**Business Compliance Guidelines of LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG**

**and its subsidiaries**

**GoodMills Group GmbH**

**English**

**Version 1**

Amendments

Present Version: V1

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**Foreword by the executive board of LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG**

Responsible behavior is of great importance for the tradition-steeped holding company LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG and its subsidiaries. These Compliance Guidelines provide for a short summary of the most important principles of legally and ethically correct behavior for LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG and its subsidiaries. We kindly ask you to get familiar with the content of the guidelines and apply them in your daily work.

DI Josef Pröll Dr. Kurt J. Miesenböck Mag. Michael Kafesie, MBA

Table of Content

[1. Scope of Business Compliance Guideline (BCG) and adherence thereto 5](#_Toc487446836)

[2. Principles 5](#_Toc487446837)

[2.1. Basic requirements 5](#_Toc487446838)

[2.1.1. Compliance with laws 5](#_Toc487446839)

[2.1.2. Prohibition of discrimination 5](#_Toc487446840)

[2.2. Relations with business partners 5](#_Toc487446841)

[2.2.1. Fair competition 5](#_Toc487446842)

[2.2.2. Granting and accepting of improper benefits/gifts and invitations 6](#_Toc487446843)

[2.2.3. Conflict of interests 6](#_Toc487446844)

[2.2.4. Donations/Sponsorship 7](#_Toc487446845)

[2.3. Handling of information 7](#_Toc487446846)

[3. Contact persons 7](#_Toc487446847)

[4. Annex 8](#_Toc487446848)

[Annex BCG/I – Confirmation of knowledge of the Business Compliance Guideline for business partners 8](#_Toc487446849)

[Annex BCG/II – Disclosure of conflicts of interest 9](#_Toc487446850)

# Scope of Business Compliance Guidelines (BCG) and adherence thereto

These Guidelines are binding for business partners of LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG and its subsidiaries (hereinafter, both referred to as „LLI Group“) as from October 1, 2017.

The confirmation of compliance with these Business Compliance Guidelines shall be be made through countersignature in the provided form. [**Annex BCG/I**].

# Principles

## Basic requirements

### Compliance with laws

*Compliance with laws and other binding legal regulations is the responsibility of everyone.*

Compliance with laws and other binding legal regulations is a cornerstone of a commercially responsible conduct. Therefore, the essence of the principle is that regardless of the local customs or common practices, we must always act in accordance with the law.

### Prohibition of discrimination

*No one should be directly or indirectly disadvantaged or discriminated based on gender, nationality, ethnicity, age, physical appearance, disability, skin color, religion, belief, origin, political views, sexual orientation or family status.*

In our daily work with employees and executive bodies of the LLI Group we act with respect, objectivity, honesty, friendliness and fairness. Everyone is entitled to be treated in a dignified manner. We fulfill this obligation by treating each other with trust and appreciation.

Any form of discrimination is forbidden, and each employee is required to refrain from mobbing, harassment or attempts to intimidate. The appearance of LLI Group towards its employees and executive bodies is based on the principle that each single person is treated ethically and with due respect to a personal integrity.

## Relations with business partners

### Fair competition

*When dealing with LLI Group employees and executive bodies we act fairly.*

The goal of the antitrust law is to ensure free, undistorted and at the same time efficient competition for the benefit of business and ultimately consumers. Violations of antitrust law can result in permanent damage to the reputation of a company and cause dramatic financial consequences for the company. Therefore, LLI Group expects from its business partners, wherever they operate, to comply with the existing antitrust regulations.

Dealing with competitors is a very sensitive area from an antitrust point of view, since violations can entail significant fines. The basic principle of LLI Group is to always make independent decisions on the market which are based on the independently gained market knowledge and not on the agreements or arrangements with competitors.

Antitrust law does not only cover arrangements limiting competition between competitors, but also agreements between suppliers and customers limiting or distorting competition. In particularly severely sanctioned is the so-called price fixing: producers/suppliers are not allowed to define or influence prices or conditions of resale of their products.

Companies with a particularly strong market position (market-dominating position) are subject to additional, stricter antitrust regulations, which aim at controlling companies with strong market shares. In general, it is forbidden for companies with a market-dominating position to abuse their position to squeeze competitors out of the market or to exploit customers/suppliers.

### Granting and accepting of improper benefits/gifts and invitations

*In the course of our activities, business partners are not allowed to offer, grant or accept any improper benefits to/from LLI Group. Improper benefits are benefits which could influence your decisions or those of the recipients.*

Offering, accepting or granting improper benefits results in (reputation) damages, which can possibly entail not only disciplinary consequences but also consequences under criminal law. Therefore, you are obliged to refrain from offering or granting any improper benefits to the employees or organs of LLI Group or accepting such benefits.

### Conflict of interests

*Private and professional interests are to remain strictly separated and each potential conflict of interest, e.g. due to close relationship, shall be reported/disclosed to LLI Group.*

The goal of a transparent business activity is, *inter alia*, to address conflicting interests and find a solution for this in advance. Conflict of interests might occur when private interests of a business partner (family relationship, secondary employments, and investments) collide with the interests of LLI Group or there is a risk hereto. Conflict of interest might also occur, when, for example, a contracting party is a related person (relative) which is favored during procurement process. Conflict of interest can jeopardize professionalism or the reputation of LLI Group or its business partners (in public). In this context, you are obliged to report and disclose potential conflict of interests towards the LLI Group to the Compliance Officer of the subsidiaries or at the Holding level [[**Annex BCG/II**](#_Anhang_BCRL/II_–)].

### Donations/Sponsorship

*Donations are voluntary monetary contributions or benefits in kind, which are made to third parties (legal entities) for social or humanitarian projects, science, education, art or culture without consideration.*

*Sponsorship contributions are made in form of monetary contributions, benefits in kind or services to third parties only on the basis of an underlying contractual arrangement with the goal to receive a consideration in return.*

Please keep in mind that donations and sponsorship contributions can cause a high criminal risk (breach of trust, corruption, etc.). Therefore, please always make sure that donations and sponsorship contributions are only made in accordance with the applicable legal provisions.

## Handling of information

*Unauthorized transfer of business and financial information as well as confidential documents to third parties is prohibited unless business partners are explicitly authorized to transfer information/documents.*

Trade and business secrets of LLI Group are to be handled in a strictly confidential manner. Confidential information is not meant for either publicity or uninvolved third parties unless there was an explicit authorization for such a transfer. The confidentiality of information maintains also after termination of the business relationship.

# Contact persons

The first point of contact for interpretation, implementation and questions regarding the guidelines is the Compliance Officer in the relevant subsidiary of LLI Group.

E-Mail-Adresse: complianceGMRO@goodmills.com

Telefonnummer: +40 21 204 6790

Adresse: GoodMills Romania SRL

RO-77145 Pantelimon, Cernica 119

# Annex

## Annex BCG/I – Confirmation of knowledge of the Business Compliance Guidelines for business partners

Company of the business partner:

Contract:

Date:

Herewith I/we confirm on behalf of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [*company of business partner*], that I/we read and accepted the content of the Business Compliance Guidelines of LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG and its subsidiaries in the version of October 1st, 2017, and \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ [*company of business partner*] undertakes to comply with the provisions in the Business Compliance Guidelines in its business relationship with LEIPNIK-LUNDENBURGER INVEST Beteiligungs AG and its subsidiaries.

Place/Date Name, Function (in block letters) Signature/Stamp

In case you have not signed the confirmation, please give a written explanation of a reason:

Place/Date Name, Function (in block letters) Signature/Stamp

## Annex BCG/II – Disclosure of conflicts of interest

Number (to be completed by Compliance Officer):

Company of the business partner:

Contract:

Date:

In the light of the circumstances described below, there is a conflict of interests or a threat thereof:

I confirm hereby that the information provided above is truthful and complete.

Place/Date Name (in block letters) Signature