



Safety is for life.™



**The REMBE®  
Way:**  
Fair, decent  
and successful



Consulting. Engineering. Products. Service.





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## Abbreviations

|        |   |                              |
|--------|---|------------------------------|
| CCO    | = | Chief Compliance Officer     |
| MD     | = | Managing Director            |
| RECODE | = | REMBE® Commitment to Decency |
| RFM    | = | REMBE® Family Member(s)      |

## Table of contents

|  |          |
|--|----------|
| <b>1 Purpose and scope</b>                 | <b>4</b> |
| <b>2 Basic rules</b>                       | <b>4</b> |
| 2.1 Working with each other                | 4        |
| 2.2 Acting as an example                   | 5        |
| 2.3 Communication and transparency         | 5        |
| 2.4 Abiding by the law                     | 5        |
| 2.5 Business relationships                 | 6        |
| 2.6 Conflicts of interest                  | 6        |
| 2.7 Confidentiality                        | 7        |
| 2.8 Social engagement                      | 7        |
| <b>3 Special issues</b>                    | <b>7</b> |
| 3.1 Competition and cartel law             | 7        |
| 3.2 International trade and export control | 7        |
| 3.3 Tax laws                               | 8        |
| 3.4 Environmental protection               | 8        |
| 3.5 Occupational health and safety         | 8        |
| 3.6 Safety and quality of products         | 8        |
| 3.7 Data privacy and protection            | 8        |
| 3.8 IT security                            | 8        |
| <b>4 Implementation</b>                    | <b>9</b> |



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## Do the right thing right – at the right time: Why a REMBE® Commitment to Decency?

Dear REMBE® Family Member,  
dear Co-Partner,

In the global competitive environment our customers and business partners expect, in addition to high-quality products and services, professional and honest behaviour that includes compliance with legal regulations and ethical standards. By meeting these expectations, we cement confidence in our company and the REMBE® brand.

At the same time, we cultivate the values that have been shaping our straightforwardness, our activities and our success for several decades. We are jointly responsible for our company's reputation. Improper behaviour by even one person can damage our reputation for a long time. That is the reason I created this **REMBE® Commitment to Decency** (RECODE), which represents our common understanding of professional and honest business conduct and based on relevant guidelines and rules.

I will closely monitor the development of the legal and business environment, and adjust our RECODE appropriately if necessary.

The RECODE offers orientation and assistance, but also contains the binding requirements that govern our activities.

I expect all the REMBE® Family Members (RFM) to fully and consistently comply with the defined set of values. You have my complete trust.



**Stefan Penno**  
Managing Director



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## 1 Purpose and scope

It is basically a matter of course that companies, the management and the RFM act in compliance with the applicable laws. Ensuring that this is the case, is becoming ever more difficult due to the myriad of requirements and the increasing number of legal provisions and regulations.

All activities that help to ensure behaviour by a company and its employees that meet the regulations and laws in day-to-day practice and to prevent incorrect behaviour are referred to as "compliance". This also includes observing contractual agreements and voluntarily agreed commitments.

This RECODE constitutes the basis of compliance activities at REMBE®. It describes the key legal and business policy principles that we use in our relationships with customers, vendors and other business partners as well as in our internal cooperation. It also determines our conduct on international markets and in the various countries in which we work. The RECODE aims to support the RFM in their daily work.

Honesty, responsibility, professionalism, trust and appreciation are the values that we live in our behavior. That is what the company and the REMBE® brand stand for.

We consider observance of these core values to be just as a requirement for justifying the trust our business partners place in us, being a successful market player and ensuring the high quality of our products and services. For us, the reputation of this company is more important than the individual success of any particular business transaction or person.

The RECODE is binding for all RFM. It does not just apply to the conduct during working hours, but also to activities outside the workplace that could affect the interests of the company, or where an RFM is perceived in a company-representing manner by third parties.

In some countries business practices do not meet the requirements of this RECODE. Nevertheless, I expect the RFM to use these rules for guidance on the basis of the relevant applicable laws. Regional regulations shall have priority if and to the extent that they exceed these requirements.

## 2 Basic rules

### 2.1 Working with each other

The relationships between the RFM in all organisation units, teams and in all REMBE® satellites are characterised by professionalism, mutual respect and fairness. In this we take account of cultural differences.

Nobody is disadvantaged due to his age, gender, marital status, race, religion, skin colour, sexual orientation, disability, national origin or heritage. The strong help those who are not as strong. In the working environment we do not tolerate discrimination, harassment or reprisals. This also applies to our contacts with people outside of the company, for example, job applicants.



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## 2.2 Acting as an example

The RFM who take management responsibility shall act as example for all RFM. They are expected to observe the principles laid down in this RECODE with special engagement, as well as providing support and ensuring they are complied with in everyday work life.

We cooperate with official organisations and authorities and support their work – while maintaining our rights.

In order to avoid misunderstandings and/or a lack of clarity, only expressly authorised RFM can provide company statements. This applies in particular to communication with the media, official organisations and authorities.

As a matter of principle we do not provide information on customer relationships, matters relating to an individual RFM, competitors or ongoing investigations. We do not comment on rumours as a matter of principle.

## 2.3 Communication and transparency

Reports and communication to RFM, business partners, the public, official organisations and authorities shall be understandable, truthful and submitted in good time. They must also be in compliance with the applicable laws and regulations. Our financial statements shall correctly document business transactions.

### Preventive legal advice

In order to reduce risks RFM should obtain advice from the REMBE® lawyers if there are legal issues in question or uncertainty.

### Use of company resources

Each RFM shall handle the company's resources, such as machinery, fixtures and office materials, responsibly. Private use is not allowed. In individual cases, exceptions require an approval from the responsible Director or MD. In particular, the REMBE® guidelines must be consistently applied when using corporate digital communication media.

Gifts, favours, hospitality or other benefits may only be given or accepted if they do not infringe applicable laws and neither damage the public reputation of REMBE® nor the integrity of the RFM if they become known publicly.

In cases of doubt, the matter must be discussed and agreed with the responsible Director, the MD or the Chief Compliance Officer (CCO).

## 2.4 Abiding by the law

We operate our business in such a manner as to comply with the applicable laws, other binding regulations and obligations that we have entered voluntarily. It is in particular the responsibility of the MD, the responsible Director/Team Leader, to give the RFM all the necessary instructions and support, e.g. access to all internal guidelines, and if necessary to explain them.

Innovative products and solutions are of great importance for the development of the company. Inventions made by RFM or third parties for the company must be legally protected by reasonable means. No RFM may disclose information on the company's know-how and expertise (e.g. drawings, business ideas, market information, prices, data media) or business secrets to project partners or other third parties without being expressly authorised to do so.



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### **Corruption, Bribery**

When competing for orders REMBE® bases its decisions on objective economic criteria such as quality, price and customer benefit.

The RFM are not permitted to offer or give third parties direct or indirect advantages to exert an unfair influence on economic decisions, whether through financial payments or other means. No RFM may use his or her employment relationship to demand, accept or otherwise acquire unfair advantages.

## **2.5 Business relationships**

### **Awarding contracts**

We maintain fair dealings with all business partners. Vendors and service providers are selected using objective and traceable criteria as well as on the basis of comparing quotations.

### **Business incentives**

Commissions or benefits (e.g. discounts or price reductions) related to goods and services are permissible business incentives. Their use always requires – in addition to comprehensive documentation – great care and the observation of the relevant legal provisions and regulations.

### **Payments**

Payment for goods and services received shall be made directly to the relevant contractual partner and in general in the country where he is based. Before agreeing on other payment arrangements the responsible Director must be informed, who informs if necessary the MD.

## **2.6 Conflicts of interest**

### **Secondary employment**

Holding a second job requires the prior approval of the responsible Director and the Team Leader FA-HRA. Consent will not be given as a matter of principle if the secondary employment may adversely affect work performance and/or security in general, contradicts the RFM duties or if there is a risk of a conflict of interests.

### **Interests held in competitor, customer and vendor companies**

Material interests held by RFM in a competitor, customer or vendor company of REMBE® require the consent of the MD, the responsible Director and the Team Leader FA-HRA. Material interests held by close family members of a RFM in a competitor, customer or vendor company must be notified to the CCO if there is the possibility of a conflict of interests for the RFM. Spouses, registered partners, children and other relatives with whom the RFM has lived in the same household for at least a year at the time the stake is purchased are defined as close family members. A material interest is defined as 10 % of the shares or more, for listed companies 1 % or more.

### **Transactions with employees or family members**

There should be no REMBE® transactions with employees or their family members if they have not been agreed individually in advance by the MD/responsible Director.

### **Business opportunities**

No RFM may exploit REMBE® business opportunities to his or her own advantage or the advantage of third parties.



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## 2.7 Confidentiality

All information pertaining to REMBE® must be considered as potential trade secrets. Therefore, it must be treated with the proper confidentiality, as far as this is legally permissible, and any disclosure to unauthorised third parties (including family members and friends) must be prevented during or after termination of the employment relationship.

Each RFM shall handle such information responsibly and with foresight, e.g. through a prudent storage and avoidance of any information being left out in the open, in order to protect it from access by third parties. It is also prohibited to use such information for personal gain, for the benefit of third parties or to the disadvantage of REMBE® (e.g. registration of an intellectual property right under one's own name). In cases of doubt, a consent from the MD must be obtained prior to disclosure or transfer of any such information.

## 2.8 Social engagement

REMBE®'s social engagement includes making donations, mainly for social or cultural purposes, but also for research and development topics. Donations are made in a transparent manner and free of personal interests. All donation processes are documented.

As a matter of principle REMBE® does not get involved in party-political activities. This includes financial support and benefits for parties, political organisations and their representatives as well as activities or events on behalf of or on the REMBE® premises. The RFM are always free to get involved appropriately in political activities as private individuals and citizens – outside of working hours.

# 3 Special issues

## 3.1 Competition and cartel law

When dealing with competitors and business partners we follow the rules of fair competition. These are the basic requirement for performance-based market regulations. Any actions that aim to create an economic advantage in a manner that contravenes competition law or using cartel agreements are prohibited. This relates in particular to agreements among competitors to fix or control prices, boycott certain vendors or customers, share customers or markets, restrict the production or sale of products.

Infringing current competition law can result in substantial fines, risk of damages and loss of image that harm our company and its position in the market. In addition, the affected RFM themselves will have to expect legal consequences.

## 3.2 International trade and export control

REMBE® observes the relevant customs and export control regulations in international trade. Each RFM shall follow the internal rules on export control as well as the legal provisions and regulations.

Without approval by the relevant authorities, REMBE® does not import or export materials, products or technologies that are subject to statutory control and require import or export permits.



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### 3.3 Tax laws

As an internationally operating group, REMBE® observes all relevant tax law provisions. It does not support improper behaviour by business partners.

We set transfer prices using globally recognised principles and compare them with the terms and conditions of external third parties.

RFM on international assignments are obliged to comply with the tax laws that apply to them personally.

### 3.4 Environmental protection

Compliance with high environmental standards is an important element of our company policy. This includes the incorporation of an environmentally-minded way of thinking, and the development of a sound environmental awareness in the daily work of all RFM, as well as the full compliance with legal regulations, and a future-oriented way of acting with regard to environmental protection. Our objective is to continuously optimise the environmental protection.

### 3.5 Occupational health and safety

REMBE® provides a safe working environment for the RFM. As a family owned company, we attach great importance to

- a culture of mutual trust and responsibility
- appreciation towards all RFM and the RFM among each other
- open communication between all employees, regardless of their position
- compliance with legal requirements in the field of occupational health and safety
- prevention of accidents, personal injuries and occupational health issues
- avoidance of risks through voluntary preventive actions

### 3.6 Safety and quality of products

Operational safety is an important responsibility to which REMBE® has dedicated itself wholeheartedly. Throughout the world we have a single aim – to provide the best possible protection for the systems and processes of our customers.

The quality of products is subject to regular surveillance by different international notified bodies. The result is safety products licensed under globally recognised and industry-specific standards and regulations.

### 3.7 Data privacy and protection

REMBE® respects the rights of the RFM and third parties relating to their personal data. The company takes the necessary precautions to ensure that personal data is only recorded, processed and used in strict compliance with the relevant applicable provisions.

### 3.8 IT security

As a result of the intensive use of IT systems, the business activity of REMBE® is heavily dependent on their operation and availability. In order to limit the resulting potential risks the applicable guidelines on IT security must be observed strictly.





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## 4 Implementation

Each RFM consciously and actively contributes to implementing the principles of this RECODE correctly in his or her area of work.

### **Information and control duties by the MD**

The MD ensures that the RFM are informed about the content of the REMBE® RECODE and comply with its stipulations. The RFM can discuss any questions in connection with this RECODE with their Team Leader, the responsible Director or the CCO.

### **Employee duty of notification if violations become known**

In cases of doubt and in case of violations of the RECODE the RFM informs his Team Leader, the responsible Director or the CCO.

### **Chief Compliance Officer**

The CCO supports the implementation of the RECODE in the company. In this function he reports directly the MD, but does not receive instructions from him.

If the CCO determines that there is reasonable initial suspicion of infringement of the provisions of the RECODE he may request the responsible Team Leader/responsible Director to assist in clarifying the matter. Information on any incorrect behavior will be treated anonymously upon request in order to avoid disadvantages for the RFM providing the information.

### **Alternative information point**

If RFM are or become aware of facts relating to criminal or cartel law, instead of the CCO they may also inform the law office commissioned for this purpose by REMBE®. This also applies to any kind of violation of human rights, such as, for example, discrimination.

The law office will forward such information to the CCO but without naming the informant in order to ensure confidentiality in such cases (ombudsman system). Contact can be made from any country, either in German or English, and both by telephone and in writing.

The contact data of the REMBE® attorneyship are:

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### **Sanctions and consequences**

Infringements of the RECODE may result in employment, civil or criminal law consequences for the RFM concerned and will also be treated in line with the usual corporate practice.



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