

Code of Conduct

Corporate values and rules of conduct

Code Owner	Director GRC
Code Approver	Board of Management
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1. Introduction by the Board of Management

Imtech's reputation is one of the key assets of our Group. The Board of Management strives to develop and maintain a right mix of integrity, loyalty and critical thinking as a cornerstone of our Group. The Code of Conduct (hereinafter: Code) sets out the corporate values and rules of conduct that we must all follow in our everyday choices, behaviours and decisions. The main aim of Imtech's Board of Management with this Code is to provide clear guidelines on what Imtech interprets to be acting with integrity, loyalty and critical thinking. A high level of awareness of Imtech's values and internal rules and regulations is fundamental in our day-to-day activities.

Imtech safeguards a culture of mutual trust and values differences of opinion as well as cultural diversity. We promote a culturally diverse workforce and take all personnel actions without regard to race, color, national origin, age, sex, sexual orientation or disability.

Compliance with this Code will give us an advantage in doing business and will contribute to the long-term continuity of Imtech. The Board of Management is confident that with the efforts of every employee, Imtech's reputation can be protected, and Imtech can provide trust and confidence to all our stakeholders: shareholders, customers, suppliers, financiers, auditors and employees.

If you have any doubts about these values and rules, or how you should adhere to them in a specific situation, it is essential that you consult your line manager or your Compliance Function and ask for guidance. Only together we can guarantee the desired level of integrity, loyalty and critical thinking.

2. Corporate Values

The Imtech Group (hereinafter: Imtech) is committed to sound business conduct and therefore manages its business according to the corporate values and the rules of conduct as described in this Code. Imtech pursues ethical behaviour for which the Code defines the principles all employees of Imtech (hereinafter: we or us) live by.

Within Imtech, the right balance of integrity, loyalty and critical thinking defines our organisation.

2.1. Integrity

Imtech highly values being a true and trustworthy partner and carries out its activities in a responsible manner that protects the interests of everyone involved with Imtech, as well as public interests. We expect all our employees to treat each other and our customers, business partners (e.g. suppliers, intermediaries, subcontractors) and competitors fairly, respect their rights and be truthful in our business dealings.

2.2. Loyalty

All of us have the duty to act in the best interest of Imtech and its stakeholders. Imtech's Code is a statement of legal and ethical principles that applies to every situation of conducting business for Imtech. Imtech strives to create loyalty with its clients by acting honestly at all times. We strive for relationships built upon the fundamental conditions of cooperation and long term visions with customers and third parties.

2.3. Critical thinking

Within Imtech, our attitude should be one of constructive criticism towards each other as part of our focus on integrity, loyalty and quality, which should consistently be assessed and enhanced. We encourage and respect critical thinking and the voicing of any criticisms or concerns from all levels within Imtech.

3. Rules of Conduct

This Code includes the corporate values of Imtech and the translation of these values into general conduct rules. The Code applies to all employees of Imtech.

3.1. Employee Conduct

3.1.1. Respect and Equal Treatment

Imtech highly values being an honest and trustworthy employer and endeavours for fair employment practices. Above all, respect enables people to do their work well with the right instruments, resources and training. Our efforts are aimed at encouraging high performance and appreciating and respecting each other's opinions. No harsh or inhumane treatment or harassment is tolerated, nor any form of discrimination.

3.1.2. Workplace Health & Safety

Imtech creates a working climate in which employees can deliver their best performance, with the right balance between work and private life. Optimal safety at work, the protection of health, and the prevention of illness and labour incapacity are the basics of Workplace Health & Safety.

3.1.3. Conflicts of Interest

Imtech related decisions must not be influenced by personal and private considerations. Therefore, employees must avoid any activity that could conflict with their responsibilities towards Imtech. These are, for example, employment or other business relationships with a competitor, customer or supplier of Imtech; misusing the position of the employee within Imtech to benefit him- or herself, family, friends or other third parties.

3.1.4. Employee Privacy

Imtech is committed to respecting and protecting employees' confidential information. This means that access to such information is limited to personnel who have appropriate authorisation and a clear business need for that information.

3.1.5. Social Media

The use of social media can have a negative impact on the reputation of Imtech. Therefore, employees are expected to uphold the Group's image and reputation and prevent making any statements that may be damaging to Imtech. If you have any concern; first speak up within Imtech.

3.1.6. Insider Trading

It is prohibited at Imtech to carry out transactions involving Imtech securities utilising insider knowledge, either for the employee's personal benefit or on behalf of a third party. Every employee who has inside information is prohibited from recommending, or causing, third parties to execute transactions in financial instruments to which his/her inside information relates. If you are in doubt as to whether a prohibition applies, it is recommended you seek advice.

3.1.7. Business Assets

The business assets of Imtech, equipment, building, office materials, ICT facilities, working hours and business-related know how, are only deployed for the purposes of the work at Imtech. Sale or theft of those assets is prohibited, and employees must use them appropriately and responsibly.

3.1.8. Accurate Books

Imtech believes it is vital to report accurate and non-misleading financial information about Imtech and its activities. This begins with precise accounting and authorisation of all business transactions in the bookkeeping process. Our records provide a complete and transparent picture; timely, reliable and relevant information is maintained. Decisions, with respect to all business transactions, should be properly documented.

3.1.9. Confidentiality

Business information is one of Imtech's key assets and must be treated as confidential. Our employees are prohibited from disclosing to unauthorised parties any confidential business, financial, personal or technical information, plans, or data that they have acquired.

3.2. Customers, Business Partners and Competitors

3.2.1. Corporate Social Responsibility

Imtech stresses the importance of Corporate Social Responsibility and we account for our efforts to responsibly meet the world's growing economic, environmental and social needs. Within Imtech, socially-responsible business has been translated into a number of themes. Our business operations should comply with the social demands of the environment and safety considerations. Environmentally friendly solutions are offered to clients and end users, whenever possible, with durability and degradability as important criteria. Furthermore, we strictly adhere to human rights regulations and do not tolerate child labour and/or forced labour.

3.2.2. Fair dealing

Imtech strives to maintain a reputation as a trustworthy and ethical business partner. We endeavour to deal fairly with all our customers, business partners and competitors. We must not take unfair advantage of anyone through any misrepresentation of material facts, manipulation, concealment, abuse of privileged information, fraud or other unfair business practice.

3.2.3. Anti-Corruption & Bribery

The giving, offering, promising, accepting, agreeing to receive or requesting gifts, invitations, bribes or other inappropriate benefits is prohibited. This applies not only to the benefits of Imtech's associated persons and business partners, but also those of foreign public officials. Only inexpensive promotional gifts or minor invitations for entertainment are not considered bribes. Keep in mind that even unsubstantiated claims of corruption can damage our reputation.

3.2.4. Money Laundering

Imtech is committed to preventing the use of Imtech resources for the purpose of money laundering, which is defined as an attempt by individuals or organisations to hide the proceeds of criminal activity by making those criminal proceeds legitimate. We must make or receive payments for goods and services only via approved and properly documented payment practices.

3.2.5. Competition

Imtech supports a free market and competes with other companies in its field in a professional, honest and ethical way. We do not tolerate violations of antitrust laws (e.g. arrangements on pricing with competitors and market divisions are forbidden).

3.2.6. Patents and Trademarks

Patents, trademarks and other intellectual property are part of the Imtech corporate identity and cannot be shared with any outside party. They are key strategic tools for achieving business objectives.

3.2.7. Customer and business partner privacy

Imtech ensures the protection of privacy of customers' and business partners' personal data and communications. Imtech employees may not use, modify, share or distribute customer or business partner information without a proper business reason and proper authorisation.

3.2.8. Export Controls

Imtech is dedicated to delivering a high-quality service to customers worldwide, and in order to do this, we may be required to export equipment, technology, services or software to another country. According to the export control regulations, exports also include electronic transfers. We must comply with all relevant export control regulations.

3.2.9. Procurement

Imtech follows an active procurement policy with the goal of reaching cost reductions and addressing sustainability and innovation through cooperation with suppliers. Procurement and other Imtech personnel who may influence supplier selection and on-going relationships with suppliers must be particularly careful to ensure that situations which may give rise to a conflict of interest do not arise.

4. Your Personal Commitment

Imtech's Board of Management makes certain that this Code is introduced and communicated. The Director GRC is responsible for revising and updating the Code periodically. The directors of the divisions, group companies and business units are responsible for making employees aware of the rules. It is the responsibility of every employee to ensure that they apply and comply with these rules of conduct.

5. Our Commitment to compliance

Whenever you have a question as to whether any conduct is permissible or if you would like advice on applying the corporate values or rules of conduct, you should consult with your line manager or your Compliance Function.

Infringements of these rules of conduct ~~may lead to disciplinary~~ procedures. Our employees are required to report misconduct under the terms of the Imtech Whistleblower Policy. Imtech has also established an Ethics Committee responsible for the proper and timely handling of reported misconduct.

6. Effective Date

This Code takes effect on November 15th, 2013 and replaces all previous Code of Conduct related rules.