



Code of Conduct

Metall Zug Group

June 1, 2016

"A success is only a success if it is achieved by fair and honest means."
– Heinz M. Buhofer

1 Purpose and Scope

This Code of Conduct of the Metall Zug Group comprises our basic values and key principles according to how we act and do business and which help us to pursue high ethical, professional and legal standards.

The Code of Conduct applies to all employees and board members of the Metall Zug Group entities worldwide.

2 Our Basic Values

We plan and act in line with our basic values. These values build the common ground of the Metall Zug Group business units and employees around the globe, our foundation for being a trustworthy partner for all our stakeholders and a standard at which we want to be measured.

Our basic principles are:

- Sustainable and long-term value creation;
- Excellence;
- Integrity in our business practice.

3 Sustainable and Long-Term Value Creation

We act with a long-term view in order to create sustainable success for all our stakeholders such as our customers, employees and owners. We recognize long-term value over short-term profit.

We maintain a culture of responsibility and reliability. We understand corporate responsibility as ensuring a future for our business beyond the next generation by addressing social, governance and environmental issues.

3.1 Corporate Governance

We respect the diversity of our business units. By doing so, the Metall Zug Group strives to achieve an optimum balance between conservative financial policies and entrepreneurial ambition. We consciously make use of such diversity as a source of innovation, internal benchmarks and best practice, without diluting the clear focus of those units. The business units each have their own market presence, including their own, independent brands.

We constantly monitor our corporate governance and implement appropriate checks and balances.

3.2 Equal Opportunity

Our employees build the fundamental basis of our success. We commit to treat each other with respect, dignity and fairness. Employment and promotion are based on professional and social competences, qualifications and individual merit. The Metall Zug Group does not tolerate harassment or discrimination at the workplace of any kind, in particular on grounds of origin, race, gender, age, religion, or any other legally protected personal characteristics. We respect the diversity of our employees.

The Metall Zug Group does not accept any form of forced or compulsory labor or child labor.

**3.3
Safety and Health**

We are committed to making our products safe and secure for our customers. We comply with industry standards and all applicable product safety laws and regulations.

Our workplaces and production facilities are optimized to prevent hazards which may lead to accidents, emergencies, health issues or security risks. Safety and health concerns of our employees are promptly reported and addressed.

**3.4
Environment and
Local
Engagement**

Our primary contribution to society is to develop high quality, premium and precision products addressing our customers' needs and meeting high efficiency criteria to save natural resources as well as to comply with all applicable environmental laws and regulations.

We integrate environmental considerations throughout our business when developing new products or planning new manufacturing plants. We constantly improve the efficiency and performance of our products and our production facilities. Waste of all types, including waste of water and energy, has to be reduced or eliminated at the source. We also encourage our employees to act environmentally responsible and sustainable in their free time.

We distinctly foster, maintain and cultivate local contacts and local engagement at the locations where we operate.

4 Excellence

Excellence and innovation are the key drivers for our sustainable and long-term value creation. We are dedicated to quality and aim for continuous improvement in the ways we do business. We keep a high standard in our daily work and find new ways of solving problems through an open and inspiring working and corporate culture.

We are conscious of our market advantages and protect our tangible and intangible assets as well as our reputation and know-how.

**4.1
Customer Focus
and Reputation**

We understand the needs of our customers and aim to provide best-in-class premium products and services. We do not compromise on quality, precision or customer service and follow our passion for perfecting industrial competencies to the benefit of our customers.

We highly value the reputation and brands of the Metall Zug Group.

**4.2
Confidentiality
and Data
Protection**

Our confidential and internal information including trade secrets and know-how will be safeguarded, protected and prevented from unauthorized or inappropriate disclosures. Employees must not use confidential information for personal benefit or inappropriate or unlawful purposes, and must not take away, disclose or share our confidential information. Confidentiality or data security breaches must be reported immediately.

We respect the applicable data protection and privacy laws and regulations. We never misrepresent or falsify information.

**4.3
Business
Property and
Assets**

We keep the property, intellectual property and assets as well as means of operation of the Metall Zug Group secure and take appropriate precautions to safeguard and protect it. We will use such property and assets only for business purposes in the interest of the Metall Zug Group and its entities and not for personal benefit or inappropriate or unlawful purposes. All our employees must immediately report any intellectual property created in the course of their work or relating to any field of interest to the Metall Zug Group.

We respect the property, intellectual property and assets of others.

**4.4
Communication
and Stock
Regulations**

Our information to customers, employees and owners as well as to the media and the public is clear and accurate as well as transparent and timely. We communicate in a professional manner.

Metall Zug AG is publicly listed and subject to the SIX Swiss Exchange rules on ad hoc publicity. Therefore, we ensure that price-sensitive, non-public facts are treated and disclosed according to the applicable ad hoc publicity rules. Our employees with access to insider information are bound to strict confidentiality and prohibited from trade in securities or derivatives of the Metall Zug AG.

5 Integrity in our business practice

It is our conviction that sustainable and long-term value creation and excellence can only be achieved by following integrity in our business practice. We do business in a fair and honest manner and comply with all applicable laws and regulations as well as with internal policies. We follow such rules both in letter and in spirit.

Our employees are invited to express their own opinion and judgment and to act based on their own thoughts. We are guided by the interests of the Metall Zug Group and our independency is a chance for adequate and future-oriented solutions.

**5.1
Conflicts of
Interest**

We avoid any activities or engagements which might conflict with or be detrimental to the interests of the Metall Zug Group or which may appear to be for our personal preference or advantage. This may include cases of outside employment or engagement, contracting with business partners that are managed by family members or close friends, or investments in activities that compete with the Metall Zug Group.

Conflicts of interest that cannot be or are not avoided must always be disclosed without delay and decision makers must step back when a potential conflict of interest arises or undue personal interests are at stake. In such cases, advice and guidance from the superior(s) or the legal department must be sought.

**5.2
Corruption and
Bribery**

We are incorruptible and do not tolerate any bribery. We only offer or accept gifts, entertainment and personal favors in connection with business activities if they are modest in value and frequency, appropriate to the circumstances and consistent

with customary business practice and law. We ensure that such gifts, entertainment and personal favors will not affect us in our decision-making process.

We never offer or accept gifts, entertainment or personal favors that are cash or cash equivalents, that could potentially create the suspicion of improperly obtaining or retaining business or other services, or that could cause a conflict of interest for any involved person.

We do not offer, make or give a bribe, kickback or any other improper payment, or anything else of value, to an employee or other representative (or his/her family member or friends) of any customer, business partner, governmental or governmental related institution to enter into business, receive information or obtain an official permit, license, action or other business advantage.

**5.3
Competition and
Antitrust**

We compete fairly on the basis of quality, service and price in compliance with all applicable competition and antitrust laws and regulations. In particular, we do not engage in agreements, understandings or discussions (or even information sharing) with competitors on price fixing, market allocation/limitations or boycotts/refusals to deal. Furthermore, we do not enter into agreements or understandings with customers, distributors or suppliers on fixing of reselling prices or passive resale restrictions. We do not abuse a dominant market position.

**5.4
Books and
Records**

We record all relevant business transactions in an accurate, complete, consistent, timely, true and fair manner. Our books and other records are available for internal and external audit but protected from undue alteration or falsification and from unauthorized access.

6 Implementation

**6.1
Making Ethical
Business
Decisions**

Every day, we are about to make business decisions which could have an ethical dimension and affect the assets, record or reputation of the Metall Zug Group. In making good business decisions, we should always ask ourselves the following questions:

- Is it in the overall long-term interest of the Metall Zug Group?
- Would I be embarrassed if my decision or its consequences would appear in the newspapers?
- Does it affect my ability to decide and speak out in the interest of the Metall Zug Group?
- Who else could be negatively affected by my decision (customers, employees, owners etc.)?
- Is it within my authority and the risk tolerance of the Metall Zug Group?
- Is it "the right thing to do" and is it legal?

In case of valid concerns or uncertainties, we are committed to seek advice and guidance from our superior(s) or the legal department.

**6.2
Compliance**

We expect all employees to know and follow our Code of Conduct. Failure to do so may lead to disciplinary consequences, including termination of employment. All of our employees are required to acknowledge that they have received a copy of this Code of Conduct, and that they have read, understood and agreed to be bound by its provisions. Adequate education and training will be provided.

The basic principles of this Code of Conduct are supplemented by other internal policies on group level, business unit level, subsidiary level and department level. This Code of Conduct and a list of the relevant group policies applicable to all employees will be duly communicated.

**6.3
Reporting**

If our employees believe in good faith that a specific conduct violates our Code of Conduct, they should speak up and report such conduct to their superior(s) or ultimately to the legal department (compliance@metallzug.ch). Reports are treated in confidence. No employee who raises an issue in respect of the Code of Conduct in good faith will be subject to any adverse impact in his or her employment as a result thereof.

7 Concluding Provisions

This Code of Conduct was approved by the Board of Directors and the Group Management of the Metall Zug AG on April 30, 2016, and is put into effect as per June 1, 2016. It replaces the document Group Policy ("Gruppenpolitik") of December 2006. The Code of Conduct is available in different language versions. In case of discrepancies between the language versions, the English version shall prevail.

Any amendments of this Code of Conduct will be subject to the approval of the Board of Directors of the Metall Zug AG.

Zug, April 30, 2016

Chairman of the Metall Zug AG

CEO of the Metall Zug AG

Heinz M. Buhofer

Dr. Jürg Werner