

RUBIX

GROUP CODE OF CONDUCT AND ETHICS

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Foreword

Dear all,

Rubix is the leading pan-European industrial distribution business, with an exciting future ahead. We operate in twenty-three European countries, have the scale, the expertise, the reputation and the talent to continue to grow.

At Rubix, we share the utmost conviction that the success of our Group rests on our employees. Together, we are committed to conducting business responsibly.

This spirit has led us to formalise a Code of Conduct and Ethics to govern our way to do business, to the benefit of each of us, as well as our customers, suppliers, shareholders and the communities in which we live and work.

Indeed, this such Code explains Rubix's position as a sustainable business player, a respectful employer and a reliable business partner, as well as the values that are important to the Group. This Code sets out the guidelines and requirements of behaviours which should be observed when working for and collaborating with Rubix. Our objective in developing this Code is to provide you with concrete rules as well as assistance in situations you may face when doing business. The Code constitutes the very foundation of our Compliance policies and procedures.

This document applies to all of our employees in all the countries that we operate in, but is also aimed at providing guidance to our business partners to understand our commitments on key ethical principles.

Rubix's Board of Directors and executives have all endorsed the Code and shall lead its implementation by example.

We are confident that each of us will fully engage with this Code of Conduct and Ethics. We trust that our business partners will also adhere to the fundamental principles which are set out in this Code.

Best regards,

Martin Gaarn Thomsen
Chief Executive Officer
October 2018



1. Our values

At Rubix we are committed to being professional and customer oriented, whilst harnessing a winning spirit and the power of the team to deliver results. Along with the launch of our Rubix brand, we have defined a new set of core values that guide us in our day to day interactions, behaviours and decisions.

Core values are:

- the backbone of our company culture and thereby,
- a guide to the behaviours we would like to see to strengthen our company culture and thereby our company as a whole.

Our core values are:

- Act with integrity
- Own and take action
- Stay curious
- Never settle
- Embrace perspectives

Whilst our employees live ALL of these values throughout the Group, the one value that perhaps is most associated with our code of conduct is 'Act with integrity'. It is our commitment to:

- Act from a grounded position recognising the challenges of a situation
- Act in trusted relations with the courage to say what is needed
- Stay fair, balanced and unbiased
- Act with consistency and transparency in our behaviours and decision making

It is the employees' and line managers' responsibility to ensure these values are known and understood and lived every day, in any of our locations, in both our internal and external relationships.



2. Compliance and Applicability

In order to support our core values, we have in place comprehensive compliance processes and procedures. Compliance means abiding by national and international laws and ensuring robust internal policies and regulations.

As we continue to grow, we make sure all Rubix employees understand our shared responsibility for compliance and for meeting Rubix's high ethical standards.

This Code of Conduct and Ethics (hereinafter the "Code") defines binding principles and guidelines that require all employees and managers to behave in an ethical and law-abiding manner.

This Code applies to the Rubix Group, all its subsidiaries and affiliates (collectively "Rubix" or the "Company"), in all countries where Rubix operates and to all employees (internal, external or occasional), officers, directors acting on behalf of Rubix (collectively "Employees").

The application of the Code shall be subject to any restrictions or rights arising from the law in each jurisdiction in which the Company operates. Where differences exist between the Code and local law as a result of local customs, norms, laws or regulations, the highest standard of behaviour shall apply.

We all have the responsibility to ensure that the Rubix Group and its affiliates abide by the law in every country where we operate. Compliance with this Code and applicable law is mandatory.

Employees who violate the Code may be subject to appropriate disciplinary action by the employing company subject to local law and agreed procedures. Where an action is also in breach of the law, Employees may also be subject to prosecution under civil or criminal law.



3. Operational Compliance

3.1 Product & Services Safety and Quality

At Rubix, quality and safety mean making sure that our products and services meet or exceed our clients' expectations and fully comply with any applicable laws requirements and standards in force.

We are committed to satisfying our clients by marketing high-quality products that have proven their efficiency and safety.

3.2 Responsible Marketing

Rubix commits to developing and delivering products and services in a responsible way. Promotion and marketing of our services and products must always be accurate, in accordance with their characteristics and never cause any confusion for our customers. All applicable laws and regulations must be met when conceiving and implementing marketing and communication campaigns.

3.3 Prevention of Corruption

At Rubix, we require that all transactions with third parties are carried out in accordance with all relevant legislation related to corruption.

Consequently, we do not tolerate any form of corruption: Employees shall not directly or indirectly offer, promise, grant or authorise the giving of money or anything else of value to a government official or private business partner to influence official actions or obtain an improper advantage.

Rubix prohibits both the giving and receiving of bribes.

In addition, corruption is prohibited regardless whether it is carried out directly or indirectly, e.g., through a third-party agent or other intermediary.

All Employees share responsibility for adhering to the anti-corruption policies and procedures and must demonstrate and communicate the Company's absolute commitment to these principles.

Rubix demands compliance with all applicable regulations on prohibiting corruption and seeking transparency, such as major international requirements like the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions, the French Sapin II Law, U.S. Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act, and all other national and local anti-corruption laws in force wherever we operate.

Violations of the anti-corruption laws may have extremely serious legal consequences for the Company and any individual involved. We must remember that any form of corruption is not only a serious breach of this Code and can lead to internal disciplinary procedures, but is also a criminal offence leading to penalties and criminal sanction for the alleged persons and the Company.



Corruption is offering, giving, receiving or soliciting any type of benefit for the purpose of influencing the action of a person entrusted with a position of authority. This includes actions taken directly or indirectly with the intent of performing a fraudulent action or of conveniently omitting a legal requirement.

A benefit can be defined as anything of value, such as bribes (monetary and any other valuable benefit), facilitation payments, kickbacks, inappropriate gifts or hospitality, sponsoring or any other direct or indirect benefit or consideration.

Facilitation payments are payments of small amount made to an authority, often a government official, to facilitate the approval of some type of business transaction or activity or secure the performance of government actions that does not require exercise of discretion (routine government action). Paying for a service that should otherwise be free in exchange for increased efficiency or rapidity constitutes a facilitation payment.

Gifts or hospitality

Ordinary corporate hospitality such as small business-related gifts, modest meals, entertainment and the like may be given and received by Employees, so long as they are reasonable, customary, not extravagant or excessive, not given or received for any improper purpose or influence and as long as they are in strict compliance with this Code, other applicable Company locally defined policies, and all applicable laws.

A gift or hospitality becomes inappropriate when it does not respect the above defined rules and Company local policies defining, amongst others, the monetary threshold, the level of ostentatiousness, the business purpose, and the cultural context.

Grants/Sponsoring

Sponsoring is a material support provided to an event, a person, a product or an organization for the purpose of gaining direct benefit such (as but not limited to) exposure in public places.

Any sponsorship or grant should be approved first and controlled by management. The nature of the sponsorship should be reviewed and assessed. It needs to correspond to Rubix's vision, priorities and existing regulations. Its purpose must be correctly assessed to ensure it is effectively needed and used, and that it has not been deviated from its philanthropic or charitable purpose.



DOs

- *Refuse commercial transactions with commercial partners not respecting Rubix's requirements related to anti-corruption.*

DONT's

- *Never offer or acquire personal advantages or monetary payments or other benefits when initiating, placing or processing an Rubix order.*
- *Never agree to give a payment to a public official or business partner without a legitimate business purpose, without having received official documentation.*
 - *Never offer or accept gifts which are unreasonable, uncustomary, extravagant, excessive, or given or received for any improper purpose or influence.*

Case studies

1. *A client's buyer intends to order double of his usual order quantities under the condition that he receives the latest mobile phone that will not clearly appear on the invoice and is to be delivered to his personal address. I realise this situation is wrong but what can I do to stop it?*

This is an attempt to make a Rubix's employee perform an act of corruption. Such an offer should be declined and immediately discussed with your line manager.

2. *Rubix has just won the first phase of a major public procurement contract. I would like to celebrate the win of the first phase and set sound foundations for success of the next phase by entertaining our contact at the public procurement office. On what conditions am I allowed to do so?*

This situation is an attempt to use gifts and hospitality to influence the personal judgement of the decision maker in order to obtain business benefits. The fact that this person is a civil servant, and the timing of the entertainment (prior to the tender) worsens this case. You must consult with your line manager and consult your local policies to determine what guidelines must be respected (authorised amount, nature of the gifts, context, need for approval, etc.).



3.4 Fraud

Fraud is when deception is used to gain a dishonest advantage over another individual or company. Fraud can occur in any department, in many different ways, and does not always involve the loss of goods or money.

Employees must immediately report to his/her line management any suspected or attempted fraud, any unexplained disappearance of funds or securities, or any other suspected criminal activity.

Engaging in fraud is a fundamental breach of our core value of honesty and we treat it as a most serious breach of discipline. We do not tolerate fraud and require Employees to demonstrate the highest standards of honesty.

All cases of fraud will be investigated, recovery of losses arising will be pursued and disciplinary procedures fully enforced against employees engaged in or complicit in fraudulent acts.

3.5 Conflict of interests

Employees must avoid any activities in or outside the Company which cause or could cause a conflict of personal interests with the interests of the Company. Employee's decisions made in performing their professional duties should never be influenced by personal interests or considerations. Therefore, all Employees must, where possible, avoid situations in which an actual or potential conflict of interest may exist. Employees must not use their position or the property of the Company for their personal advantage or other gain.

Furthermore, Employees shall promptly and fully disclose any actual or potential conflicts of interest that arise to their manager. Each year any ongoing conflict of interest must be redisclosed. For further guidance please refer to the 'Conflicts of Interest Form'.

Examples:

Situations that may give rise to a prohibited conflict of interest and for which employees should seek guidance from their manager include, but are not limited to:

- *personal or family business arrangements with company;*
- *diverting corporate opportunities;*
- *financial interests in competitors, suppliers or customers;*
- *outside employment with a competitor, supplier or vendor or that otherwise conflicts with the employee's performance of his or her job duties with company;*
- *family member(s) working with a competitor, customer, supplier or vendor; and*
- *service with outside organizations, particularly governmental positions*



Case studies

In the process of settling on a new supplier, an Rubix employee puts forward a supplier in which he has a significant interest. Should I continue the selection process of this supplier?

This information must be disclosed to your line manager, the ultimate point of contact being the Group Governance and Compliance officer, as it may represent a conflict of interest.

My husband works for one of Rubix's competitors. We rarely talk about our work. However, we can face some difficulties with some colleagues. Should I notify someone about this?

The appearance of a conflict of interest does not necessarily mean that there is actually a conflict of interest. The first measure to undertake is to inform both companies of the details of your situation. At Rubix, this information should be communicated to your line manager, the ultimate point of contact being the Group Governance and Compliance officer. Then, the company shall be able to ensure security and confidentiality of business information.

I am currently working on a new transaction with a client's purchasing team. Together, we try to ensure that both Rubix's and the client's interest are maximised. One day during lunch, one of the client's buyers told me to use his purchase expertise to offer consulting services during his spare time. He proposed to provide his consulting services directly to Rubi, on other transactions not involving his firm directly. May I accept his services if his fees correspond to Rubix's requirements?

Entertaining a business relationship with a client's employee without the authorisation of his employer may be perceived as a conflict of interest. Especially if the service affects the one that he is providing on behalf of the client, even indirectly. This offer should not be accepted, unless an authorisation from the client is received. If the client is unaware of this offer of transaction, he should be informed by your line manager.



3.6 Global Trade Compliance (Sanctions and embargoes)

Rubix is committed to complying fully with applicable United Kingdom (UK), European Union (EU) and United States (US) economic sanction laws, this means there are certain countries, entities or individuals that we cannot trade in or with, either directly or indirectly (i.e. mainly through a third party). Appendix 1 contains further information.

Rubix export sales can also be subject to trading export and import control laws of the involved countries. Export laws regulate goods and technology sale and transfer based upon the origin of the goods/technology and require a licence or prohibit sales or transfer to certain end users or destinations.

Case study

The sale department is considering business with a new customer that has recently expanded by acquiring new factories in several countries in the Middle East. This would be the first time Rubix considers sales to this customer. How can the Company be sure that the products won't be sold to a restricted country?

Considering this is a new region with potentially sensitive and restricted zones, the necessary due diligence research must be performed in order to ensure compliance risks are avoided. When considering whether or not a shipment is authorized or requires an export license, we need to consider what is being shipped, where it is going, and to whom it is being exported. In case of any doubt, Employees shall require an advice from the Group Legal Director and the Group Internal Auditor.

3.7 Free and fair competition and anti-trust law

Rubix is committed to promoting the principles of fair and open competition based on compliance with competition law. Agreements of any kind with competitors about prices, terms and conditions of business, market allocation and other economical sensitive issues will not be tolerated.

3.8 Lobbying and political activities

Lobbying is an activity that aims to influence legislators or involves contributing to the public decision-making process relating to regulations likely to affect the Group activities.

At Rubix, we don't contribute to political parties, politicians or related institutions on any form (monetary, grant or donation ...).



4. Handling of information

4.1 Confidentiality

At Rubix, we are committed to protecting trade secrets, intellectual property and other confidential information, this includes Rubix's assets as well as those that are entrusted to Rubix by others.

Confidential information is information that we learn, receive or develop as part of our work and which is not otherwise publicly available. Such information is a valuable business asset that must be protected and kept confidential because its unauthorized use or disclosure could destroy its value and give others an unfair competitive advantage.

Information considered to be confidential comes in many forms (verbal, written, registered in a software etc.) that may include, but is not limited to: strategic, financial or business plans, commercial and supply strategies, information concerning our products, our prices, our customers or suppliers.

Confidential information, intellectual property and trade secrets must not be used or disclosed without appropriate authorisation, consistent with applicable law. As confidential information has been collected within the professional framework, it belongs to Rubix or its business partners, and must be used only for Rubix business purposes and must not be used for a private gain or to damage the Group's interest and reputation.

4.2 Data privacy

"Personal data" means any information that can be used to identify an individual, whether directly or indirectly (e.g., name, date of birth, photograph, address, email address or any identifying number). We have access to individuals' private data via employment relationships (our employees) but also when doing business (our customers' or suppliers' representatives).

Rubix is committed to guaranteeing the respect of data privacy requirements, Personal data can be retained and processed only for the purpose for which they have been collected and with authorisation if required. Personal data protection gives individuals whose data is held the right to control the collection, processing, use, disclosure and storage of data relating to them. Rubix prohibits the disclosure or misuse of Personal data. Rubix ensures compliance with the EU GDPR (General Data Protection Regulations) via robust controls and processes in relation to data security that must be followed at all times by employees.



4.3 Information Security

Rubix is committed to protecting the security of all forms of information (written, spoken and digital) used in our business activities, during all steps of the information life cycle: creation, storage, usage, communication and deletion. We have implemented appropriate security solutions in accordance with best business practice in our sector. We regularly audit and monitor the functionality of implemented security solutions.

Employees must comply with Information Security rules implemented by the Company and communicated country by country in the local IT policies.

5. Financial Integrity

5.1 Records

It is the policy of Rubix to keep accurate accounting books and records, and to maintain a system of internal accounting controls to ensure that all transactions are properly authorised, controlled and transparent.

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

5.2 Money laundering

Money laundering is the process of transforming money obtained illegally in order to make these funds legitimate and thereby enter the stream of regular and formal commerce. It is not limited to cash transactions only, as it can include monetary instruments and other proceeds of illicit activities.

We all must pay attention to the origin of clients funds to ensure payments are not part of these global illicit scheme which is often linked to more serious criminal activities. Rubix is committed to ensuring the company is not involved in money laundering activity directly or indirectly. Periodic risk assessments are carried out across the group in order to identify risk areas. Employees must comply with the money laundering risk assessment processes and ensure any potential instance of money laundering is reported to group appropriately.



5.3 Tax

Rubix is committed to full compliance with all tax national and international laws and treaties and full disclosure to relevant tax authorities. The Group's tax affairs are managed in a way which takes into account the group's wider corporate reputation in line with Rubix's overall high standards of governance.

In line with applicable legal obligations, Rubix shall not engage in the criminal facilitation of national or international tax evasion. Consequently, it is forbidden our Employees are engaged in any form of knowing or deliberate facilitation of national or foreign tax evasion. Employees shall promptly report any suspected evasion of tax or any request or demand from any third party to facilitate the evasion of tax.

6. Sustainability

At Rubix, we are convinced that sustainability constitutes a great opportunity to develop our business in a responsible and trustful manner. The implementation of sustainability practices contributes to strengthening long-term relationships with all of our stakeholders.

Our sustainability approach is formalised in the Group Sustainability Charter, in which we recognise that our employees are one of our strategic assets. We aim to cultivate a corporate culture which allows them to fully exploit their talents and enables us to grow together with them.

6.1 Anti-Discrimination and Harassment

We are strongly committed to protecting our Employees and respecting all applicable laws and international requirements regarding labour, both during the hiring process and for current employees. Rubix rejects all forms of discrimination on the basis of race, nationality, gender, age, sexual orientation, disability and personal beliefs (religious, political, etc.), and we will not tolerate any act of harassment and bullying at the workplace. Any misconduct will be firmly condemned. Instances of harassment, bullying or a generally unhealthy business culture should be reported via the company's whistleblowing processes and will be confidentially treated in a serious manner.



6.2 Health and Safety

Health and safety at the workplace is fundamental to the good functioning of our company. Rubix commits to complying with all enforceable legislations which govern safety at work, in order to guarantee a safe and healthy workplace and working conditions. In keeping with these objectives, Rubix pledges to provide adequate and timely health and safety training to make sure our people act in accordance with health and safety requirements.

6.3 Human rights

Rubix is committed to meeting its responsibility to respect and promote Human Rights, and to avoiding any infringement of human rights or any adverse impact on or abuses of such rights. It is especially important when addressing the topic of Human Rights to stress on the fact that we respect all local and international requirements. However, in case of a conflict between them and our Code, we aim at enforcing the most stringent approach.

6.4 Environment

The Group is sensitive to environmental issues and places the saving and the efficient use of its natural resources at the frontline of its activities. At Rubix, our objective is to have a positive impact on the environment whilst limiting our environmental footprint. As such, we are committed to respecting all applicable laws and norms regarding environmental stewardship.

7. Whistleblowing Procedure

The Group has implemented a Whistleblowing Procedure establishing an alternative method to alert and report on an actual or suspected violation of this Code. The details of the Whistleblowing Procedure are defined in a separate document and will be available on the combined Group intranet when this has been launched.

Employees can always contact their direct supervisor or manager, as they remain the primary contact to answer a question or solve an issue related to this Code.

Coming into effect

This Code is effective from 1 March 2018.

Last up-date: 22 October 2018.



Appendix 1

Economic and Trade Sanctions

Economic sanction laws have a variety of sources and are issued in support of national and international policies to prevent terrorism, money laundering, narcotics trafficking, nuclear proliferation and various international relations goals.

The Company's policy in connection with Economic and Trade Sanctions compliance may be revised as necessary as applicable laws and regulations are modified.

Based on UK, UE and US laws the following countries, entities or individuals are prohibited from doing business with:

- Cuba, Iran, Syria, Sudan, North Korea, Burma, Crimea/Sevastopol (at the date of this Policy “**Prohibited Countries**”)
- The government of any Prohibited Country (including any entity owned or controlled by the government of any Prohibited Country, working on behalf of the government of any Prohibited Country;
- Any individual or entity that is listed on:
 - the OFAC Specially Designated Nationals List (“**SDN List**”) <https://sanctionssearch.ofac.treas.gov/>. (This is a list of individuals and companies owned or controlled by, or acting for or on behalf of, Prohibited Countries listing also individuals, groups, and entities, such as terrorism supporters, narcotics traffickers or proliferators of weapons of mass destruction, that are not country specific);
 - UK Asset Freezing Unit list (“**AFU List**”) including the names of individuals and entities that have been forbidden to deal with by the United Nation, the EU and the UK <https://www.gov.uk/government/publications/financial-sanctions-consolidated-list-of-targets/consolidated-list-of-targets>

Prohibited Countries list can vary from time to time in compliance with current applicable law and regulations, SDN List and AFU List are also constantly being updated.

Violation of Economic and Trade Sanctions exposes Rubix and its employees to regulatory enforcement proceedings. Major violations can even result in criminal prosecution.



Process:

If you know or suspect that any violation of Economic and Trade sanctions has occurred, or may occur, you must immediately notify the Group Legal Director and the Group Internal Auditor.

In order to ensure compliance with EU, UK and US Economic and Trade Sanctions, new customers, existing customers and payment instructions for fund transfers should be pre- checked and pre-screened against SDN and AFU Lists.

If a sanctions target is identified this must be reported immediately to the Group Legal Director and the Group Internal Auditor.

Appendix 2

Human Rights

As evidence of our commitment to respecting and promoting Human Right, we endorse several International Human Rights core instruments, for further details see Appendix 2. (such as the Universal Declaration of Human Rights, the UN Guiding Principles on Business and Human Rights, the International Labour Organization's (ILO) eight core conventions, and the ILO Declaration on Fundamental Principles and Rights at Work).

Moreover, Rubix participates in the United Nations (UN) Global Compact. This commitment helps us integrate sustainability deeper within the Group's identity and business practices, in alignment with ten universally accepted principles. It also suits the Group's culture of promoting transparency, since our ongoing efforts in the areas of Human Rights, labour, environment and anti-corruption are annually assessed and publicly communicated to its stakeholders in an annual "Communication on Progress" (COP) available on internet.