

## **Code of Conduct**

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## **Foreword of the Management**

Dear Employees,

For generations Bizerba GmbH & Co. KG has been a globally engaged technology enterprise with a broad range of goods and services for the areas of retail, food industry, manufacturing industry and logistics. Based on our tradition, our internationality and our reputation for quality and service, we as Bizerba (UK) Limited share a responsibility for our customers, partners, employees, for the society and the environment.

For Bizerba, this responsibility does not merely consist of compliance with laws and regulations, but also includes conduct in accordance with our own corporate culture. It is therefore important that every Bizerba member is aware of his or her own responsibility and of the fact that he/she represents, practises and passes on the company values for which Bizerba stands. This applies to the entire organization, to the management to the same extent as to each individual employee.

Corporate values of Bizerba such as reliability and integrity, innovation and customer orientation, frankness and transparency, are to be specified further by this Code of Conduct. In order to be able to contribute to a responsible corporate culture and ensure its good reputation, Bizerba undertakes to recognize the standards set out in this Code of Conduct within its sphere of influence and to take appropriate measures for implementation and compliance within the context of its business strategies.

The Code of Conduct is binding on Bizerba employees. Bizerba expects all its employees to comply with legislation and regulations and to act in accordance with the common principles.

It is possible that stricter or more comprehensive laws and regulations than those set out herein apply in other countries, regions or divisions of the business. As a matter of principle, the stricter provisions shall apply in case of divergent requirements in day-to-day business based on different legal systems or national practice. In case of doubt a legal expert or a contact person shall be consulted.

Likewise, Bizerba expects its business partners and their affiliates to comply with the Code of Conduct and to impose corresponding obligations in their respective sphere of activities.

The Code of Conduct expresses Bizerba's expectations as an employer and business partner. It serves as guideline for day-to-day conduct and as an aid. Nevertheless, the Code cannot anticipate and answer every question or issue that arises. Hence the Code of Conduct does not exempt people from their own personal responsibility to act independently and rationally. The compliance office will provide assistance and advice regarding implementation or questions in individual cases. In addition, continual training is to be provided to all employees. Employees are called on to address and halt breaches of the Code of Conduct, and in case of failure to involve the superior, the managing director, the compliance office, the internal auditing department or the legal department in each case. As a matter of principle, no disadvantages may arise under employment law for employees with regard to their assistance in helping to avoid breaches. This on its part would constitute a breach of the Code of Conduct.

Breaches against the Code of Conduct that are established cannot be tolerated by Bizerba. Bizerba therefore reserves the right to terminate contractual relations with business partners or to take action against employees under employment law. In individual cases consequences may also arise under criminal

or civil law. In order to avoid such far-reaching consequences, all members of Bizerba are called on to act responsibly in the sense of this Code of Conduct, in the interest of Bizerba.

Milton Keynes, July 2015

M Haworth

M Glenister

A Kraut

## Introduction

Bizerba endeavours to practise a unitary corporate culture. This includes compliance with corporate values including: RELIABILITY and INTEGRITY, INNOVATION AND CUSTOMER ORIENTATION, FRANKNESS AND TRANSPARENCY. In this connection the Code of Conduct intends to provide aid for the conduct of members of Bizerba in relations with customers, partners, the society, Bizerba, and with one another.

### I. Scope of Application of Code of Conduct

The Code of Conduct applies to all employees and members of the Bizerba Group (employees of affiliates, representatives of Bizerba and commercial agents, hereinafter referred to as “employees”).

### II. RELIABILITY and INTEGRITY

1. compliance with legislation: Bizerba takes the orientation of all acts in line with the law and legal provisions, with regulations and minimum standards in industry for granted. Frequently, however, decisions about conduct in compliance are not unequivocal. Hence every employee is called on to question the lawful nature of his or her acts and in case of doubt to seek out the relevant contact persons. The following questions can be of assistance:

- Is my conduct in line with Bizerba’s corporate values and my own ethical values?
- Is my conduct devoid of any conflict of interests?
- Is my conduct legal and in line with Bizerba’s directives?
- Can I assume the responsibility for my conduct with a clear conscience?
- What would my conduct look like in the newspapers – would it stand the “publicity test”?

In support of the orientation of all acts in line with the law and legal provisions, especially to prevent corruption (see under no.7) and for the monitoring corresponding business processes are to be installed.

2. health and safety at work: In the interest of its employees, Bizerba ensures a safe and healthy work environment so that potential accidents relating to the procedures at work can be avoided. Every employee is therefore called on to be vigilant and to use safety equipment where necessary. In case of irregularities, every employee shall inform the responsible safety officer or his/her superior.

3. respect for human dignity: Bizerba respects human dignity and is dedicated to the observance and protection of human rights. Every employee is under an obligation to ensure that these generally valid fundamental rights are observed.

4. ban on child labour: Bizerba does not tolerate any form of child labour or the exploitation of children and young persons.

5. ban on forced labour and unlawful disciplinary measures: Bizerba opposes any form of forced labour. No employee may be forced to work through direct or indirect violence and/or intimidation. The confiscation of ID documents or wages in order to force employees to work is therefore prohibited. Every employee

shall treat his/her colleagues with dignity and respect. Physical punishment and psychological or physical duress are prohibited.

6. environmental protection measures: Bizerba is aware of its responsibility towards the environment and for the ecological use of resources. The minimum requirements regarding waste management, the handling of chemicals and other hazardous substances, emissions and waste water treatment shall therefore be observed in all areas of the company. Employees shall obtain information about the relevant requirements in their areas of work on the basis of corresponding training measures, or shall approach the representative or their superiors where questions arise.

7. corruption: Corruption harms competition and prevents innovation. For this reason Bizerba does not tolerate any form of corruption. No employee, employee of an affiliate or representative of Bizerba may exert an unlawful influence on decision-makers in enterprises, public authorities or governmental institutions by promising, offering or granting benefits to them where such persons are not entitled to a legal claim in a corresponding amount. Likewise, it is not permitted to demand, procure the promise of or accept such benefits from third parties in business dealings. Such benefits can arise in different forms.

a. gifts, hospitality, invitations: Guest gifts and birthday presents, food and drink or cultural and sports events can go beyond the boundaries of what is permissible if they are abused in order to influence business partners.

b. advisors, service providers: Where external advisors or service providers are involved, the impression of corruption can easily arise owing to the remuneration paid. This has to be prevented by Bizerba employees. Therefore, where such persons are involved the framework conditions established by Bizerba have to be observed insofar as they are applicable. Only performance actually provided is eligible for remuneration. The remuneration has to be proportionate to the services or advice provided. The integrity of potential advisors and service providers has to be vetted in advance.

c. relations with public authorities: Strictest requirements apply as a rule to relations with public authorities throughout the world. Consequently, any and all payments have to be scrutinized, in particular, no payments shall be made that could be considered to exercise an unlawful influence.

d. donations and sponsoring: Bizerba does not make direct or indirect donations to political organizations or political parties, or to individual politicians. Exceptions to this shall always be discussed with the compliance office and the management. Sponsoring and donations to other non-political recipients have to be in conformance with the provisions of this Code of Conduct.

8. money-laundering: Money-laundering arises where money or other property originating directly or indirectly from criminal offences is placed onto the legal economic circuit, thus making such money or property appear legal. Liability for money-laundering does not depend on whether or not the offender was aware that money would be laundered through the relevant legal transaction or bank transfer. Careless participation in money-laundering can lead to severe penalties for all involved. It is Bizerba's declared aim to prevent money-laundering. To this end Bizerba employees shall carefully check the identity of customers, service providers, advisors and other third parties with whom legal relations are established. Business relations with serious business partners alone are to be maintained, whose business activities are in line with the statutory provisions and whose financial resources are of legitimate origin. Incoming payments have to be attributed to the relevant performance provided and have to be duly accounted for.

9. confidentiality: Business and trade secrets shall be treated confidentially. This also applies to other information in the secrecy of which Bizerba, its contracting partners and customers have an interest. Such information may therefore not be communicated to unauthorized persons by any person without consent. This obligation shall survive termination of the employment relationship.

10. data privacy protection: Bizerba protects information about the personal or property situation of a certain person (personal data). Therefore, every employee shall comply with the provisions of the laws on data privacy protection in order to safeguard the interests of employees, customers and contracting partners. The necessary diligence shall be applied in order to protect personal data within the context of assigned responsibilities. Irregularities ascertained shall be notified to the superior or the responsible data protection officer without undue delay.

11. foreign trade and export controls: Bizerba has to comply with foreign trade regulations, in particular with the law on foreign trade and international embargo provisions. Employees are therefore under an obligation to check potential export regulations prior to making decisions on the import or export of goods, services or information. In case of doubt the responsible office has to be consulted.

### III. INNOVATION and CUSTOMER ORIENTATION

1. fair competition: Innovation is an objective for Bizerba only if it is the result of fair competition. In the interest of all consumers and market participants, free competition has to be protected against distortion. Bizerba wishes to be measured against its competitors solely according to the performance principle and rejects all anti-competitive conduct. Furthermore, this would harm Bizerba's reputation and could lead to substantial fines or penalties. Bizerba has therefore drawn up directives and instructions for work, compliance with which by every employee and member of Bizerba is essential.

2. antitrust law: Concerted practices and the abuse of a dominant position on the market are prohibited in order to protect fair competition. Consequently, Bizerba enterprises, employees and members shall not accept practices that are unlawful or of relevance under criminal law, e.g. unlawful bid-rigging that excludes, restricts or distorts competition, price-fixing and the unlawful allocation of regional markets or customers.

3. business partner policy: Bizerba maintains contractual relations with a large number of partners in its day-to-day business. Hence the possibility of customer orientation and thus the financial success of Bizerba also depend on the partners' capacity to perform. Bizerba therefore expects that partners will be carefully chosen. Conflicts of interest have to be avoided; the criteria of integrity, quality, reliability, creditworthiness and price are to be applied. An obligation to comply with the Bizerba Code of Conduct is to be imposed on partners, and their employees and suppliers also called on to comply accordingly. In those cases in particular where Bizerba obtains work or services from employees of such partners, it expects the partners to observe all provisions of tax and social security law in order to fulfil their obligations towards their own employees.

4. product safety: Bizerba's customer orientation also means that potential risks and hazards for health and safety arising from handling of the products have to be excluded as far as possible. For this reason all employees have to comply with technical standards and may not compromise at the expense of product safety.

#### IV. FRANKNESS and TRANSPARENCY

1. freedom of assembly and collective bargaining right: The statutory right of employees to establish associations and organizations for the purpose of advancing and protecting the interests of employees, the right to join and become active for such associations, is respected within the context of the statutory provisions such as The Information and Consultation of Employees Regulations 2004. This shall not impair the employment performance. The employer and the elected employees' representation bodies shall work together in a spirit of trust and in the interest of the employees and the enterprise.

2. equal opportunities and ban on discrimination: Equal opportunities and the absence of discrimination are important cornerstones for fair, prejudice-free and frank relations. Bizerba supports diversity and tolerance with the aim of achieving the best possible productivity, creativity and efficiency. Employees have to ensure that no-one is discriminated against on the basis of ethnic or national origin, race, gender, religion or beliefs, age, disability, sexual orientation or other characteristics that are protected by law. Bizerba does not tolerate discrimination in this respect.

3. treatment of knowledge: Insofar as relevant and expedient for the relevant responsibility, all employees shall ensure the rapid and smooth exchange of information within the enterprise. Accurate, relevant and comprehensive information has to be forwarded to decision makers at an early point in time where possible and permitted. Knowledge relevant to responsibilities may not be unlawfully withheld, adulterated or selectively forwarded. Information has to be forwarded to other areas accurately and in full unless interests taking precedence are involved, in particular confidentiality interests.

4. handling corporate property and assets: All employees are under an obligation to handle the property and assets of the enterprise appropriately, economically and responsibly in all respects. No employee is entitled to make private use of assets or services of the enterprise.

5. conflict of interests: There is a conflict of interests where the private interests of an employee conflict or could conflict with the interests of Bizerba. If employees pursue private interests and fail to disclose this, or if they place private interests above the interests of the enterprise, this can harm Bizerba and cast doubt on the integrity and professionalism of the enterprise. All employees are obliged to safeguard the interests of Bizerba. Bizerba relies on all employees of the enterprise making their decisions solely on the basis of objective criteria without being influenced by private interests or relationships.

6. documentation: Every employee and member of Bizerba should document his/her work so that it is understandable and can be set forth by anyone in case of an emergency. Business activity often give rise to business documents that are of considerable value to Bizerba. Comprehensive and permanent documentation is essential also as proof of Bizerba's integrity. Statutory requirements concerning archiving obligations also apply. Bizerba expects its employees to implement the relevant documentation requirements diligently.

7. authority to represent and authority to sign: In the interest of good business relations with its partners, and for its own protection, it is important for Bizerba to be duly represented at all times where contracts are concluded. For this reason every employee has to verify his/her authority before signing agreements. If possible, a second authorized person has to be involved (dual control principle), who on his/her part verifies the authority also in order to protect the initial signatory.

## V. RESPONSIBILITIES AND SUPPLEMENTS

The principles of this Code of Conduct are supplemented by internal directives and instructions for work available via intranet.

Managerial staff members bear a particular responsibility, in particular managing directors and the executive staff members of Level 1 (LE1). They are called on to communicate the meaning and contents of this Code of Conduct to their employees, and to put them into practice. Employees will also be supported by the responsible departments when implementing the Code of Conduct, e.g. through training measures and preventive advice. See intranet or our website regarding the responsibility for the Code of Conduct.

Superiors are responsible for compliance with this Code of Conduct by their employees. They will therefore monitor and verify such compliance.

Employees have to inform their superiors of breaches of this Code of Conduct. There is no obligation to report a breach in case of self-incrimination, when regulated by law or in case of a legally allowed right to refuse to give evidence. Reporting outside the confines of Bizerba may take place, if at all, only after internal arrangement with and only by the compliance office and the management.

Bizerba national managing directors have to appoint a competent compliance officer for the relevant national company as a contact person for the chief compliance officer of Bizerba. However, the national compliance officer may not be identical to the relevant managing director.

The corporate auditing department will conduct audits independent of processes to check compliance of this Code of Conduct across the group.