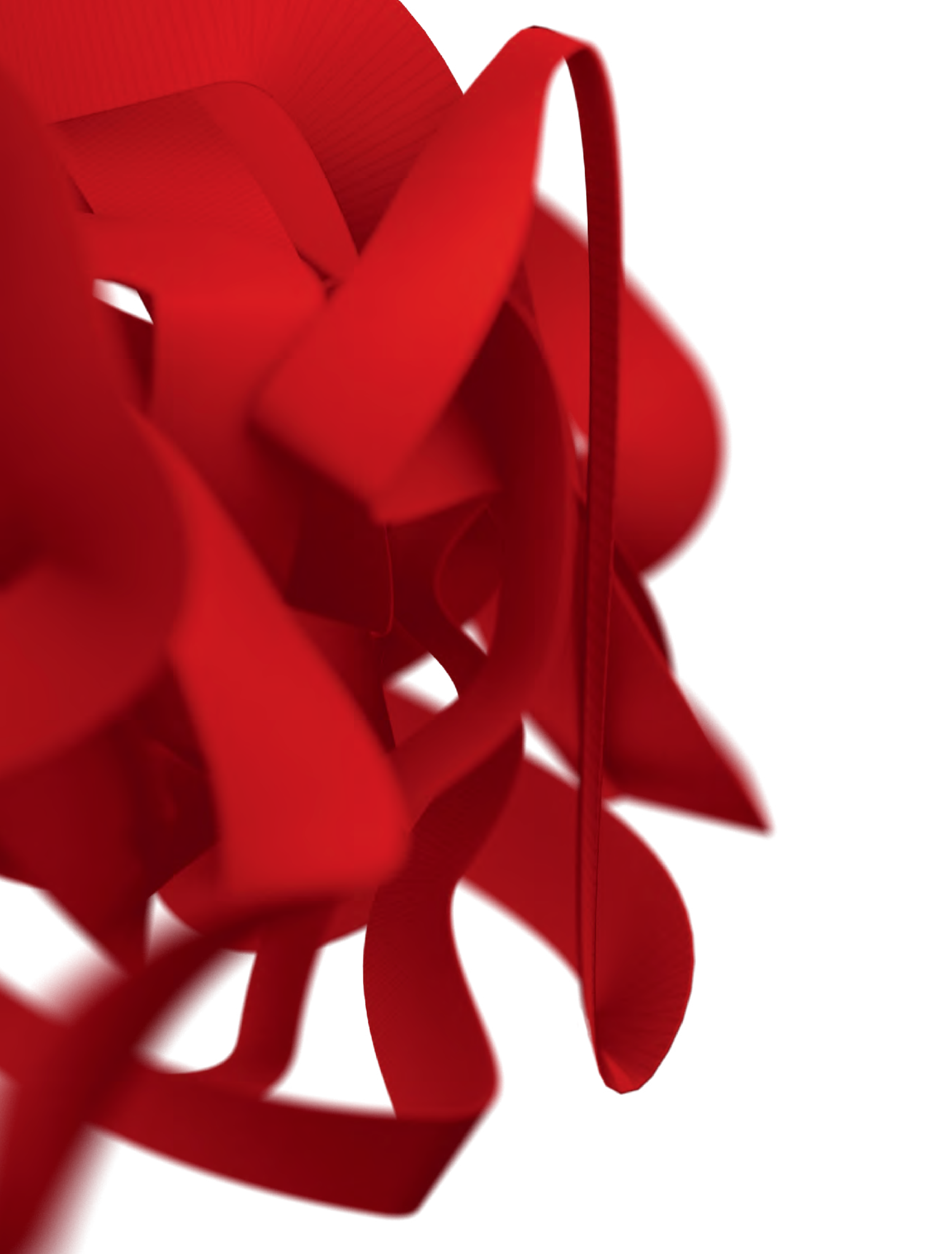
A good future needs goals, but also the willingness to achieve them by adhering to rules and aligning one's actions to values. We want to be a fair player in competition and a reliable partner for customers and interest groups. At Oerlikon we promote a corporate culture in which people act according to a common understanding of values. We expect integrity not only from all our employees, but also from our business partners. A company and its network of partners can only develop positively on the basis of conduct that complies with the rules.

We stand up for our responsibility, for sustainability and for a world that masters the challenges of the future. I am convinced that a strong sense of justice, a high degree of decency and the will to deal with the earth's natural resources in a sustainable manner make the world a better place. Let us work together on this. Read the principles in our Code of Conduct and act accordingly! Together we will move Oerlikon forward – with our Code of Conduct!

Yours

Michael Süss





## II. The group compliance message

Dear Colleagues,

Oerlikon has established itself as an innovative technology company, partnering with customers worldwide to develop efficient and intuitive materials, equipment and surfaces providing expert services to enable customers to have high-performance products and systems.

Oerlikon's success and growth are based on our core company values – Integrity, Team Spirit, Excellence & Innovation and upon passionate humans dedicated to their company, colleagues, and customers. Wherever Oerlikon operates in the world, whatever activity, or responsibility that Oerlikon faces, as a global company, we should act with integrity and respect for each other, our stakeholders, shareholders and for our environment.

As Oerlikon grows and develops a bigger footprint throughout the world, the company wants to continue upholding the highest standards of integrity and wants to share its values with its people and business partners because beyond rules and principles, it is all about integrity and the willingness to do the right things. Further, it is all about people; we, individually and collectively, being the ambassadors and the champions of our ethical values and principles.

Oerlikon's Code of Conduct is a culmination of the company's values and ethical practices and thus represents the remarkable progress the company has made in compliance throughout the years.

Whilst there is still and will always be work to be done, Oerlikon counts on its stakeholders to continue supporting its journey by embodying the principles set forth in the Code of Conduct in every aspect of day-to-day work.

Please review the Code carefully and refer to it frequently. You will ensure our future success by sharing this code and its principles with other colleagues.

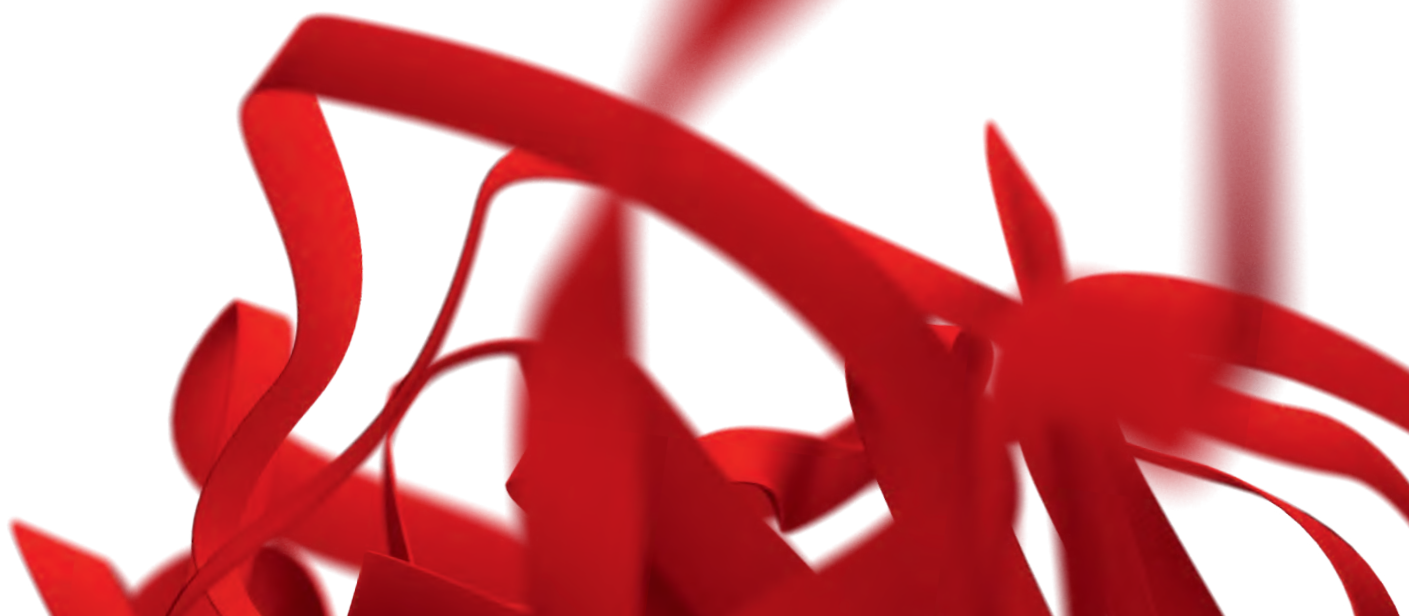
Let us work side-by-side to achieve the company's goal of building a better connected, safer, and more sustainable environment. Let us continue focusing on what really matters: preserving our own personal integrity as well as the company's and embracing Oerlikon's values.

Sincerely Yours,

Group Compliance



**Making the right  
decision.**



Our Code is not a collection of rules and it cannot cover every situation. It helps us use our judgment and common sense to make the right decisions.

Some decisions are easy to make. However, whenever we are unsure of any work-related actions or decisions, we must ask ourselves the following questions:

- Does it comply with Oerlikon's values and culture?
- Is this below the line behaviour?
- Is my action legal?
- Is it fair, ethical and morally acceptable?
- What is my "gut feeling" telling me?
- How would it look if it were reported on the news or in another public forum?
- Would my reputation or Oerlikon's be negatively affected?
- Could someone perceive this as a conflict of interest?
- Could my action (or inaction) put anyone's health, safety or well-being at risk?

If the answer to any of the above questions is not clear and obvious, or if we are uncomfortable with our answer, we must seek guidance from the available resources listed in the section entitled CONTACT.

## Upholding Our Code

### Everyone Is Involved!

Oerlikon's Code of Conduct ("our Code") seeks to ensure integrity and transparency in the conduct of our business and in our relationships with others.

Our Code applies to all employees, all Oerlikon representatives, its officers and members of the boards of directors of Oerlikon. Complying with our Code and its underlying policies is part of the terms and conditions of our relationship with Oerlikon. On an annual basis, we are required to complete a certification process to ensure that our Code is understood and properly applied to our daily activities.

We expect any third party we do business with to respect our values and high ethical standards of conduct.

Our Code is reviewed and updated periodically and can be found on our Intranet under House of Policies.

# The way we behave matters



## **Compliance**

As we operate all over the globe, we are subject to the laws of many countries and we must comply with all of them.

When local laws allow  
behaviour that is not  
permitted by our Code,  
our Code prevails.

Should there be a conflict that you do not know how to resolve, or should you be uncertain about the application or interpretation of a law or regulation, Oerlikon's Legal team should be consulted before any decision is made or action taken.

# Choosing our Behaviours and How We Interact

No matter where we are and what we do, we are all, collectively and individually, the face of Oerlikon. Behaving in accordance with our culture and values and adhering to our Code are what will protect our reputation and safeguard our future, allowing us to continue building what matters. Our culture, values and the way we work determine whether **customers** and **business partners** want to do business with us, and whether talented people choose a career with us.

We are committed to support our people in adopting behaviours that are aligned with our Code, values and culture. Because we, at Oerlikon, care about our people, clients and reputation, and that sits at the heart of our culture, we commit to take the necessary steps and actions to address non-compliant behaviours.

The way we behave matters. Whether we are working alongside colleagues, meeting with clients or attempting to attract new talent, we all represent Oerlikon, and each other.

How we interact with others is what defines us as a company, and each of us has a part to play in maintaining and enhancing our reputation as one of the world's leading engineering and construction firms.

## Each and every one of us must:

- Work ethically and honestly, do what is correct and comply with the Code, its policies and procedures and applicable laws;
- Act with integrity at all times and in all circumstances;
- Encourage people to take personal ownership and responsibility for the things they control and the decisions they make;
- Take personal and professional pride in our work and its outcomes, and share the responsibility for doing things correctly the first time and delivering on our promises;
- Look out for our own health, safety and security and that of those we work with;
- Treat others with respect and dignity, as we would like to be treated, and support a diverse workplace in every aspect, which contributes to our collective success; and
- Protect our environment, because the future depends on what we do today, and the communities we work in, to ensure we have a positive impact.

We all lead by example and act as role models by adopting behaviours that support our shared values.

# IV

## Our principles

# Oerlikon's Commitment to you, and to all our stakeholders

Oerlikon promotes integrity and the highest ethical standards in all aspects of its business. To ensure we all live by our values and comply with the obligations set forth in our Code, Oerlikon is committed to:

- Build and foster a corporate culture of reliability, accountability, acceptance and integrity;
- Create appropriate awareness of our Code at all levels;
- Set up measures to prevent, detect and respond to unethical behaviour;
- Provide globally available support, information and resources to help you in the understanding of and commitment to our Code;
- Continuously improve our corporate governance standards; and
- Protect people who come forward in good faith with ethics and compliance related concerns from retaliation.



# 1

## Focusing on Our People and Our Workplaces

### **a** Mutual Respect in the Workplace

At Oerlikon, we consistently demonstrate respect for all of our stakeholders. Our day-to-day activities require us to interact with individuals of various ethnic backgrounds, cultures, religions, political convictions, ages, genders, disabilities and sexual orientations. The diversity of our people is one of our greatest assets, allowing us to benefit from a variety of professional and educational backgrounds and points of view. Embracing those differences contribute to making us more agile and able to respond adequately to changes in our business environment and work in a collaborative manner.

Building and maintaining respectful and meaningful professional relationships by making constructive two-way communication, actively listening to others and engaging with people creates a positive work environment where we can enjoy our work, progress our career and develop our full potential.

We are all entitled to personal dignity, privacy and the preservation of our rights. Consistent with our values, we respect others and do not tolerate any behaviour or actions that are violent, intimidating, hostile, degrading, humiliating or offensive and amount to **discrimination, harassment or violence.**

#### **For more information**

Consult our Policy on Anti-Harassment and Non-Discrimination



# 2

## Engaging in Corporate Social Responsibility



### Human Rights

Oerlikon believes that all human beings should be treated with dignity, fairness and respect. Oerlikon is committed to supporting the protection and preservation of fundamental human rights, as affirmed by the Universal Declaration of Human Rights, throughout its worldwide operations and to ensuring that it is not involved in, or benefits from, human rights abuses. We will not engage in activities that encourage human rights abuses or that support trafficking in persons or the use of child labour or forced labour.

Oerlikon will promote human rights in the sphere of our influence. We expect our subcontractors, business partners, suppliers and any other third parties to respect human rights, regardless of local legislation and customs. We will never knowingly do business with parties who do not adhere to the principles regarding human rights put forward in e.g. our **Supplier Code of Conduct**.

Oerlikon is very much committed to a safe work environment that is free from and provides for protection against human trafficking and slavery, including forced labour and unlawful child labour. Oerlikon does not tolerate or condone human trafficking or slavery and child labour in any part of its global organization. Oerlikon prohibits trafficking in persons and slavery. Employees, contractors, subcontractors, vendors, suppliers, partners and others through whom Oerlikon conducts business must not engage, involve or participate in any practice that constitutes trafficking in persons or slavery.

### For more information

Consult our Policy Against the Use of Child Labour, Policy Against Human Trafficking and Slavery and Non-Discrimination and Anti-Harassment.



# 2

## Engaging in Corporate Social Responsibility

### b

#### Labour Rights

Oerlikon fully respects applicable employment and labour laws wherever we operate. Oerlikon recognizes both the goodwill and commitment of its employees and workforce and is proud of the high standards of collaboration, dignity and respect that colleagues set for themselves and show for each other as team builders and innovators. Oerlikon, therefore, is committed to increase employment opportunities and standards and strives for employment stability. Throughout our operations, we honour equal employment opportunity. Qualifications, skill and experience are the basis for choosing and promoting our co-workers.

Oerlikon respects freedom of association and the right to collective bargaining. We also have the right to elect freely industrial councils and commissions.

Our Oerlikon leaders look to foster and support all colleagues and stakeholders by ensuring that they work collaboratively in establishing a work environment that is both fair and cooperative.

#### For more information

Please see Leadership Principles.



# 2

## Engaging in Corporate Social Responsibility



### Health, Safety and Environment

In everything that we do, nothing is more important than the safety of everyone. Oerlikon is also equally committed to protecting the environment and aims to do business in an environmentally responsible and sustainable manner.

Oerlikon ensures that the applicable workplace health, safety and environmental legislation is treated as a minimum standard in all areas where we conduct business.

Our health, safety and environment program, which is based on hazard recognition, risk assessment and the elimination of hazards, seeks to establish an incident-free work environment. We are all accountable for ensuring that all employees go home safely at the end of the day.

In conformity with applicable laws, we are committed to maintain the highest standards of safety and health. We ensure that relevant training for all levels of workers is provided.

#### For more information

Consult our Policy on HSE Health, Safety & Environmental Sustainability



## 2 Engaging in Corporate Social Responsibility

### d Drugs and Alcohol

We must never be impaired by alcohol or drugs while on duty and are strictly prohibited from consuming, selling or purchasing illegal drugs at work. Oerlikon follows the principles of a drug free working environment.

Moreover, except as authorized by a member of management and always in accordance with applicable local laws, we are prohibited from consuming or serving alcoholic beverages or cannabis on Oerlikon's premises.

#### **For more information**

Consult Oerlikon's Policy on HSE Health, Safety & Environmental Sustainability



## 2 Engaging in Corporate Social Responsibility

### e Security

We are committed to protecting our people, assets and information wherever we operate in the course of our business operations or during business travels.

We will not knowingly engage in any business activity encompassing a security risk that cannot be properly managed and reasonably mitigated. Nor will we do business with any security provider that does not meet or adhere to our principles relating to security standards and human rights.

We are all accountable for following Oerlikon's Global Travel and Security Policy, procedures and guidelines.

#### **For more information**

Consult our Policy Global Travel and Security



## 2 Engaging in Corporate Social Responsibility

### f Personal and Private Information

Oerlikon is committed to respecting individual privacy laws. We will ensure that the use of **personal data** is always explained transparently and is used only for the purpose for which it was collected or to meet legal obligations.

All employees are responsible for ensuring personal data is protected, secured and kept confidential and that personal data is only retained for as long as is necessary to achieve the original processing purpose or to satisfy our legal and regulatory requirements.

The appropriate personal data processing is vital to the continued success of our business and maintaining the trust of our customers, employees and stakeholders. We are committed to the implementation and continual improvement of a framework, which ensures that personal data is handled appropriately, consistently and in accordance with applicable Data Protection and Privacy Law.

#### **For more information**

Consult our Data Privacy Policy



## 2 Engaging in Corporate Social Responsibility

### 9 Donations and Sponsorship

Oerlikon's approach to **donations** and **sponsorships** aims to support ideas and initiatives with the potential to stimulate progress and build the future of our society.

Our goal is to have a positive impact on communities, learning and innovation. In order to achieve this goal, we contribute primarily to educational causes, particularly initiatives that support the next generation of talent; we also encourage charities that build caring communities in the regions we operate. Oerlikon values the importance of employees' community involvement priorities. Employees are encouraged to undertake opportunities to volunteer or get involved in their community.

At all times, we must be aware of the fact that donations and sponsorships may present corruption risks and could be perceived as a way to seek or obtain an improper advantage. Employees may not make promises or guarantees on behalf of Oerlikon to any charities or causes without obtaining prior approval and in accordance with internal regulations.

# 3

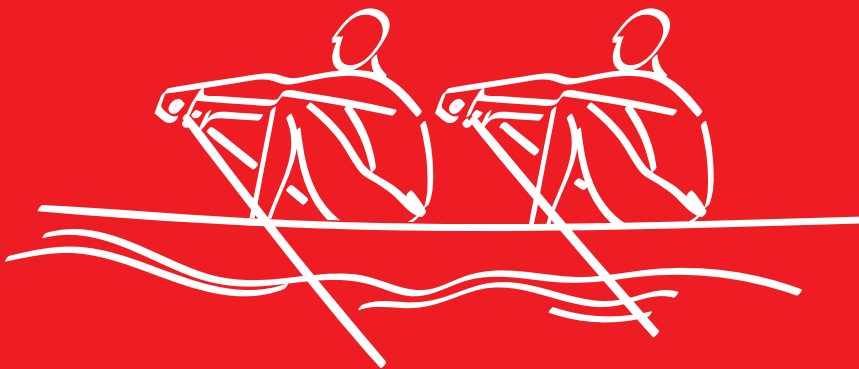
## Choosing with Whom We Do Business

### **a** Stakeholders

At Oerlikon, we strive to deal transparently and accurately with all stakeholders. We want to work with stakeholders who share our values and culture of high integrity and expect them to embrace and implement practices that are consistent with for example our Supplier Code of Conduct. We will never contract or deal with a third party in order to do indirectly what our Code of Conduct prohibits us from doing directly.

#### **In our business, stakeholders with whom we interact typically include:**

- Customers
- Competitors
- Suppliers
- Government officials
- Business partners



## **b** Business Partners

At Oerlikon, we define a business partner as any third party who acts on behalf of or is partnered with Oerlikon for the purpose of undertaking a specific task.

Actions performed by others when assisting us in our business activities have a direct impact on us. Legally we may be held liable for the actions of our business partners as if we had performed them ourselves. Thus, we need to ensure that individuals or organizations acting on our behalf behave and conduct themselves as we would conduct ourselves.

Our obligation begins with the diligent selection of business partners who share our values and business principles, and by ensuring that compliance due diligence is performed and duly approved for each of our business partners. Throughout the business relationship, we must continuously and properly monitor our business partners to prevent misconduct.

## **C** Agents and Consultants

Given the nature of our business, we regularly pay fees to agents and consultants in return for services. These payments must always be reasonable in relation to those services. We must not offer, authorize, promise, make or agree to make payments to agents and consultants, that could be considered improper payments.

If you are unsure whether a certain payment is reasonable in relation to the service provided, please contact our local Finance liaison, Compliance or Legal.

### **For more information**

Consult our Policy on Business Partners and Integrity Screening

V



# Adopting appropriate business practices

We are vigorously competitive in all of our markets, but we are also fair and act in full compliance with the law. Unlawful conduct is strictly prohibited. It is sometimes normal to be unsure about the interpretation of a law or regulation or about the correct legal or ethical action to take. When in doubt, Oerlikon Legal or Compliance teams shall be consulted to provide proper guidance.



# 1 Avoiding Conflicts of Interest

Throughout the course of our activities, we must ensure that we always act with integrity ensuring to consider what is right from what is wrong.

We must avoid situations, in which our personal interests may, or appear to, be in conflict with Oerlikon's interests.

A conflict of interest is a situation in which our employment at Oerlikon presents an opportunity for personal gain or benefit either for us, our close ones or any other third party at the expense of Oerlikon's interests. Whether or not the personal gain or benefit is actually obtained, does not make a difference.

In some cases, the mere potential for a conflict of interest can be problematic.

## **a** Disclosing conflicts of interest

When such a situation arises, it must be disclosed without undue delay using the Avoiding Conflicts of Interest Disclosure Form. The information disclosed in the form will be treated confidentially and made available only to individuals directly involved in assessing or managing the conflict of interest.

Immediate disclosure is important, because a conflict of interest, whether it is actual, potential or perceived, can expose Oerlikon to certain risks, such as decreased shareholder value, legal liability or reputational damage.

When an actual, potential or perceived conflict of interest is deemed to exist, local management will outline the measures required to remedy the situation.

## **b** Recording

Group Compliance maintains a conflicts of interest register. It comprises details of actual and potential conflicts as disclosed as well as information on how they are being managed.

We ensure that the information in the conflicts of interest register is only made available to individuals directly involved in assessing or managing the conflict of interest, unless competent authorities order or applicable law obliges us to disclose.

### **Always Remember:**

- Act and make decisions in the best interest of Oerlikon;
- Completely and truthfully disclose, in a timely manner, all information related to an actual, potential or perceived conflict of interest; and
- Abide by any mitigation measures implemented to remedy a conflict of interest.

### **Never Forget:**

- Be guided in our professional actions or decisions by our own personal benefit or that of someone close to us or any other third party;
- Allow ourselves to be in a position where we cannot be objective towards someone close to us, either by supervising them or doing business with a company they fully or partially own or work for; and
- Proceed when we know or are unsure if a situation constitutes a conflict of interest.

### **For more information**

Consult our Policy on Avoiding Conflict of Interest and the Disclosure Form

# 2

## Antitrust and Competition

At Oerlikon, we must all engage in fair, competitive business practices which comply with antitrust and competition legislation where we do business. These laws are generally designed to uphold free and open competition in the marketplace.

### **a** Agreements that restrict competition

We must never engage in any collaboration with Oerlikon's competitors, business partners, suppliers, clients or any other third party that might restrict competition in an unlawful manner.

#### **Prohibited behaviour includes discussions, collusion or agreements to, among other things:**

- Fix or control prices, terms or conditions;
- Limit production capacities or research;
- Restrict dealings with suppliers or customers, including potential suppliers and customers;
- Share confidential information with competitors, business partners or any other relevant party;
- Divide or allocate customers, markets or territories or;
- Talk about current price levels or planned changes in prices;
- Not submit a bid, withdraw a bid or submit an artificial bid in order to direct the winning bid to another bidder with whom we are colluding.

If any relevant party intends to talk to us about competition-related issues, we immediately request them to stop. If they do not stop immediately, we leave the meeting and report to relevant authorities and / or bodies. Before leaving the meeting, we ensure our protest is recorded in the minutes of the meeting.

Entering into joint venture agreements with our competitors in order to pursue project opportunities is not a violation of antitrust and competition legislation unless it is deliberately meant to reduce competition.

## **b** Dominant Position

It is forbidden for a company in a dominant position to abuse this position as a way to distort competition.

A company is in a dominant position when it has such market power on a given market, that it can behave in a manner independent from competitors, business partners, suppliers or clients.

### **Prohibited behaviour includes, amongst other things:**

- Charging unreasonably high prices;
- Selling at artificially low prices to deprive smaller competitors or customers;
- Refusal to deal with certain customers;
- Offering special discounts to customers who buy all or most of their supplies from the dominant company;
- Making the sale of one product conditional on the sale of another.

The concepts of dominance and market power abuse vary from one jurisdiction to another. We must always ensure that our behaviour is compliant with the applicable laws.

### **For more information**

Consult our Global Antitrust Compliance Policy

# 3

## Anti-Bribery and Anti-Corruption

### Conducting Business with Integrity

Oerlikon is committed to conducting business with integrity and Oerlikon prohibits corruption and bribery in all its forms.

#### One must not, directly or indirectly,

- offer, grant, authorize, promise or give any gift, payment or other benefit, with the intent to obtain an improper advantage, to any person or organization that may appear to induce or reward improper conduct or influence, or intend to influence any decision by any person to our advantage;
- receive, solicit, accept or agree to accept any gift, payment or other benefit as an inducement or reward for improper conduct or which influences, or clearly intends to influence any of our decisions.

“Other benefits” can be, among others, hospitality, kickbacks, entertainment, investment or employment opportunities.

“Improper conduct” is any action, inaction or performing a function in bad faith, partially or in breach of duty of trust.

You may give away gifts of normal and reasonable value, such as Oerlikon advertising novelties, if it is not prohibited by the applicable law or Oerlikon’s business practices. This does not apply where the recipient is a government or public sector organization or individual.

We are all responsible for educating ourselves on how to recognize corrupt activities and ensure that we are not involved in any such type of activities, whether directly or indirectly.

### For more information

Consult our Policy on Anti-Corruption and Anti-Bribery

# 4 Facilitation Payments

**It is strictly prohibited to make any facilitation payments.**

**Facilitation payments** are unofficial payments (as opposed to legitimate and official fees or taxes) made to an individual for the purpose of securing or accelerating the performance of a service or a routine governmental action to which the person or company making the payment is already entitled. These payments are bribes and often illegal.

If, however, in order to prevent an imminent and serious threat to our health, safety or welfare, or that of a family member, we have no alternative but to provide a payment, this would be considered as an extortion payment and would be permissible under such duress.

Any such payments made under these exceptional circumstances must be accurately reported to your manager and or the local legal or compliance responsible as soon as practically possible to ensure accurate recording of **transactions** and proper disclosure to the relevant authorities.



# 5

## Gifts and Hospitality

Offering, accepting or exchanging gifts, meals, hospitality or entertainment is acceptable when it is modest, unsolicited, reasonable in value, appropriate, lawful and compliant with our Code and its underlying policies. They may, however, not include any government or public sector organizations or individuals.

There are different value limits for gifts in different jurisdictions. If you are uncertain if a gift may exceed the applicable value limit, contact Group Compliance.

**Gifts and marks of hospitality** are courtesies which are part of normal business practices but which can be considered as forms of bribery or influence peddling. We must therefore exercise good judgment and common sense for all business courtesies.

#### DOs and DON'Ts for Branding Team

[It is strictly prohibited to offer, accept or exchange gifts, entertainment or hospitality if they:

- are illegal, indecent or offensive in any way;
- involve any government or public sector organization or individual;
- are prohibited by the other party's organisation;
- are unreasonable in value, inappropriate to the occasion or inappropriate to the position and management levels of the provider and recipient;
- are given or received in a dishonest or non-transparent manner;
- are not auditable;
- involve gambling, or otherwise violate our values or the standards put forward in our **Code of Ethical Conduct** and our policies;
- are given or received, directly or indirectly, in exchange for any improper advantage or expectation that a business relationship will be unjustly influenced;
- the frequency and timing of the benefits given to or received from the same individual or organization does raise any conflict of interest, appearance of conflict of interest or impropriety;
- involve parties engaged in a bidding process;

- are given in the form of cash or cash equivalents (loans, securities, gift certificates);
- are actively demanded or solicited;
- are offered for something in return.]

Benefits need to be recorded completely, accurately and in sufficient detail in Oerlikon's books and records. Therefore, we need to disclose any gift, entertainment or hospitality received to the Compliance Organization.

# 6

## Government Officials

Given the nature of our business, we regularly interact directly or indirectly with government officials. When dealing with government officials, more restrictive rules apply. Activities that may be acceptable when dealing with private-sector company employees could be inappropriate or illegal when dealing with government officials. Therefore, we all must exercise extra caution when interacting with government officials.

When in contact with government officials, we are responsible for knowing and strictly adhering to the laws, regulations or rules that apply to interacting with such government officials or government contracting entities. In all cases, we must:

- Interact honestly, accurately and transparently with all government officials;
- Never offer anything in the nature of a personal benefit to a government official unless it is clearly permissible under applicable laws and regulations and fully compliant with our Code and its underlying policies;
- Refrain from giving anything of value to any individual if we have reasons to believe that it will be passed on to a government official; and
- Never enter into potential employment opportunities with a current or former government official or a member of his/her immediate family without having consulted with Human Resources.

A “government official” is defined as an officer or employee of or any person (e.g. attorney, legal representative) representing or acting on behalf of:

- Any level of government (whether federal, provincial, state, municipal or other);
- Political parties, party officials and candidates for political offices;
- State-owned and controlled entities;
- Public international or intergovernmental organizations; or
- A person who holds a legislative, administrative, judicial or military position.

For illustrative purposes, the following are examples of state-owned and controlled entities: public transit and public utility corporations, national airlines, broadcasting corporations, universities, hospitals, national agencies, national oil companies, crown corporations, etc.

# 7

## Political Contributions

We are prohibited from making **political contributions** on behalf of Oerlikon to political candidates, parties, organizations or any other political entity, at all levels of government.

As individuals, we have the right to engage in personal political activities within our individual capacities. If we engage in political activity, we must not make use of Oerlikon's name, time, funds, property, resources or employee lists, or solicit, during working hours, any individual for political contributions. We must ensure that our own views and actions are not misinterpreted as Oerlikon's. Also, we must not put ourselves in a situation where a conflict of interest could arise.

# 8 Lobbying

Many jurisdictions have enacted laws and regulations that require various levels of disclosure of lobbying activities. It is in the nature of Oerlikon's business that we may engage in lobbying activities with public office holders. We must be aware of the applicable rules and ensure that we are fully compliant. All lobbying activities must be coordinated through (Corporate Communications).



# 9 Money Laundering and Tax Evasion

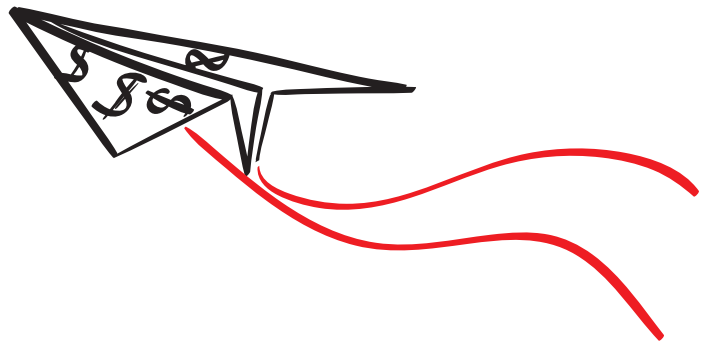
Oerlikon must abide by anti-money laundering laws and regulations and with all tax laws and regulations in all the jurisdictions in which we operate. The company must act diligently to prevent Oerlikon from being involved or used in money laundering, tax evasion or other criminal activities. We must therefore apply the appropriate level of due diligence prior to entering into a relationship with a client or other third parties.

Money laundering is the method by which illegal funds are concealed or made look legal.

Oerlikon is required to recognize and monitor potential warning signals that could help detect money laundering by reporting such activities. These warning signals are, among others:

- payments in non-invoice currencies;
- substantial cash payments, including cash equivalents;
- unusual payment methods, e.g. payment from multiple sources to satisfy one invoice;
- payments to or from accounts that have not been used before;
- requests for overpayments or for refunds following an overpayment;
- involvement of shelf companies in payments;
- requests for unusual delivery routes or destinations;
- false reporting, e.g. misrepresenting prices;
- clear document discrepancies.

Dealing with the proceeds of crime is considered money laundering, too. We must always be alert to such activity and must not engage in transactions which we know or suspect to involve proceeds of crime.



Tax evasion is fraud which deprives a tax authority of money it is entitled to.

Misrepresenting the taxpayer's affairs to reduce or eliminate their tax liability is a criminal offence. Misrepresentation may take the form of dishonest tax reporting through the understatement of income or gains or the overstatement of deductions or losses, and can be realized by individuals, corporations or trusts.

Oerlikon may not engage in any tax evasion activity or deliberately and dishonestly take action to help someone else to evade tax. One is encouraged to immediately report any doubtful activity that may involve money laundering, tax evasion or other criminal doings to your local finance organization and or Business Unit Head or another management position as deemed appropriate.

**For more information**

Consult our Whistleblowing Policy

# 10

## **Trade Compliance, Export Controls and Anti-Boycott**

As we deliver our products and services all over the world, Oerlikon's activities must be conducted in compliance with the export controls, economic sanctions and anti-boycott laws and regulations of all the jurisdictions where we do business.

Laws governing trade are complex and violations can lead to significant fines, debarment and the withdrawal of simplified import and export procedures.

Oerlikon employees working on international opportunities and projects are expected to abide by our procedure on Trade Compliance. For further guidance, contact the Legal team or Trade Control.

### **For more information**

Consult our Policies on Trade Control

# 11

## Insider Trading and Other Forms of Market Abuse

In order to maintain fairness on security markets, there are laws and regulations prohibiting market abuse.

Market abuse is any conduct which harms the integrity of financial markets and public confidence in securities. We must not engage in any form of market abuse, including insider trading.

### Therefore, we must not:

- Disclose inside information;
- Misuse inside information;
- Engage in dealing on the basis of inside information (Insider Trading);
- Engage in market manipulation.

Due to our employment at Oerlikon, we may have access to “inside information”. This is information, that is not yet known to the public and that, if publicly known, may have a significant impact on the price of Oerlikon shares or those of our clients, suppliers or joint venture partners that are traded on financial markets.

### Inside information may include, amongst other things:

- non-public financial information;
- sales and earnings figures;
- plans for dividend changes or new financing;
- acquisitions;
- major new contracts or other financial matters;
- changes in senior management;
- claims and litigation, etc.

Trading on Oerlikon shares or those of any of our clients, suppliers or joint venture partners - or advising others to do so - while being in possession of inside information (Insider Trading) is not only prohibited by our Code, but is also illegal and may constitute a serious criminal offence. Senior officers of Oerlikon have additional responsibilities under the law with respect to securities transactions.

We all have a role in ensuring that inside information is not disclosed to anyone, including clients, consultants, family, friends, financial analysts and journalists.

If you are uncertain whether information you have is inside information, contact a member of the Legal Team Legal or Group Compliance.

### For more information

Consult our Policy on Insider Trading

# 12

## Accounting Practices and Record Keeping

Accurate, complete and reliable records are crucial to our business as they guide decision-making and strategic planning. They are the basis of our financial reports and are necessary to fulfil Oerlikon's obligation to provide full and truthful disclosures to investors, stakeholders and regulatory authorities.

All our records must be complete, accurate and reliable, and prepared in accordance with applicable laws and regulations as well as Oerlikon's accounting and reporting policies and procedures.

[Each of us must make the following commitments with respect to our books and records, regardless of the purpose for which the information is used:

- Business records, expense reports, invoices, vouchers, payrolls, employee records and other reports are prepared with care and honesty, and in a timely fashion;
- All transactions are approved in accordance with our internal applicable rules and regulations (e.g. Attachment A to the Organizational and Governance Rules; DoA OSS; etc.) and in compliance with applicable laws, rules, standards and regulations;
- All transactions are supported by proper documentation;
- Transactions are recorded based on sound judgement and accounting principles;
- No transaction, asset, liability, suspected liability claims, potential claims, litigation or other financial information is concealed from management, Legal or Corporate Finance, or from Oerlikon's internal or external auditors;
- All efforts are made to resolve all issues and concerns raised in internal and external audit reports;

- Any unrecorded funds or assets, suspect accounting or false or artificial entries in our books and records are immediately reported to Compliance or Internal Audit;
- Any known inaccuracies, misrepresentations or omissions are disclosed to relevant stakeholders and promptly corrected through credits, refunds or other mutually acceptable means;
- All documents issued and signed are, to the best of our knowledge, accurate and truthful;
- No secret or unrecorded cash funds or other assets are established or maintained for any purpose; and
- Access to sensitive or confidential information is restricted to ensure that it is not accidentally or intentionally disclosed, modified, misused or destroyed.]

The use of Oerlikon's funds or other assets for any unlawful or improper purpose is strictly prohibited, as are false or misleading entries and unrecorded bank accounts created for any purpose, whether regarding sales, purchases or other activities, and improper or unusual financial arrangements with a third party (such as over-invoicing or under-invoicing).

Managers and officers, as well as those responsible for accounting and record-keeping functions, are expected to be vigilant, not only in ensuring enforcement of this prohibition but also in having oversight of the proper use of Oerlikon's assets.

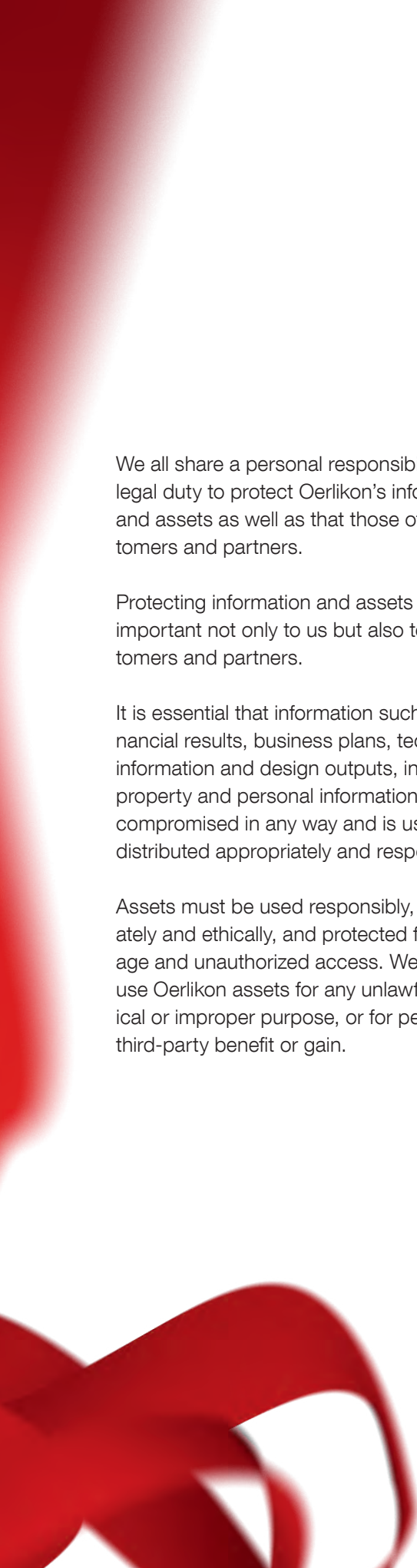
#### **For more information**

Consult our Finance Policies in the House of Policies.

An abstract graphic featuring a large, bold, red 'V' shape on the left and a vertical red bar on the right. In the bottom right corner, there is a complex, swirling red shape that resembles a stylized '@' symbol or a tangled ribbon. The entire graphic is set against a white background.

# VI

**Protecting Our  
Assets**



We all share a personal responsibility and legal duty to protect Oerlikon's information and assets as well as that those of our customers and partners.

Protecting information and assets is vitally important not only to us but also to our customers and partners.

It is essential that information such as financial results, business plans, technical information and design outputs, intellectual property and personal information is not compromised in any way and is used and distributed appropriately and responsibly.

Assets must be used responsibly, appropriately and ethically, and protected from damage and unauthorized access. We must not use Oerlikon assets for any unlawful, unethical or improper purpose, or for personal or third-party benefit or gain.

**You should always:**

- Safeguard personal information, Oerlikon's confidential information and intellectual property;
- Protect the company's assets as if they were your own; and
- Ensure assets are maintained to an appropriate standard and not used inappropriately.

**You should never:**

- Use or access confidential information or intellectual property belonging to clients, competitors, business partners or former employers without their written consent or for obtaining an unfair advantage;
- Access or store inappropriate information, data or images using company equipment;
- Fail to report theft, damage or inappropriate use or suspect breach of information; and
- Use or share personal information about colleagues or other stakeholders.

# 1 Electronic Resources

Oerlikon provides the electronic resources required for conducting business, including email, information systems and electronic equipment, software, Internet and network access. All work-related electronic communications must be done through work email addresses. Using non-corporate email addresses to send or receive work-related communications is strictly forbidden.

Electronic resources provided to us by Oerlikon remain the exclusive property of Oerlikon and must be used responsibly, appropriately and ethically. We must never use Oerlikon's electronic resources for the exchange, storage or processing of content that:

- Is prohibited by law (such as the illegal downloading of material protected by copyright laws);
- Promotes or engages in harassment;
- Could be perceived as being racist, defamatory, discriminatory, violent, heinous, sexist or pornographic;
- Engages in gambling;
- May tarnish Oerlikon's reputation or is otherwise inconsistent with Oerlikon's business interests;
- Is inconsistent of Oerlikon's values.

When using electronic resources, we must always take the appropriate precautionary measures to avoid compromising the integrity of Oerlikon equipment or systems or disclosing private or confidential information.

Oerlikon may exercise its surveillance rights surrounding the use of its electronic resources and reserves the right to monitor and review any content exchanged, stored or processed on Oerlikon electronic resources, as permitted by law.

It is understood that, in the course of our work and business activities with Oerlikon and where justified to the extent permissible by law, any personal information that is exchanged, stored or processed using Oerlikon electronic resources may be subject to the above monitoring and review. We understand that this information may also be subject to disclosure to law enforcement authorities.

## **For more information**

For more information regarding the permitted usage of Oerlikon electronic resources, consult our procedures on Information Security Management and Data Privacy Policy

# 2 Confidentiality of Information

Oerlikon shall protect its assets, including but not limited to e.g. R&D, know-how, projects with clients and confidential information entrusted by third parties. Oerlikon shall protect it against the risks of inappropriate or unauthorized access to or disclosure.

To this end, Oerlikon has a procedure that lays the ground rules on how to properly classify and apply the adequate level of protection to information created or used by employees. Employees' obligation to safeguard the confidentiality of information continues even after the termination of their employment with Oerlikon.

## **For more information**

Consult our Data Classification Guideline



# 3 Data Protection

Oerlikon is committed to respecting data protection laws and regulations in all countries where it operates. Compliance with applicable data protection laws is vital to the continued success of our business and maintaining the trust of our customers, employees and stakeholders.

**All Oerlikon employees are responsible for making best efforts that personal data is:**

- used only where required and to the strict extent necessary to its purpose of use;
- used for lawful purposes only;
- transparent; and
- used in a proportionate manner and in the less intrusive manner as possible.
- protected, secured and kept confidential. Organisational, physical and technical security measures are set up in accordance with the level of sensitivity of the concerned personal data;
- shared only with people with a real “need to know” based on their function and missions;
- only retained for as long as is necessary to achieve the original purpose of use.

Oerlikon is committed to the implementation and continual improvement of a framework, which ensures that personal data is handled in accordance with applicable data protection laws and that the rights of the individuals whose personal data is collected by Oerlikon are respected.

In line with the accountability principle, Oerlikon, its management and all its employees do follow the policies, guidance and recommendations issued by the Global Data Protection Officer. Employees support the data protection projects and measures relating to their department and activity.

**For more information**

Consult the Data Privacy Policy, Directives and Guidelines

# 4 Intellectual Property

The copying, taking or destroying of any Oerlikon intellectual property upon the cessation of our relationship with Oerlikon is unlawful and prohibited. Moreover, Oerlikon strictly forbids the unauthorized use, theft or misappropriation of intellectual property belonging to third parties.

Intellectual Property comprises, amongst other things, ideas, inventions, patents, templates, copyrights, trademarks, publications, designs, names, logos, photos or videos.

All intellectual property created or modified during the course of our relationship with Oerlikon will remain the exclusive property of Oerlikon.

In addition, any intellectual property developed outside of our relationship with Oerlikon belongs to Oerlikon if its development arises as a result of the use of confidential information acquired in the course of our relationship with Oerlikon.

# 5 External Communications

We may be solicited for our opinion or information regarding Oerlikon by the media, outside groups or organizations. These requests must be channelled through Oerlikon's Communications teams. Even if framed as a request for a personal comment or perspective, all such requests must be referred to a member of the Communications team. Unless specifically requested or coordinated by the Communications Team, any contact with the media must be done as private citizens and not as representatives of Oerlikon.

Whenever we participate or represent Oerlikon as a participant in a conference, panel or any form of media - television, radio, online, social medium, print, etc. - we must be authorized by our manager and notification must be provided to a member of the Communications Team in advance, when possible.

Oerlikon fully supports freedom of speech. When we speak out in public or on public issues not related to Oerlikon, we do so as individuals. We must ensure that our comments remain strictly personal not make the impression of acting or speaking on Oerlikon's behalf.

Oerlikon encourages us to be the company's ambassadors on social media. However, we must not disclose any personal data or confidential information to which we might be privy and must always remember to respect our Code.

For more information regarding external communications, consult our directive Crisis Communications & Issues or our Social Media Guidelines.

# 6

## **Lenders and Export Credit Agencies**

When dealing with governmental lenders, e.g. export credit agencies, we disclose all relevant information for obtaining financing. Lenders are provided all material facts relevant for their analysis and financing decision.

# VIII



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# **Reporting Violations and Complaints**

# 1 Reporting Obligations

It is the responsibility of each and every one of us to ensure that we all live by the values of Oerlikon and our Code. We all have an important responsibility to report in good faith any known or suspected violation of our Code and its underlying policies, as well as any violation of applicable laws, rules or regulations or any observed instances of misconduct or pressure to compromise our ethical standards.

If we are involved in a situation or become aware of something that is or may be in breach of our Code or its underlying policies, we must promptly report it via any of the following resources:

- Our manager or leadership team;
- Our Compliance officers;
- Our Human Resources representative;
- Other relevant representatives (Health, Safety & Environment, Legal, Global Security, Finance or Internal Audit); or
- The Reporting Line operated by a secured third-party provider. All whistleblowing global hotline numbers can be found on the Group Compliance Intranet page or in the Whistleblowing Policy.

**If you are unsure whom to report to, please contact Group Compliance for guidance.**

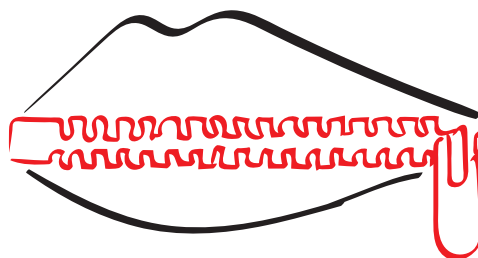
Oerlikon is committed to creating an environment in which every person feels free to confidentially report suspected or actual violations of our Code, or its underlying policies and strictly forbids retaliation against any individual who, in good faith, reports a violation, whether actual or suspected.

Our identity will be treated confidential, unless competent authorities order or the applicable law obliges Oerlikon to disclose. We will also receive feedback on the outcome of the investigation.

If we believe we have experienced retaliation, we are expected to report it just as any other violation would be reported. If we have any concerns about our duty to report and/or retaliation, we should contact Group Compliance.

**For more information**

Consult our Whistleblowing Policy



# 2

## Internal Investigations

Oerlikon takes all reports of misconduct seriously and assumes that all concerns and reports filed are done in good faith and legitimate. Investigations into allegations of potentially unethical or illegal conduct are performed by Compliance and Internal Audit Investigations and/or Human Resources and/or Health and Safety using recognized investigation techniques in accordance with our internal practices and protocols. This ensures the quality and integrity of the investigation process are maintained.

Investigations are conducted with the utmost respect, discretion and privacy, and will be kept confidential to the extent permitted by law.

We, too, must keep our interactions with Compliance Investigations confidential. If Compliance Investigations, Human Resources or Health and Safety discover criminal or otherwise improper activity, Oerlikon may be required to report such activity to the appropriate government, law enforcement or regulatory authorities.

We are all required to fully, truthfully and transparently cooperate with Compliance Investigations, Human Resources, or Health and Safety by providing all requested documents and information related to the matter under investigation. We must not in any way obstruct, hinder or delay any internal investigation. Failure to cooperate may lead to disciplinary measures, including dismissal. Anyone who is the subject of an allegation is always deemed innocent unless facts uncovered during the investigation point to the contrary.

# Contact

When we have a question or would like to raise a concern, we should begin by consulting the person who best understands our work and are of responsibility; our manager or leadership team. We may also communicate with contacts within our corporate function or business unit. A detailed contact list can be obtained on the Compliance Page on the Intranet or from our compliance and or Human Resources representatives.