

The Main Components of our Compliance Management System

1. Code of Conduct and internal rules and standards

All employees of ZITEC Gruppe, KISTENPFENNIG AG and of all affiliated companies, also including the Board of Directors, are under the obligation to comply with the Code of Conduct laid down herein. We expect that all employees comply with the laws, even if they are not specifically mentioned here. In case of a conflict between applicable laws and internal regulations including this Code of Conduct, the laws shall prevail. Acting lawfully requires that all employees are aware of the internal rules and regulations and legal requirements. The Compliance Process uses rules and standards which will be available for all employees clearly arranged and up-to-date. Via the ZITEC Intranet every employee will be able to read up on Compliance and individual guidelines.

2. Training

Every employee shall be able to evaluate and understand the relevant laws for their own field of activities. For this reason, all employees are trained, at the beginning of and, periodically, throughout their employment, on a wide variety of topics tailored to our business situation, and on our Code of Conduct so that our employees are able to take quick and confident action at any time. Participation in related training courses is mandatory and shall be documented.

3. Compliance Organization

Christian Aumüller will manage and take responsibility for the Compliance Organization. The Compliance Regulations and Compliance Management System will be continuously developed further. Correct application of the system will be assured by the existing, operating BU organization, with the senior staff expected, in particular, to act as role model and to provide information. In principle, ZITEC Gruppe relies on confidence. This confidence shall be further encouraged by inspections which shall be done in regular intervals, randomly and documented. Should random checks result in any sign of an intended infringement, appropriate inspections and consequences will be initiated. ZITEC Gruppe also expects its suppliers to comply with the pertinent laws, rules and regulations, and therefore cooperates primarily with renowned companies which have their own compliance program in place. In the future, possible compliance risks shall also be considered in the selection and assessment of suppliers, who should be encouraged to commit themselves to acting responsibly and lawfully.

4. Reporting of Compliance Infringements

Every employee is requested to report internal and external compliance infringements which are from their point of view either serious or will occur again. There are three ways of reporting:

1. In principle, a compliance infringement should be reported to the direct superior. The direct superior will submit the information to Compliance Officer's attention.
2. Should an employee not want to talk to his superior, the Compliance Officer can be contacted directly. If requested, the identity of the reporting person can be kept anonymous as long as possible. We do not want to open doors to an internal spy culture, but we want to ensure that every employee can fulfill his part of the Compliance Responsibility.
3. In addition, every employee does have the possibility to contact any member of the Board of Directors directly.

The data of the report are not captured or stored electronically, and the employee accused of an infringement shall be informed thereof as soon as possible.

We would like to point out expressly that any infringements of the Code of Conduct and/or of any legal provisions shall have consequences both under labor and liability laws, and may even incur criminal-law sanctions, depending on the gravity of the infringement.

Code of Conduct

1. Product Integrity

ZITEC Gruppe aims to meet the highest quality standards for our products and to continuously develop our services by applying our certified quality management system. It is our target to maintain the trust put in us and our products, and to make sure our customers are happy. It goes without saying that the relevant legal provisions are always complied with, in particular those governing product safety, product liability, warranty and the authenticity of branded products. This leads us to also pay close attention to resource-saving and eco-friendly production processes, products and sales channels during the entire product life cycle.

2. Work Environment

All employees are expected to treat others and be treated with a sense of fairness, open-mindedness and co-operation. No employee shall be harassed, discriminated or handicapped without cause due to their race, nationality, descent, sex, religion or philosophy of life, political attitude, age, disability or sexual orientation. To provide safety and health protection at work is the basis for successful business activities for ZITEC Gruppe. In order to raise employee awareness of those issues and to create a livable atmosphere, the topic "Human Rights and Non-Discrimination" shall be addressed both upon hiring and in annual staff training. Employees are expected to report any discriminatory incidents to their superiors, the Compliance Officer or to the Board of Directors. ZITEC Gruppe will not hesitate to take appropriate actions allowed under the labor law, depending on the gravity of the infringement.

Along the supply chain, too, ZITEC Gruppe is committed to safeguarding human rights and, in particular, to combating child and forced labor. In the future, the topics "Human Rights" as well as "Child and Forced Labor" shall also be considered in selecting and assessing suppliers.

The Board of Directors further develops measures designed to foster employees' job satisfaction and motivation. This is why remuneration, working time and career opportunities are regulated in a transparent, gender-neutral and fair manner. ZITEC Gruppe supports the personal development of its employees through the company and external measures of ongoing training and further education.

Safety and health at work are the fundamentals of staff efficiency and motivation and, ultimately, of business success. We have a certified occupational safety and health management system in place, and prefer to cooperate with suppliers who can furnish proof of their own occupational safety and health policy. We comply with the current legislation governing safety and health at work, and make sure that our working environment is safe and healthy. Mandatory training courses on safety and

health at work, and “walkabout” inspections of workplaces shall take place on a regular basis as well as special campaigns (fire-fighting demos, first-aid courses, etc.).

3. Data Security / Handling of Confidential Information and Business Secrets / IT

Every employee is bound by law to protect data confidentiality and must not collect, process or use personal data of employees, customers and third parties without their consent or legal permission. The person concerned has to be informed by ZITEC Gruppe about the first-time collection of his personal data, should the data be collected without his knowledge. Confidential information and business secrets as well as business documentations (including E-Mails) belong to ZITEC Gruppe and have to be correctly filed and saved. In principle only explicitly authorized employees are entitled to publish any confidential information and business secrets and they have to be secured against illegal access by third parties or other employees. The relevant IT-Guidelines of ZITEC Gruppe have to be absolutely complied with at all times.

4. Anti-trust Law / Competition Law / Trade Mark Rights of Third Parties

Every employee has to comply with the principles of a fair and open competition. Agreements of any kind with competitors concerning prices, terms and conditions of business, market allocation and other economical sensitive issues have to be refrained from, unless they have been legally reviewed concerning compatibility with the applicable anti-trust law regulations. Infringements of intellectual property rights of third parties are to be avoided.

5. Foreign Trade

Applicable regulations and restrictions concerning international trading including export and import regulations of the country concerned at the time must be observed. This especially applies to those countries which are subject to a trade embargo.

6. Conflict of Interest

Employees are obliged to avoid any activities in or outside the company which cause or could cause a conflict of personal interests with the interests of ZITEC Gruppe. Business matters should never be influenced by personal interests or considerations. No employee must use their position or the property of ZITEC for their personal advantage or other gain.

7. Corruption, Gifts and Benefits

Employees are not permitted to offer or to acquire personal advantages or monetary payments or other benefits when initiating, placing or processing an order. Furthermore employees are not allowed to provide or accept nonmonetary gifts. In principle, this is applicable worldwide. The only exception concerns occasional, promotional and nonmonetary gifts which are customary in the country in question and which are not granted or accepted in return for a preferential treatment or evasion of statutory provisions. However, business decisions must not be influenced by such gifts. Gifts to public officials generally are forbidden.

8. Financial Integrity

Any business records that ZITEC Gruppe prepares, publishes or provides to authorities, shareholders and creditors, have to be complete in terms of the applicable accounting principles. All financial records have to be prepared correctly, in time and in accordance with the applicable legal requirements by the employees according to their field of activity and area of responsibility.

9. Environment

ZITEC Gruppe seeks to take responsible and sustainable measures for an active contribution to saving energy, thus protecting our environment. ZITEC Gruppe has an environmental management system in place and is certified to DIN EN ISO 14001 and DIN EN ISO 50001. Each and every employee shall know and comply with the laws which govern environmental protection and energy saving, and report any infringements and imminent dangers as well as any possible optimizations.

In order to ensure sustainable environmental protection along the supply chain, measures are taken to further develop those suppliers who can furnish proof of an environmental management system. This is why the environmental aspect shall be taken into increasing account when selecting and assessing suppliers

Plattling / Mainz, July 2016

ZITEC Gruppe GmbH

KISTENPFENNIG AG

A handwritten signature in blue ink, appearing to read "O. Schaefer", written over a horizontal line.

Dr. Otto Max Schaefer
Chief Executive Officer

A handwritten signature in blue ink, appearing to read "Aumüller", written over a horizontal line.

Christian Aumüller
Chief Compliance Officer