



## **CODE OF CONDUCT FOR FESTO GROUP COMPANIES**

### **Foreword by the Management Board**

As an internationally active family business with many years of tradition, the Festo Group has a good reputation in the eyes of the public and among its business partners and employees. Our uppermost priority is to maintain this reputation. We therefore attach great importance to integrity and require a high standard of ethically unimpeachable actions which are in accord with the relevant laws and rules. With this code of conduct, we declare our commitment to these ideals on behalf of the Festo Group and acknowledge our responsibility towards our commercial and social environment and our staff around the world.

Violations of the code of conduct and incitement to violations will not be tolerated and shall lead to appropriate disciplinary action using all available legal means. Above and beyond any legal sanctions, violations may also have personal consequences for individual staff members.

### **1. Objective, scope of application**

This code of conduct shall be a binding and mandatory guideline for all members of the Management Board, all managers and staff of the Festo Group in their daily actions on behalf of the company. It is a minimum standard which, as a complement to our values, defines the behavioural principles which we consider appropriate and mandatory in order to justify the high standards of the Festo Group with regard to ethically unimpeachable actions which are in accord with the relevant laws and rules and our own values.

This code of conduct shall apply to all companies in the Festo Group, even if, in certain countries in which Festo Group companies are active, behavioural or business practices which contradict this code of conduct are demanded, expected or tolerated by official bodies and the general public.

If in any particular country stricter rules or behavioural principles are in force than those defined in this code of conduct, these stricter rules shall apply.

As a complement to this code of conduct, concrete rules of behaviour relating to specific topics will be defined in separate guidelines and shall apply as rules of conduct in addition to this code. In cases where guidelines of this kind have already been issued, copies of the current edition can be viewed and printed out from the Festo WeNet page "Company, Corporate Governance, Compliance". Observation of this code of conduct and complementary guidelines shall be mandatory for the members of the Festo Management Board and Festo managers and staff. The code of conduct and complimentary guidelines shall be used as the basis for the relationships between the individual companies of the Festo Group and their staff in order to ensure that Festo's good reputation and the trust of everyone concerned in the Festo Group is maintained. No rights of third parties are to be conferred by this.

## **2. Chief Compliance Officer**

The Management Board of the Festo Group, with the agreement of the Supervisory Board, has appointed a Chief Compliance Officer (CCO), who in organisational terms reports directly to the Chairman of the Management Board but also has the right to report directly to the whole of the Management Board or the Supervisory Board.

The task of the CCO is to support the individual companies in the Festo Group in realising the requirements of this code of conduct as part of the process of implementing a Compliance Management System (CMS), to monitor conformity to the code with the support of other governance functions (Risk Management, Internal Audit), to help develop guidelines for the code of conduct within the context of the CMS and update these from time to time as required, and to be the contact person for all questions relating to the implementation of the code of conduct. The governance function "Internal Audit" shall also ensure conformity to the code of conduct and complementary guidelines when carrying out its work and shall notify any violations which it identifies to the CCO.

The complementary Compliance Committee which has been appointed shall support the CCO in the discharge of his duties and general work within the framework of the procedural rules of the Compliance Committee.

### **3. Behaviour in the business environment**

#### **3.1 Conformity to laws, regulations and internal rules**

At all Festo Group locations, the locally applicable laws and minimum industrial standards, the UN Convention of International Bill of Human Rights, the UN Convention against Corruption, the Declaration on Fundamental Principles and Rights at Work of the International Labour Organisation (ILO) and all internal Festo rules and regulations (referred to in the following as "standards") shall be observed.

The Management Board, managers and staff of the Festo Group shall be considered to be acting in the company's interests only if they observe these standards, even in cases where this may appear strategically and economically unfavourable or inappropriate from the point of view of an individual person or the company and even if they are instructed to the contrary by a member of Festo management personnel.

Each individual member of staff shall be responsible within his/her area of responsibility for ensuring that his/her behaviour conforms to these standards at all times. In view of their function as role models, we expect of our

managers not only that they communicate these standards in the desired form but also actually practise them themselves and require their staff to do the same. Our managers are the first point of contact for their staff in all questions relating to this code of conduct.

### **3.2 Fair competition**

The Festo Group is convinced of the quality of its products, its innovative strength, its integrity and the abilities of its employees. The Festo Group acknowledges the rules of a market economy and fair and open competition, both nationally and internationally.

We also expect this of our business partners and competitors. The Festo Group pursues its corporate objectives exclusively in accordance with the principle of high-quality performance and explicitly eschews all forms of business cooperation, orders or other advantages which could be obtained only through violation of the relevant rules on competition.

#### **3.2.1 Agreements relating to competition**

In all its activities, the Festo Group takes care to ensure observance of the principles of competition legislation, i.e. by refraining from market agreements, in particular agreements with competitors regarding prices, capacity, non-competition, the boycotting or support of boycotting of suppliers or customers, the submission of sham quotations during tendering operations or agreements to share customers, areas or production programmes. The above shall apply irrespective of whether such agreements or actions are the result of formal arrangements or are based only on informal discussions (e.g. at trade association meetings), informal "gentlemen's agreements" or "concerted actions" aimed at or causing one of the restrictions of competition mentioned above.

Any planned agreements with potential competitors shall be submitted in advance to the Festo legal department for examination and approval. No agreement may be made without the approval of the Festo legal department.

### **3.2.2 No bribery or corruption**

The Festo Group will not tolerate any form of corruption and firmly rejects any type of bribery. The Management Board, managers and staff of the Festo Group are prohibited from offering, promising or granting benefits to business partners, the staff or representatives of business partners, office holders, politicians or relatives or associates of any of these groups in return for preferential treatment when procuring goods or services, no matter whether there is entitlement in individual cases to a given service/action or not.

In this context, the Festo Group shall be bound by the 1998 edition of the guidelines of the International Chamber of Commerce (ICC) for combating corruption in business and the requirements of the US FCPA (Foreign Corrupt Practices Act) and the UK Bribery Act 2010.

### **3.2.3 Payments**

Payments arranged by Festo for deliveries and services received shall be made directly to the relevant contractual partner only (in the absence of legally valid transfer agreements or mandatory redemptions) and always in the country of the contract partner's registered office. Payments in cash are forbidden, with the exception of amounts up to EUR 100 and provided that a properly signed receipt is issued for these. Moreover, the CCO shall be informed without delay, and wherever possible in advance, of all payments and/or payment agreements that deviate from this principle.

### **3.2.4 Business incentives**

Performance-related commissions, bonuses, including those relating to purchasing pool agreements, discounts, and goods made available free of charge are typical business incentives. These or similar incentives may be granted or accepted only with observance of and in compliance with the applicable standards. The granting or accepting of this type of business incentive must be ethically, legally and socially appropriate in each individual case and must be documented in writing. Otherwise, incentives shall be rejected and/or immediately returned.

Remuneration, particularly in the form of commissions, paid to third parties, especially salespersons, brokers, consultants or other intermediaries, must be proportionate to the work provided and shall be documented in writing in full, particularly in terms of the subject of the remunerated activity and the settlement date. These payments must be of such a size that they do not create a basis, or lead to the assumption that a basis has been created, for bypassing the existing rules on the granting of impermissible advantages.

Any written agreement with representatives, brokers, consultants and other intermediaries, including any subsequent changes to such an agreement, must include an undertaking by the par

ties to the agreement to observe the existing principles at all times and not engage in bribery of any kind.

### **3.2.5 Offering, granting, accepting or requesting of advantages**

All agreements or subsidiary agreements which relate to the direct or indirect granting of advantages – of any kind whatsoever – in favour of individual persons or organisations in connection with the facilitating, awarding, approval, delivery, processing or payment of orders (e.g. kick-backs), shall be forbidden. This shall apply in particular to agreements with business partners and their staff or office holders.

Payments may be made or initiated by staff only when contractually agreed goods are delivered or services are performed. Any such payments must be appropriate and must be recorded in accordance with the principles of correct accounting. No payments may be agreed in cases where there are grounds for assuming that they are intended in whole or in part for the payment of bribes.

All staff are forbidden to offer, make, request or accept direct or indirect gifts and other donations relating to business activities. This shall not apply to occasional hospitality and gifts which are of no significant financial value and conform to the usual level of business etiquette. The offering and acceptance of hospitality and gifts of this kind shall, however, at all times be subject to the requirement that there is no contravention of legal regulations and that the possibility of influence on business decisions can be excluded from the very outset.

### **3.2.5.1 Offering and granting of advantages**

In accordance with this code of conduct, gifts, hospitality and similar advantages shall be forbidden if, due to their value or for other reasons, they are likely to place the recipient under an obligation which may call into question his/her commercial or professional independence.

The offering and making of gifts of money shall be forbidden in all cases. Invitations to events or other social occasions must be either in line with customary business practice and appropriate in their scope and type or must have a clear business purpose.

The amounts of money spent on business hospitality must be appropriate to the nature and scope of the hospitality in question.

Both the active and passive bribery of office holders is a criminal offence worldwide. Festo rejects all acts of bribery.

Any invitations of office holders (this term should be taken to include civil servants and politicians as well as representatives and/or agents of public institutions active in public functions – to name but a few examples) to events or social occasions of the type described above and in line with this code of conduct shall accordingly be permissible only if and to the extent that international or national legal regulations do not forbid this and, if such invitations are permissible, the relevant legal requirements are met.

Invitations or gifts of this kind must not be capable of being construed as acts of bribery or be made in a way which suggests this, i.e. under no circumstances may such invitations or gifts be linked to requests for or the granting of a reciprocal service or official action or in any way appear to be an attempt to influence an impending administrative action. Attention is drawn to the requirements of our anti-corruption and integrity guideline and any national guidelines supplementing this.

Invitations relating to events with business partners and involving travel in aircraft belonging to Festo (hot airship, hot-air balloon) are permissible; the type and scope of such events must, however, be appropriate.

In all cases, the Festo Group attaches great importance to the observance by recipients of invitations and gifts which are permissible in accordance with this code of conduct, of the codes of conduct of their companies or organisations. The attention of recipients shall be drawn to this. In cases of doubt, a statement of approval by the line manager or superior of the recipient in question shall be requested.

### **3.2.5.2 Requesting and accepting of advantages**

The above-mentioned principles shall also apply to the accepting of advantages: no member of the Management Board, management team or staff of the Festo Group shall use his/her position or function in the company to request, accept or procure personal benefits (including intangible benefits) for him/herself or others close to him/herself.

Occasional invitations to customer events or meals, particularly during or following official meetings (provided that the criteria of section 3.2.5.1 are met), or the accepting of gifts of a symbolic character or low value shall be permissible.

In accepting invitations, including those within the context of events, it must furthermore be ensured that these invitations are of a clear and predominantly business-related nature and that the amounts of money spent on business hospitality must be appropriate to the nature and scope of the hospitality in question. It shall be permissible for a member of Festo staff to respond to an invitation by a business partner to attend a charity event or make a donation for a charitable purpose only if it is ensured that this is in conformity with the principles as stated in this code of conduct, in particular those in the first paragraph of section 3.2.5.1.

Requesting and accepting gifts of money shall be forbidden in all cases. If a member of the Management Board, management team or staff of the Festo Group is offered gifts and/or other advantages above and beyond the limits described here, including an opportunity to enjoy preferential conditions for him/herself or persons close to him/herself, this shall be refused in all cases. The CCO shall be informed without delay of offers of this kind.

### **3.2.5.3 Violations of the law and prohibitions**

Violations of the regulations and interdictions stated in sections 3.2.5, 3.2.5.1 and 3.2.5.2 shall not be justified anywhere in the world by the argument that certain actions are simply local customs and are practised by everyone concerned.

### **3.2.6 Donations and sponsoring**

Payments without an advantage in return (charitable donations) must always be made in a transparent way, i.e. the recipient and the concrete purpose to which the donation is being put by the recipient must be known and traceable. In the case of sponsoring, it shall be ensured that the financial donation is proportionate to the agreed return.

The Festo Group has issued a donations and sponsoring guideline for this purpose. Attention is drawn to the current edition of this Festo Group guideline. This can be viewed on the Festo WeNet page "Company, Policies, Donations and Sponsoring" and printed out as required.

## **3.3 Sustainability and environmental compatibility**

Festo follows the principles of sustainability and environmental compatibility. The Festo Group is aware of the scarcity of resources and its responsibility towards future generations. Compliance with all applicable environmental protection laws, including the local provisions of the individual countries in which Festo is active, is a self-evident obligation for corporate management, for managers and each individual staff member of the Festo Group. The Environmental Manager appointed for the Festo Group therefore controls and monitors the environmental management system which has been installed by the Festo Group and which is based among others on the international ISO standards 14001:2004.

We also ensure that environmental regulations are observed during the manufacturing process and throughout the lifecycle of our products. Both during the development of products, the selection of materials and suppliers, and during the production processes we apply high standards with regard to ecological factors and environmental compatibility.

### **3.4. Tolerance and equality of opportunity**

As a globally active company, the Festo Group works with staff and business partners of various nationalities, cultures and philosophies of life.

Our work with one another is characterised by respect, tolerance, esteem, fairness and openness.

The Festo Group rejects without exception discrimination, harassment, disadvantaging, humiliation and all other forms of disrespectful treatment and also discrimination in favour of staff or business partners on the basis of ethnic background, sex, religion, philosophy of life, political opinions, physical disability, age, sexual orientation or any other ethical, social and legally protected characteristics. All forms of harassment in the workplace, particularly of a sexual nature, are fundamentally forbidden. It shall be irrelevant with regard to the above whether or not the affected person is able to avoid the behaviour in question or whether the person violating this principle regards his/her own behaviour as acceptable.

Managers should in this context be aware of their position as role models and take steps to ensure a working environment which is free of discrimination and harassment.

### **3.5 Reporting and documentation**

All minutes and reports, particularly those that are intended for the information of third parties, shall be technically correct and truthful. Data capture and other records shall always be complete, correct, timely and system-compatible and shall allow the identification of the originator or author and the date of creation.

All business transactions, particularly all oral and written agreements reached, shall be documented and filed in accordance with legal and internal requirements.

### **3.6 Selection of business partners**

The Festo Group selects its business partners purely on the basis of objective and economic criteria and examines all offers from its suppliers fairly and impartially. Unprofessional preference or disadvantaging of suppliers, especially for private reasons, is prohibited as a matter of principle. In the case of invitations to tender, contracts shall be awarded to the most cost-effective tenderer unless other reasons (quality, service, long-standing business relation, creditworthiness, etc.) justify a different decision. In these cases, the decisive considerations shall be documented, without enabling third parties to derive claims from this action.

Festo expects its suppliers, customers and all other business partners to respect, for their part, the values expressed in this code of conduct, to take note of these in their dealings with Festo and ensure that they are complied with. The Festo Group attaches importance to the principle that, wherever possible, the requirements of this code of conduct should be incorporated into contractual agreements, particularly with its suppliers, but also with customers and/or other business partners – in so far as these do not have their own approved code of conduct. With regard to relationships with suppliers, this shall be possible only if the suppliers have agreed to our supplier code of conduct or can demonstrate that they have their own supplier code of conduct which is based on the same principles.

However, without regard to this, the Festo Group shall in the case of longer-term supplier relations reserve the right to premature termination of the business or supplier relations if, despite warnings, there are serious violations of the principles described in this code of conduct, particularly with regard to bribery, inappropriate granting of advantages, or forced or child labour.

### **3.7 Confidentiality of information and data protection**

All information that concerns the companies of the Festo Group and its business partners shall be treated confidentially and shall not be made available to third parties unless the information is already public knowledge or has been made publicly available by other means. The forwarding of information in the context of official requests for information or within the framework of fulfilling the commercial interests of the Festo Group is excepted. This obligation shall continue to apply after the termination of working relationships.

The direct or indirect use of confidential information for personal purposes is prohibited. All members of the Festo management board, managers and staff shall be obliged to actively safeguard confidential information against unauthorised access in accordance with internal company guidelines. The Festo Group in particular rejects all forms of industrial espionage, no matter whether active or passive.

The Festo Group shall consistently conform to the relevant data protection regulations. Personal data relating to customers, staff or other business partners which fall within the scope of data protection legislation shall be gathered, processed or used by the Festo Group only when this is legally permissible or the person concerned is in agreement. Protection of privacy in the use of personal data and the safety of all business data shall be safeguarded in all business transactions, taking into account the applicable legal requirements. Confidential information, official documents and data storage media shall, as a matter of principle, be protected against access by third parties. The relevant data protection manager shall provide support in these matters for the areas/departments/companies in question.

### **3.8 Regulations covering foreign trade, export control and customs duties**

The Festo Group shall observe all regulations relating to foreign trade, embargoes, customs duties and the control of terrorism as well as the regulations established in this context relating to payment processes which are applicable in the various countries in which it conducts business. All Festo staff who are involved in the import and export of goods, services or technologies (including technical data) and the processing of payments shall be obliged to observe the relevant laws and regulations applicable to economic sanctions, import and export control and all guidelines and processes connected with their business activities.

## **4. Behaviour towards colleagues**

### **4.1 Management culture**

The Festo Group considers its staff to be its most important asset. Accordingly, it invests in its employees' qualification and expertise; commitment and performance are specifically promoted and rewarded.

The Festo Group has developed and communicated a leadership culture based on the Festo values (details of which can be viewed via the Festo WeNet page "Company, Corporate Culture, Values – Our Values"). In line with these principles, all managers are required to act as role models and behave in accordance with this code of conduct, particularly when working with the staff assigned to them, and display esteem, consistency and an awareness of responsibility. Managers must gain and maintain acceptance by their staff through exemplary personal behaviour, performance, openness and social skills.

## **4.2 Fair and safe working conditions**

The esteem in which the Festo Group holds its staff and the sense of responsibility which it has towards them are also reflected in the desire by the Festo Group to offer its staff in all countries fair and safe working conditions which meet all relevant legal requirements, including local requirements.

The safety and health of all staff is also a top priority for Festo. Festo therefore makes every effort to ensure a consistently high standard of quality in all company divisions, particularly in designing products and workplaces to be safe. Processes, systems and operating resources must comply with the applicable legal and internal health and safety regulations, as well as fire and environmental protection regulations. In recognition of its international presence, the Festo Group also observes the convention of the International Labour Organisation (ILO) governing basic principles and rights at work and, among other things, rejects all forms of forced or child labour.

The Festo Group tolerates and respects freedom of association and the right of its staff to be members of or otherwise belong to constitutionally recognised associations, such as correctly founded labour unions or other associations which safeguard and protect the interests of workers. The Festo Group will not disadvantage individual staff members because of activities of this kind.

## **4.3 Avoidance of conflicts of interest**

The Festo Group attaches importance to ensuring that members of its Management Board, managers and staff do not become involved in conflicts of interest or loyalty in the course of their professional activities.

Conflicts of this kind may, for example, occur (a) in the case of transactions between companies of the Festo Group on the one hand and members of the Management Board, or persons close to these, on the other; (b) if a member of the Management Board or Festo staff works for another company or has a direct or indirect interest in this; or (c) in cases where personal advantages could result from business relationships with competitors or business partners of the Festo Group.

No member of the Management Board or Festo staff may therefore maintain this type of business relationship if it could reasonably be assumed that the relationship could influence business decisions or transactions. This shall particularly be the case if the person concerned were otherwise to enjoy a significant advantage in excess of what would be socially appropriate.

Any such business transactions shall as a general principle be disclosed before they are concluded and shall be permissible only with the previous written approval of the CCO.

## **5. Implementation of the code of conduct**

The Festo Group will not accept violations of this code of conduct.

All managers within the Festo Group shall therefore be obliged to inform their staff of the contents and importance of this code of conduct.

Managers must ensure that the staff assigned to them are not only aware of the existence of this code of conduct but also and in particular have understood it and realise its importance. Managers shall also be obliged to ensure that their staff adhere to the code of conduct and to assist them in doing so. Managers shall at regular intervals monitor compliance with the relevant standards (see section 3.1.) and clarify this as necessary in discussions with staff. If there are indications of violations of applicable laws, managers must look into these resolutely and inform the CCO as appropriate.

The Festo Group shall provide its staff with appropriate information (e.g. in the form of guidelines supplementary to this code of conduct) to allow them to recognise possible violations of laws and this code of conduct in a timely fashion and thus help them avoid these. This shall include, in particular, training courses on certain topics and in specific hazardous areas. In turn, the Festo Management Board, managers and staff shall be obliged in cases of doubt to act on their own initiative to obtain information on how to act in a legally and ethically unimpeachable way. The CCO is available to answer any queries.

All staff of the Festo Group may contact their line manager or the CCO directly with any queries regarding the content or interpretation of the code of conduct. This applies in particular to the notification of any violation or suspected violation. Questions concerning this code of conduct and the notification of violations or suspected violations can be forwarded via the WeNet page "Company, Corporate Governance, Compliance" or directly to this email address: [compliance@festo.com](mailto:compliance@festo.com).

Above and beyond the requirement stated in individual sections of this code of conduct to provide notification of compliance-related actions, every member of staff who on the basis of concrete evidence believes in good faith that a violation against the code of conduct has taken place or might take place shall have the right to give notification of any such actual or suspected violation. Members of staff who notify their line manager or the CCO via the hotline [compliance@festo.com](mailto:compliance@festo.com) or by a possible installed Whistle-Blowing Hotline concerning actual or suspected violations need not fear that any disadvantages will result from this. Notifications shall be treated as strictly confidential. In so far as necessary, the Festo Group shall take suitable measures to protect the member of staff (or informant) against disadvantages. In so far as possible and legally permissible, the Festo Group shall treat as strictly confidential the identity of staff members who give notification of actual or suspected violations and of staff members who actively participate in the verification of violations.

The hotline [compliance@festo.com](mailto:compliance@festo.com) and/or implemented Whistle Blowing System will also be available to external persons for the notification of illegal actions by the Festo Group. External persons can obtain information about compliance within the Festo Group via the Internet address [www.festo.com](http://www.festo.com) (Corporate Information – Corporate Management and Values) and in particular view this code of conduct and print out a copy of this.

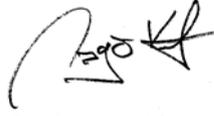
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