

people in logistics

**HÖDLMAYR**  
INTERNATIONAL



# Anti-Corruption Policy

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## 1. Introduction and objective

The international activities of the Hödlmayr Group require compliance with a wide range of social, political and legal conditions. Violations of these framework conditions, in particular violations of the legal system of a country, can cause considerable financial disadvantages for the company and cause lasting damage to the Group's reputation. The business activities of Hödlmayr International AG and its subsidiaries are characterised by responsible action and the highest ethical principles. In order to continue on our successful course, we must maintain the trust placed in us by our customers, business partners and employees.

This anti-corruption guideline contains all regulations on the central topics of anti-corruption, gifts, invitations, sponsoring and donations. It also describes how to deal with violations. Together with the Hödlmayr Code of Conduct, this guideline forms the basis for morally, ethically and legally impeccable behaviour throughout the Group and is intended to support our employees in the responsible performance of their functions.

We, the Board of Directors and all employees, are fully committed to complying with this policy.

## 2. Scope of application

The Anti-Corruption Policy applies to all managers and employees of the Hödlmayr Group without exception. Furthermore, it is in the interest of the Group that the Group companies also bring the Anti-Corruption Policy to the attention of their key business partners (customers, suppliers, consultants, etc.).

In any case, we require our business partners to conduct themselves with integrity and in compliance with the law within the scope of our business relationships.

## 3. Fighting corruption

Corruption is a widespread phenomenon. Corruption leads to serious social, moral, economic and political problems, undermines good corporate governance, hinders economic development and distorts competition. Furthermore, corruption increases the

cost of doing business, creates uncertainty in business transactions, destroys trust and impairs fair and efficient competition in the market.

The reputation of the Hödlmayr Group depends on how we behave towards our business partners. We obey the law and treat our business partners as we would like to be treated. Our relationships with business partners are characterised by trust and fairness. Our business decisions must not be influenced by private interests and personal benefits.

We think about how we can shape the future of our customers and offer products and services according to customer needs. We win our contracts fairly through the quality and price of our products and services and not by offering, promising or granting unfair advantages to members of the public sector or decision-makers in private sector companies.

Furthermore, all employees must ensure within the scope of their duties that outsiders have no opportunity to exert dishonest influence on decisions of the Hödlmayr Group.

### **3.1. Definition of bribery, venality and corruption**

Corruption in general means offering, promising or accepting incentives, favours, privileges or other advantages from a position of trust with the aim of influencing fair, objective and appropriate business or official decisions. Corruption is not a trivial offence, but a criminal offence. Criminal offences involving corrupt behaviour may include fraud, breach of trust, restrictive agreements in tenders or money laundering. It is not only the acceptance or granting of financial or other benefits that is considered unlawful, but also their offer or demand. Financial benefits include all forms of direct and indirect payments. Other benefits may be tangible or intangible, such as gifts, invitations, hospitality, favours, discounts, entertainment, loans, deferrals or an item of financial value, including services, transportation, other conveniences or meals (whether provided in kind, by purchase of a ticket, payment in advance or reimbursement of the expense incurred), rewards, non-market discounts or donations. As corrupt behaviour is not

always clearly and unequivocally identifiable in daily business life, the following is intended to provide guidance and appropriate assistance to all staff.

### **3.2. Prohibition of bribery**

In dealings with business partners, customers and suppliers as well as public authorities and other public officials, all employees and managers are prohibited without exception from directly or indirectly offering, promising or granting financial or other advantages or approving such advantages if this is intended to cause the recipient to act or refrain from acting in breach of his or her duties. Such offers, promises, gratuities, gifts and invitations may also not be made if they could be construed as an attempt to improperly influence a public official or business partner. Any appearance of impropriety and dishonesty must be strictly avoided.

Furthermore, the granting of advantages to public officials is subject to particularly strict rules. In this case, the granting of advantages is only permissible to a very limited extent, even for official acts performed in accordance with the duty. Strictly prohibited are payments or other gifts of value to influence an act or decision of a public official, to influence the creation of laws or regulations or to induce public officials to use their influence to conclude new business or maintain a business relationship. The following are permitted: gifts of low value customary in the locality and country, and benefits in the context of an event in which the public official has an objectively justified interest in participating. For further details see 4.3.

If the advantage is in exchange for the acceleration or securing of an official act, there is a breach of duty and the payment of such "facilitation payments" is prohibited. There is no breach of duty if the non-payment would endanger the personal health of employees or close relatives (extortion payments). Such incidents must be reported to the Compliance Officer.

If we are requested to grant unfair advantages by members of the public sector or decision-makers in private sector companies, or if we perceive acts of bribery in the

company, we inform our managers, the Compliance Officer or report this by e-mail. For details, see section 8.

### **3.3. Prohibition of corruptibility**

We make our business decisions exclusively in the interest of the Hödlmayr Group and put private interests aside. We must not allow ourselves to be influenced in business decisions by being offered or promised unfair advantages by suppliers or other business partners or by accepting such advantages. Nor do we demand such unfair advantages.

We want to avoid even the appearance of allowing ourselves to be influenced by advantages in business decisions. If we are unsure whether we are allowed to accept, for example, a gift, an invitation to a business dinner or an invitation to an event from a supplier, we check this against section 4. "Gifts and invitations" and contact our manager, the relevant Compliance Officer or by e-mail if there are any open questions. See section 8 for details.

We do not accept personal discounts from business partners or competitors of the Hödlmayr Group that are granted to us privately because of our employment with the Hödlmayr Group, unless these discounts are granted to all or a large group of Hödlmayr Group employees.

If we are offered, promised or granted any unauthorised benefits, or if we become aware of any incidents of corruption within the company, we will inform our manager, report this to the Compliance Officer or by e-mail. For details see section 8.

### **3.4. Prohibition of bribery by third parties**

Employees of the Hödlmayr Group are prohibited from granting financial or other advantages to a business partner, consultant, agent, intermediary or other third party or from approving such an advantage if circumstances indicate that it will be used in whole

or in part, directly or indirectly, to a public official or a person in the private sector to obtain an act or omission on the part of the recipient that is in breach of duty or to otherwise influence the public official in a manner that is not permitted.

In this context, the Hödlmayr Group places high demands on the integrity of business partners, which are also reflected in the contractual agreements. The Hödlmayr Group does not cooperate with business partners who themselves or persons acting on their behalf have attracted attention in the past with regard to unethical or unlawful corporate behaviour (especially corruption), or measures are established to ensure integrity and lawful conduct.

#### **4.1. Accepting gifts**

Gifts<sup>1</sup> of advantage may not exceed the value of € 100 per quarter per business partner. If this value is exceeded, the gift must be politely declined. If the refusal does not seem appropriate, approval must be obtained from the superior and documented.

Gifts are not permitted if there is a connection between the receipt of the gift and a business decision of the recipient. Under no circumstances may the acceptance of the gift be made subject to conditions. The acceptance of monetary gifts<sup>2</sup> is not permitted.

#### **4.2. Accepting invitations to business dinners**

Invitations to business dinners that are in accordance with local custom are permitted.

#### **4.3. Accepting invitations to events**

Attendance at events of a clearly business nature (e.g. training courses, company or product presentations) including appropriate hospitality is permitted.

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<sup>1</sup> Advantages can be e.g. gifts, purchasing opportunities at non-standard conditions, interest-free loans, etc.

<sup>2</sup> For example, in the form of cash, transfers, interest-free or low-interest loans, vouchers, giving credit cards

The acceptance of invitations by business partners to events where the business character<sup>3</sup> is not clearly in the foreground (e.g. sponsoring, marketing or sales events) or to events without any business character requires the approval of the superior; this must be documented. If the value of the invitation exceeds € 100, approval should only be granted in justifiable exceptional cases. In both cases, travel and accommodation costs are to be borne by the Hödlmayr Group. If travel and accommodation costs are borne by the business partner, this requires the final approval of the responsible member of the Management Board of the Hödlmayr Group. Invitations for accompanying persons may be accepted if written approval has been given by the superior and if appearing without an escort would be inappropriate (e.g. at balls).

#### **4.4. Granting gifts**

Benefits<sup>4</sup> may not exceed the value of € 100 per quarter per business partner. Gifts are not permitted if there is a connection with a business decision of the business partner. Under no circumstances may the granting of gifts be linked to conditions. Monetary gifts<sup>5</sup> shall not be granted.

#### **4.5. Granting invitations to business dinners**

Invitations to business dinners that are in accordance with local custom are permitted.

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<sup>3</sup> The financing and/or sponsoring of events without any business character exclusively for employees of the Hödlmayr Group (e.g. Christmas parties) is not permitted.

<sup>4</sup> Advantages can be e.g. gifts, purchasing opportunities at non-standard conditions, interest-free loans, etc.

<sup>5</sup> For example, in the form of cash, transfers, interest-free or low-interest loans, vouchers, giving credit cards.

#### **4.6. Granting invitations to events to business partners**

Invitations to attend events of a clearly business nature (e.g. training courses, company or product presentations) including appropriate hospitality are permissible. As a rule, travel and accommodation expenses may not be paid. Exceptions with regard to travel and accommodation costs require a resolution of the board or management.

Invitations to events where the business character is not clearly in the foreground (e.g. sponsoring, marketing or sales events) or to events without any business character are permissible. However, the design of the non-business part of the event must be appropriate and with a view to the external effect. The value of invitations may not exceed € 100 per person and quarter. Travel and accommodation costs may not be covered. Exceptions with regard to the € 100 limit and travel and accommodation costs require a resolution of the board or management. Invitations for accompanying persons may be issued if it would be inappropriate to appear without an escort (e.g. at balls). The events and guest lists must be documented and forwarded to the Compliance Officer.

#### **4.7. Granting gifts and invitations to public officials**

Gifts to public officials<sup>6</sup> are not permitted. Invitations of public officials to business meals must be appropriate to the positions of the persons involved (e.g. appropriate hospitality in the context of a company or product presentation) and in accordance with the law and the compliance guidelines of the public official. The cost of invitations is limited to € 100 per quarter and officer. Under no circumstances may an invitation give the impression of influencing.

Invitations to officers to attend events of a clearly business nature (e.g. training, company or product presentations) including appropriate hospitality are permitted. Travel and accommodation expenses may not be paid.

Invitations to officials to events where the business character is not clearly in the foreground (e.g. sponsoring, marketing or sales events) are permissible. Invitations for accompanying persons may be issued if it would be inappropriate to appear unaccompanied (e.g. at balls). However, the public official must provide written

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<sup>6</sup> For the definition of public official, see Annex 1

confirmation that participation in the event does not conflict with laws and internal guidelines applicable to him/her. The non-business part of the event must be organised appropriately and with a view to the external effect. Travel and accommodation costs shall be borne by the public official. If there is a connection to an official decision of the office holder, the invitation may not be extended. The events, guest lists and confirmations by the public officials that participation in the event does not conflict with laws and applicable guidelines must be documented and forwarded to the Compliance Officer.

Invitations to officers to events without any business character are not permitted.

## **5. Sponsoring and donations**

### **5.1. Sponsoring**

Before concluding a sponsoring agreement, it must be verified that

- the type of event is compatible with the brand image of the Hödlmayr Group and that the amount of the sponsoring commitment stands up to a market price comparison (examination by BOD),

- the event organiser does not have a negative history from a marketing or compliance point of view and is not subject to a conflict of interest), no conflict of interest exists and no negotiations with the sponsoring recipient are pending.

Events organised by political parties or public authorities are generally not sponsored. Exceptions (e.g. events with a broad public impact, where the political character is not in the foreground) require board approval in any case.

### **5.2. Donations**

Donations in cash or in kind to individuals, to private accounts or to political parties or to organisations that are closely intertwined with political parties are not granted. This also applies to organisations that may harm the interests or reputation of the Hödlmayr Group. Donations up to € 400 are approved by BOD. Amounts above this require the approval of the Board of Directors.

## **6. Report misconduct**

Reports by employees with integrity are effective measures in companies to identify risks at an early stage and to clarify misconduct, thus protecting the Hödlmayr Group from

serious risks. Any employee can report a violation or suspected violation of legal provisions, our Code of Conduct and internal guidelines. We appreciate whistleblowers who provide information to the best of their knowledge.

Whistleblowers should first contact their immediate supervisor for assistance. If this is not an option, whistleblowers can report to the responsible Compliance Officer.

Furthermore, information can be reported by e-mail. For details, see section 8.

Whistleblowers will not suffer any disadvantages as a result of information provided to the best of their knowledge and belief.

## **7. No tolerance for misbehaviour**

Misconduct and violations of anti-corruption laws and internal conduct requirements can have serious consequences not only for the individual personally, but for the entire company. The Hödlmayr Group punishes deliberate, unlawful misconduct and violations of internal guidelines consistently and without regard to the rank and position of the persons acting. Offenders will be held liable to make good any damage suffered.

## **8. Contact**

Information can be submitted anonymously by e-mail ([hia.ccm@hoedlmayr.com](mailto:hia.ccm@hoedlmayr.com)) or by telephone (+43 (0) 7262-660-11710) and will be treated confidentially upon request.

## 9. Confirmation of instruction on the Anti-Corruption Policy

Employees:

Instructed by:

Date:

\_\_\_\_\_  
Signature  
Employees

\_\_\_\_\_  
Signature  
Training representative

## **ANNEX 1: Definition of public official under international law**

Office bearers are:

- Members of legislative bodies.

Examples: Members of national as well as regional parliaments

- Persons who perform legislative, administrative or judicial functions for the state, a province, a district, a municipality, for another person under public law (all institutions established by law except churches and religious communities), for a governmental or quasi-governmental body, for another state or for an international organisation as its organ or employee,

Examples: Ministers of national governments, ministry officials, heads and employees of offices and agencies, members of state and provincial governments, judges, prosecutors, mayors, university professors, heads and employees of public hospitals and social security institutions, ambassadors, UN personnel.

- Persons otherwise authorised to perform official acts in execution of the laws on behalf of the above-mentioned entities,

Examples: Heads and staff of human resources departments of outsourced companies, members of disciplinary and appeal boards.

- Organs and employees of state-affiliated enterprises,  
o which are subject to ACA control or similar control.

A list of companies audited by the ACA can be found on the ACA's website at <http://www.rechnungshof.gv.at/beratung/pruefobjekte.html>.

o in which the public sector has a significant influence (e.g. more than 50% shareholding; the right to appoint members of the board of directors or supervisory board, actual control).

Examples: state and industrial holding companies, national post offices, energy utilities and infrastructure service providers.

- Representatives of a political party and candidates for political office.