



# Code of Conduct of the Kemper Group

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## **Foreword by Management**

We, the management of Gebr. Kemper GmbH + Co. KG, take a further step towards ensuring our local and global responsibility by introducing the following Code of Ethics, which has been developed from the previous company guidelines.

It is our goal, by using innovative, cutting edge production technology, to create quality and value that sets standards and by taking use our social and economic responsibility, to promote Germany as a location for production. It is our fervent belief that economics and ethics are inextricably linked and that sustainable economic viability is only possible by adhering to moral and ethical values.

Compliance with the following self-imposed regulation is also expected as a minimum standard from our business partners.

### **1. Purpose / scope of application**

This Code of Ethics contains the main rules and principles of conduct which apply to all Kemper Group employees. The term “employee” shall apply both to male and female employees and also includes members of management.

The purpose of this Code of Ethics is to make transparent and clear to the employees of the Kemper Group (hereafter “employees”) the fundamental legal and ethical requirements with which they must comply while working for the Kemper Group and to give them some direction in this regard.

### **2. General principles**

A fundamental rule about how we act is the principle of abiding by the laws and statutes in the relevant jurisdiction in which we are active. All employees are obligated to comply with the statutory regulations that apply to us. The same applies to the in-house instructions and guidelines. Our principles also include avoiding any participation in transactions which are recognisably aimed at circumventing statutory provisions.

Every employee has an obligation to safeguard the reputation of the Kemper Group and to avoid doing anything that might harm the Company.

In particular, we expect our employees to display personal integrity and reliability.

### **3. Human rights**

We comply with internationally promulgated human rights and assist in ensuring with in our sphere of influence. We also categorically reject any kind of child labour or forced labour. We expect our business partners to also abide by these principles.

### **4. Conflict Minerals/Metals**

The Kemper Group supports authorities, non-government organisations and industrial associations in their efforts to stop the trade of so-called Conflict Minerals/Metals (Section 1502 Dodd-Frank Wall Street Reform and Consumer Protection Act). This applies in particular to the trade of tin from the Democratic Republic of Congo and the adjacent countries that is mined under inhumane conditions. It is accordingly the Kemper Group's goal to ensure through careful monitoring and auditing of the supply chain that no so-called Conflict Minerals/Metals are procured or processed in production.

### **5. Ban against discrimination**

We expect all our employees to respect the personal dignity, privacy and moral rights of each individual and to allow respectful cooperation as partners. We do not tolerate any discrimination based on race, colour, nationality, ethnic origin, gender, sexual identity, belief, philosophy, political persuasion, age, appearance or physical constitution. We prohibit any kind of sexual or other personal harassment or insults and bullying. We shall use all means at our legal disposal to stop any kind of coercion or force or threat of force.

### **6. Freedom of association**

Each employee of the Kemper Group has the right to found an employee organisation or union of his or her choosing or to join such an organisation or union for the purpose of collective bargaining.

### **7. Conflicts of interest**

Our employees must avoid situations which might result in personal conflicts of interest or conflicts of interest with our business partners. In particular, the paragraph specified below concerning the fight against corruption must be noted in this regard.

Every employee must immediately notify the HR department and management of any business relationships of a private nature with companies which are directly associated with the Kemper Group. Equated with this are interests in companies as part of a governing body of such companies.

## **8. Confidentiality / data protection**

Our employees are bound by the duty to maintain confidentiality regarding all internal confidential matters of the Company and regarding all confidential information belonging to or concerning our business partners. Confidential information must be protected from unauthorised viewing by third parties. Our employees are in particular obligated to comply with the provisions of data protection regulations and to actively contribute to ensuring that personal data is reliably secured against unauthorised access.

The Kemper Group is also bound by the principle of *restitutio in integrum*, particularly with regard to the property of third parties. We expect our employees not to provide information that has been unfairly acquired and we clearly advocate a policy of absolute confidentiality.

## **9. Competition / ban on cartels**

The Kemper Group is committed to the principle of pursuing its corporate goals using absolutely legal and ethical means. We therefore participate in competition using legal and fair methods.

Each individual employee is also under an obligation to comply with the rules of competition law. Practices which constitute a breach of competition law, such as for example agreements with competitors on prices and terms, are not permitted.

## **10. Combating corruption**

Our goal is to compete fairly and to convince people with the quality and value of our products and we resolutely object to bribery and unfair competition. None of our employees may use his or her job and business connections of the Company for his or her own benefit or for the benefit of a third party or to the detriment of the Kemper Group.

This means that in dealing with business partners no employee shall offer or accept private benefits such as money, items or services which will or are intended to or might be likely influence appropriate decisions.

Every Kemper Group employee is authorised and obligated to obtain advice and assistance when there is suspicion or doubts about the existence of corruption or white collar crime. Advice and assistance are offered in every case by management, the legal department and the works council.

### **11. Dealings with business partners**

We are committed to the principle of dealing fairly and openly with our business partners. In particular, we make every effort to cooperate in the best possible manner with our customers, so that they can make a reasonable decision that is in accordance with their interests. Potential conflicts with interests of customers and other business partners must be recognised in good time, avoided as far as possible or – where this is not possible – resolved appropriately.

### **12. Integrity of information/communication**

All records and reports must be correct, complete and truthful, regardless of whether they are used for in-house communications or external communications.

This applies in particular to the bookkeeping and financial statements as well as the other reports on the growth of the business and the financial position of the company.

Official statements to the media and communication with the media shall be made only by management or employees expressly authorised to do so.

### **13. Environment**

The Kemper Group declares its responsibility for environmental protection and sustainability. It has therefore drafted rules and guidelines for the protection of the environment, with which its employees are directed to comply. This leads to the employees having an obligation when taking actions or making decisions to consider the impact on the environment and to avoid environmental pollution as far as possible.

### **14. Protection of corporate assets**

Our company's assets include not only tangible items/property but also intangible assets (intellectual property including software products), information, and the ideas and knowhow of our employees. Every employee is responsible for protecting these corporate assets. The corporate assets may only be used for permitted business purposes and under no circumstances for illegal purposes.

## **15. Donations/sponsorship**

In the case of donations and sponsorship, we take care to ensure compliance with the regulations of the relevant jurisdiction and the provisions applying internally in this regard. Donations may be made to institutions for the purpose of promoting education and science, art and culture and for social purposes or other purposes considered worthy of support. No donations are made to political parties.

## **16. Implementation**

This Code of Ethics is a living part of our corporate culture and hence part of the day to day working life of all employees in the Kemper Group. Every employee is therefore responsible for compliance with the rules and principles stipulated in this Code of Ethics.

The supervisors/management staff shall ensure that their employees are familiar with the content of this Code of Ethics and observe the rules and principles that apply to them; they shall through their own conduct serve as examples. Conversely, employees should contact their supervisors if they have any doubts as to the application of these guidelines.

The management of Gebr. Kemper GmbH + Co. KG, representing the Kemper Group, feels itself particularly bound by this Code of Ethics and will use all means to enforce these guidelines or to have them enforced.

**Olpe, December 2012**

**The Management**

**sgd. R. Kemper**

**sgd. W. Fischer**

**sgd. Dr. W. Pavel**