Rosenberger

Compliance

Code of Conduct

ROSENBERGER GROUP



Reputation matters! Rosenberger is focused on achieving the highest levels of ethical behavior across the organization.



The companies of the Rosenberger Group* companies have built strong reputations in their markets by manufacturing high-quality products and conducting sustainable business to earn the trust of stakeholders all over the world. Even though we operate in different companies under distinct brands at various sites and locations around the world, we have all been guided by the same ethics, standards of integrity and values over many decades.

Owing to the global nature of the operations of companies of the Rosenberger Group we are subject to a wide variety of statutory regulations and standards throughout the world. To fully serve our stakeholders and to thrive in the future, our commitment to business integrity must be as robust as our products. This implies conducting our business ethically, based on our shared values and in compliance with all laws and regulations. Ethics and compliance are therefore of crucial importance to us.

Ethics and compliance are not merely abstract concepts, but a code of behavior that applies to everyone within our group of companies. This code of behavior applies to our employees and everyone who work for us, regardless of their position, business area and the country they work in or the type and duration of the work they perform. Only by strictly fulfilling these requirements can we avoid significant legal and economic risks for our entire company and thus for all of us. In this way, we also safeguard the legitimate interests of all our stakeholders – including customers, suppliers and owners – respect the needs of society, and protect people and the environment. Worldwide integrity is the basis for our sustained success.
The companies of the Rosenberger Group refrain from doing business that is only possible by violating laws or company rules. No superior may issue any instructions to the contrary.

The companies of the Rosenberger Group run a continuous ethics and compliance programme to create and maintain the necessary awareness and routine in dealing with ethics and compliance issues. The individual components of this programme together form the CMS (Compliance Management System). The Ethics and Compliance Policy forms the framework for the CMS.

Even isolated violations of legal requirements could cause enormous damage to the good reputation we work hard to maintain every day and that we have built up over many years. We expect all our employees and everyone who works for us to internalise the rules contained in this Policy, to implement them fully in their own area of work and to take advantage of the training provided on this subject.

The Ethics and Compliance Policy as well as our compliance organisation and compliance management provide assistance with all compliance issues, especially in cases of doubt. You are explicitly encouraged to make use of the help available.

Let‘s work together to uphold our good reputation! Worldwide integrity is the basis for sustaining our success into the future.



Eric
Küppers
CEO

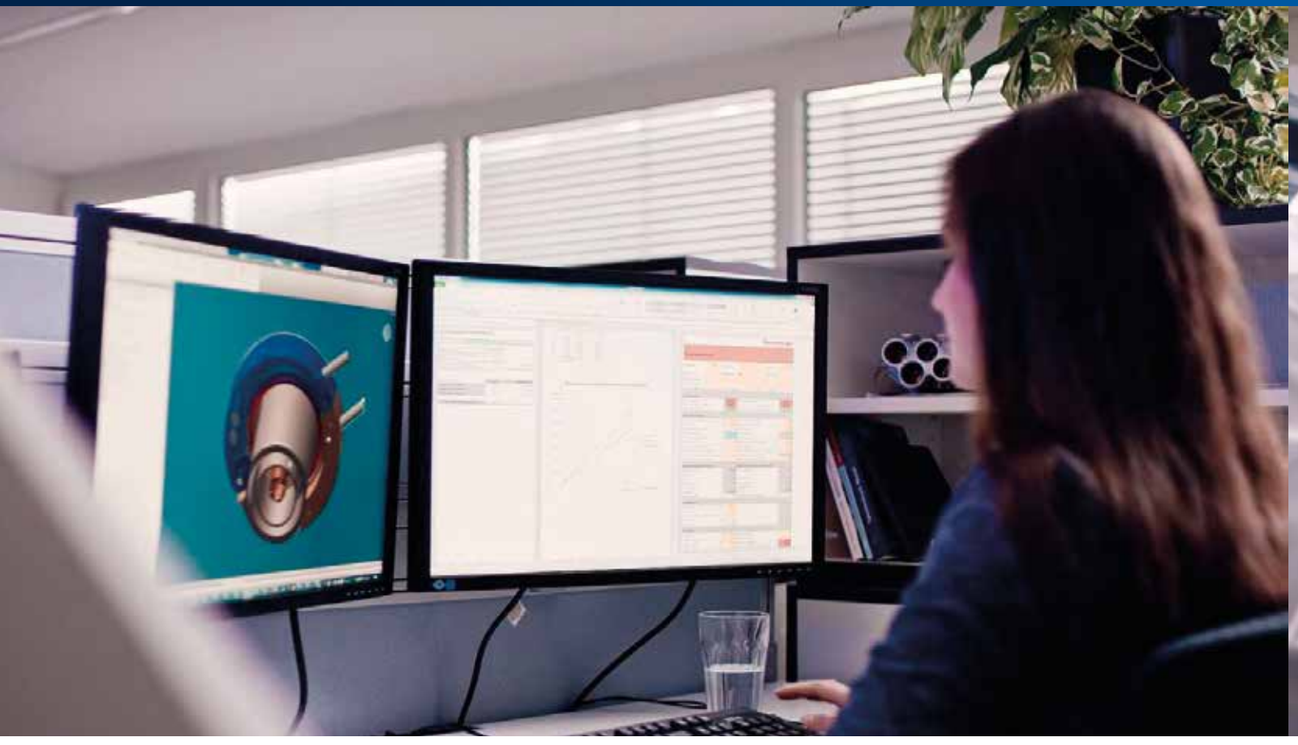


Josef
Rottenaicher
CFO



Jochen
Ehrenberg
COO

* Where reference is made in the following to „Rosenberger“ or the „Rosenberger Group“, this also refers to the independent companies of the Rosenberger Group which operate under their own brand in their respective markets. The terms „Rosenberger“ and „Rosenberger Group“ are used for ease of reading only.



Article 1:
Compliance with the law

Rosenberger and all of its employees are bound to all respective applicable national and international laws. This includes for example payment of levies and taxes due, obtaining of required administrative acts, observing legally protected material and immaterial interests (e.g. intellectual property) of third parties as well as observing all prohibitions of criminal law, specifically in the field of money laundering and fraud. This list is not conclusive.

Insofar as there are regulations within the company (e.g. company agreements) and guidelines, all affected employees are bound to observing them.

Example 1: Rosenberger employee manipulates data (e.g. technical data) of an RF connector in order to win a new customer.

Example 2: Rosenberger employee manipulates financial data in order to “reduce” tax payments in an unlawful way.



Article 2:
Fair competition & antitrust

Rosenberger believes in fair competition. All employees are bound to adhere to the rules of fair competition in the countries where we do business, within the scope of the legal frameworks. Rosenberger especially observes the applicable competition and cartel laws, which forbid agreements or behavior that may alter or restrain trade or competition.

Irrespective of the situation, it is strictly prohibited, in particular, to agree bids, prices, terms of business, production plans, sales quotas or market share with competitors. This includes also unofficial meetings, coordination, etc. The exchange or disclosure of commercially sensitive information relating to competitors, customers or suppliers may also violate applicable competition laws. Even the appearance of unfair competition needs to be avoided.

Example 1: During a trade fair Rosenberger employee orally agrees to fix prices of some RF connectors with an employee of a competitor that sells comparable RF connectors for the next calendar year.

Example 2: Rosenberger has a good market share for a certain HV connector in country A. Competitor has a good market share for a comparable HV connector in country B. In order to avoid competition, Rosenberger employee agrees with an employee of Competitor to mutually not enter the other country.

Example 3: Rosenberger employee and an employee of a competitor company share with each other sensitive information as to their price strategies for certain connector projects.





Article 3: Gifts & hospitality (esp. prohibition of corruption)

To build goodwill and acknowledge appreciation in business relationships, courtesies like gifts and hospitality are commonly exchanged with customers, suppliers and other partners.

However, these courtesies must reflect a normal business custom and may not influence, or give the appearance of influencing, any business decision. Good judgment should always guide us in these situations. Business courtesies are prohibited by law under certain circumstances and in certain countries. We must each follow the policies that apply to us.

Gifts and hospitality include anything of value given or received for personal use as the result of a business relationship and for which the recipient does not pay fair market value. Examples include offers of goods and merchandise, promotional items (such as bags, pens, calendars, agendas, caps, watches, etc.), services, meals, travel, accommodation, entertainment (such as tickets to concerts or sporting events) as well as discounts for such goods or hospitality.

Insofar, the following rules apply:

- Gifts of cash or cash equivalents, such as gift certificates and vouchers, are never permitted.
- For presents, such us merchandise and promotional items, upper limits have to comply with local laws and with common ethically accepted practice, which is for example in Germany a maximum amount of EUR 25.
- Business entertainment, including but not limited to catering and business entertainment, of customers and contractors shall be appropriate taking into account legitimate business interests.

Attempts of business partners or third parties to influence employees in their decisions in any unfair way (e.g. through disproportionate presents, benefits or the like) are to be reported to the respective superior.

In the interest of full transparency and to facilitate possible audits or reviews, any giving or receiving of gifts or hospitality must be fully and accurately recorded.

Example 1: Rosenberger employee pays $ 100 as a gift of money to a state official.

Example 2: Rosenberger employee receives from a potential supplier a valuable gold-plated watch.

Example 3: Rosenberger employee invites a potential customer to see the upcoming football Champions League game in the stadium VIP lounge for free.





Article 4: Security, data protection & handling of confidential information

The protection of data, assets, premises, staff, visitors, information systems and telecommunications networks from hostile acts and from competitors is paramount to our success.

Rosenberger's sustainable business success depends in particular on using confidential information and data (both from Rosenberger and from third parties, e.g. business partners) and its non-disclosure. Confidential information of any kind (e.g. business secrets, inventions, designs, sketches, technical or economic data) shall not be passed on to unauthorized persons – neither internally nor externally. This obligation remains in force even after the termination of any existing employment contract. In order to protect such information, this obligation to maintain confidentiality shall also be part of contracts with our business partners.

Additionally, the processing of personal data is highly regulated by law (e.g. the EU General Data Protection Regulation). Rosenberger strictly adheres to the applicable data protection laws.

Example 1: Rosenberger employee forwards data that is protected under a "non-disclosure agreement" to an unauthorized 3rd party.

Example 2: Rosenberger employee forwards personal data of an EU person (e.g. name, email address etc.) to a 3rd party without legal basis (e.g. without existing contractual relationship with this 3rd party).

Article 5: Quality & safety

Quality is a central concern to our company management. Its priorities are customer satisfaction, process-oriented management, failure avoidance and continuous improvement as well as total quality management. Customers' requirements concerning quality, reliability, speed and price need to be realized.

Regarding product safety, all employees are responsible for excluding risks and dangers resulting from the use of our products for health and safety to the most possible extent. The applicable technical and legal standards and regulations shall be observed.

Example: Rosenberger employee does not identify and apply all applicable technical norms and standards in the course of development of a new Rosenberger product.





Article 6:
Handling of business assets

Rosenberger's tangible and intangible assets (e.g. products of Rosenberger, factory and office equipment, software, patents, trademarks, logos, know-how etc.) are entrusted to the employees for a specific purpose. They serve the purpose of supporting the respective Rosenberger employees in achieving the business goals of Rosenberger and to promote them. These property assets shall exclusively be used for business purposes and not for personal reasons.

Attempts of business partners or third parties to influence employees in their decisions in any unfair way (e.g. through disproportionate presents, benefits or the like) are to be reported to the respective superior.

In the interest of full transparency and to facilitate possible audits or reviews, any giving or receiving of gifts or hospitality must be fully and accurately recorded.

Example: Rosenberger employee uses the Rosenberger office Laptop provided to him for extensive private surfing in the Internet during his working hours.

Article 7:
Avoiding conflicts of interest

Commercial conduct shall be oriented – independent of any possible personal interest – exclusively to the interests of the company. Any secondary employment, whether with or without remuneration, that detrimentally affects the interests of Rosenberger is generally only allowed after prior written approval by Rosenberger. Rosenberger will not withhold its approval without good cause. In general, employees are to avoid conflicts of interest. If this is not possible, the employee shall inform his/her superior and the human resources department in order to find a fair and transparent solution.

Example: While being employed by Rosenberger, Rosenberger employee additionally starts to work for another company in the connector business for a few hours a week in the evenings without having duly informed Rosenberger before.





Article 8:
Social & ethical responsibility

The obligation to social and ethical responsibility is an essential part of Rosenberger's company philosophy.

Rosenberger respects and protects the personal dignity of each and every employee and fosters a corporate culture of fairness and mutual respect. Rosenberger is especially committed to the requirements according to the international social and ethical standard SA8000®.

All forms (verbal or physical) of harassment or discrimination of our employees, e.g. based on nationality, origins, religion, gender, age, sexual orientation or the like is prohibited. No employee shall be disfavored because he/she exercises his/her personal rights.

This includes in particular ban on child labor, on forced labor, on discrimination, on bullying and physical discipline measures, safety regulations and occupational health at the workstation, adherence to legitimate regulations of working times, equitable payment system according to industrial standards and freedom of membership and collaboration in workers' representation.

Example 1: Rosenberger entity XYZ employs children under 15 years of age (unless the minimum age for work or mandatory schooling is higher by local law, in which case the stipulated higher age applies in that locality).

Example 2: Rosenberger line manager discriminates some of his employees because of their race.

Example 3: Rosenberger line manager directs his employees to work for longer than the local laws regarding working times permit.

Article 9:
Export control & customs

As a globally active company, Rosenberger must comply with regulations that restrict the free movement of goods in its worldwide business operation. Various international and national laws, regulations and embargos limit or ban the trade, export or import of technologies, goods or services as well of capital and payment transactions. Such limitations and bans may arise from the nature of the merchandise, the country of origin or end-use or the identity of the business partner. The respective laws and regulations of the countries we operate in (e.g. German, US, Chinese rules) are supplemented by company-internal restrictions regarding the intended purpose. For example, is it our rule not to take part in any activity to develop, manufacture and distribute ABC weapons.

Rosenberger checks every order according to the criteria of diverse export lists as well as according to end-use and intended purpose irrespective of the destination. If required, the relevant permits shall be obtained, or orders shall be canceled.

Example: Rosenberger entity XYZ exports connectors without having implemented appropriate internal processes that guarantee that applicable export restrictions (e.g. dual use restrictions, embargos etc.) are respected before export takes place.





Article 10: Sustainability & environmental protection

Sustainability and environmental protection is a major concern of Rosenberger, especially to ultimately increase the environmental compatibility and ecological efficiency of our products and their manufacturing processes. It is paramount to our activities to take preventative measures and to avoid environment incidents and their causes. All employees worldwide are obliged to take care of our resources and to play active roles in sustainability and environmental protection. Prioritized targets are preservation and protection of natural resources, responsible use of raw materials, avoidance, reduction, recycling and proper disposal of harmful emissions and waste, expansion of energy supply using renewable forms of energy as well as prevention of environmentally hazardous failures and limitation of risk potential. Further, we recognize our responsibility to uphold sustainability and environmental protection with suppliers, business partners and contractors.

It is our ambition to keep certified according to the internationally recognized environmental management standard ISO 14001. For the appropriate use of energy, energy consumption and energy efficiency in the company, we follow ISO 50001. Regarding the responsible use of raw materials, we take all efforts that all raw materials are extracted in a conflict free manner. We act according to the Dodd-Frank Act (section 1502) as well as to the regulations of the Securities and Exchange Commission (SEC).

Regarding employee safety, we are committed to pursuing the highest health and safety standards in the workplace. We shall be familiar with and follow all internal and external quality and safety policies, procedures and laws.

Example: Rosenberger entity XYZ and its employees ignore the provisions of the environmental management standard ISO 14001.

Article 11: Breach of the code of conduct

Each and every Rosenberger employee is responsible for adhering to our Code of Conduct. In case of doubt, any employee may contact their superior, the human resources department and/or the responsible legal/compliance department. Employees may also contact the works council, if there is one at the site at which the employee works.

Rosenberger enables employees to report possible breaches of the Code of Conduct or possible material violations of applicable law to the local compliance department (where there is one) or via the Rosenberger whistleblower system „Rosenberger Open Line“.

Failure to comply with this Code of Conduct may result in disciplinary, civil and possibly criminal sanctions.

Article 12: Information & training

In order to increase awareness for our Code of Conduct and to ensure its compliance, our employees are regularly trained in relevant topics in connection with this Code of Conduct. Trainings may take place face-to-face or via e-learning methods.

In addition, Rosenberger conducts special advanced trainings in selected topics (e.g. in the areas of antitrust, anti-corruption, data protection etc.) on a regular basis.

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