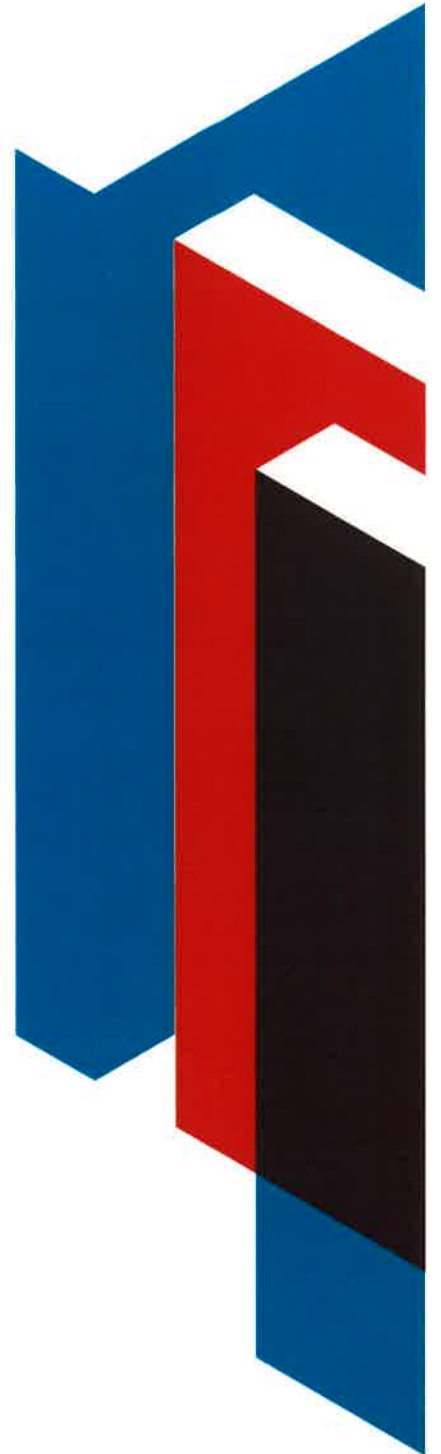


# Code of Conduct

<b>Scope</b>	Dätwyler IT Infra AG
<b>Version</b>	2.1
<b>Release date</b>	January 1 <sup>st</sup> 2021

***Important Confidentiality Notice***

*This document contains confidential and proprietary information of Dätwyler IT Infra. This document or any information contained herein shall not be disclosed to any third party without the express written consent of Dätwyler IT Infra.*



Dear Employees

More than 100 years of innovation for the benefit of our customers, employees, shareholders and other stakeholders – that is the hallmark of the Datwyler Group of Companies. Since 1 January 2013, Dätwyler IT Infra has been operating as a private sister company of the publicly listed Datwyler Group, while remaining under the common umbrella of Pema Holding, domiciled in Altdorf, Switzerland. In recent years, Datwyler IT Infra has grown into an international enterprise with global production, engineering and sales facilities. Building on our strong roots, we have developed our own style with high standards and unique values:

- We are Entrepreneurs.
- We bring value to our customers.
- We excel in what we do.
- We have respect for others.

While the social and economic environment is changing at an ever faster pace, we want to uphold the strengths of Dätwyler IT Infra. This makes it vital to establish clear guidelines summarizing our continuously evolving standards. The Code of Conduct below sets out those same standards of conduct that our employees have always applied using good common sense.

We are convinced that these traditional basic values are regaining importance in our continually globalizing world and that they will be an additional competitive advantage. Based on this conviction, Datwyler has joined the UN Global Compact. As a member of this UN initiative, Datwyler has committed itself to the ten principles relating to human rights, labour standards, environmental protection and anti-corruption initiatives.

For us as an international company, it is extremely important to lay down binding standards of conduct expected by us, to regularly communicate them, to provide the necessary training, and to take appropriate disciplinary action in the event of any violations. As in the past, we are confident that everyone who works for Dätwyler IT Infra will adhere to the highest standards of ethical behaviour. If any unclear situations arise in day-to-day business activities, this Code of Conduct will provide practical guidance. We are counting on you!

Altdorf, 11 March 2013, updated on 1 January 2014, on 1 July 2018 and on 1 January 2021

Dätwyler IT Infra AG

On behalf of the Board of Directors



Dr. Hanspeter Fässler, Chairman

On behalf of the Corporate Management



Johannes Müller, CEO

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## **1 Background**

Dätwyler IT Infra is a leading provider of high-quality solutions and services for electrical building infrastructure. Focusing on Europe, the Near and Middle East and Asia, the Company with its global workforce of about 900 employees is a professional partner offering innovative customized solutions in numerous countries.

We seek to sustain profitable growth for the benefit of our customers, employees and all other stakeholders. This is the foundation on which we add value in the long term and preserve the corporate independence of Dätwyler IT Infra. As a competent development partner, we maintain close contact with our customers, deliver the highest quality and provide satisfaction with innovative services. Every Dätwyler employee is committed to contributing to our customers' success in their markets.

## **2 Principles and objectives**

The Code of Conduct contains binding rules that apply to all Dätwyler IT Infra employees worldwide. They are designed to help deal with ethical and legal challenges in our day-to-day work. Any employee may speak to his line manager or the manager of the local company at any time if he has questions or concerns relating to the Code of Conduct.

### **3 Basic principles of conduct:**

#### **No violations of law, discrimination or harassment**

#### **3.1 Compliance with laws**

Compliance with laws is the top priority for our Company. Every employee must respect and obey the laws and regulations of the jurisdiction in which he operates. Violating the law must be avoided under all circumstances. Besides the penalties imposed by law, any employee guilty of a violation can expect disciplinary action, up to and including dismissal, for breach of his obligations under his employment contract.

#### **3.2 Mutual respect, honesty and integrity**

We respect the human rights, dignity, privacy and personal rights of every individual. We work with men and women of different origins, nationalities, cultures, religions and colors, nurturing a culture of mutual respect and trust. We will not tolerate any form of discrimination, humiliation, oppression, harassment or offence. In particular, we strictly condemn sexual harassment and bullying. We categorically reject the use of child and forced labour.

We are open and honest, act with integrity and take responsibility for our actions. We are reliable partners and do not make promises we cannot keep. These principles apply both to the way we interact with each other within the Company and to our conduct in dealings with external partners.

#### **3.3 Upholding the reputation of the Dätwyler IT Infra AG**

The reputation of Dätwyler IT Infra largely depends on the behaviour and conduct of each one of us. Inappropriate behaviour or conduct of even a single employee can cause serious harm to the Company. Every employee is required to uphold the public image of Dätwyler IT Infra. Everything he does in the performance of his duties must be guided by this principle. Rules for the use of social media platforms by Dätwyler IT Infra employees are set out in separate Social Media Guidelines.

#### **3.4 Coordinated external communications**

In respect of external communications issued by Dätwyler IT Infra, the following must be observed:

Inquiries from trade media concerning technical matters must be referred to the Head of Communications of Dätwyler IT Infra, who will then coordinate communications with trade media. The current Head of Communications is Dieter Rieken, [dieter.rieken@datwyler.com](mailto:dieter.rieken@datwyler.com).

Dätwyler IT Infra's external communications must additionally take into account the needs of publicly listed Datwyler Holding. To ensure that all stakeholders are treated equally as required, communications with members of the daily, business and financial media must be coordinated with the CEO of Dätwyler IT Infra. The current CEO is Johannes Müller, [johannes.mueller@datwyler.com](mailto:johannes.mueller@datwyler.com). He will ensure coordination with the Head of Corporate Communications of Datwyler Holding.

The above-named persons/units will decide whether and in which form it is best to communicate. The Corporate Design Guidelines must be followed at all times when using any communication tools.

## **4 Attractive employer**

### **4.1 Modern corporate governance**

As a company committed to creating long-term value, Dätwyler IT Infra has a clear framework of sound organizational, management and control policies. These policies are set out in the Articles of Association, Rules of Organization, and the Delegation of Responsibilities of Dätwyler IT Infra. They satisfy the demands of corporate governance thinking.

### **4.2 Decentralised management**

Dätwyler IT Infra operates a systematically decentralized management system within a clear framework. By taking decisions at the lowest possible level close to the market and customers, the Company fosters a culture with a high degree of identification and fast response times. Full transparency in the organization ensures the necessary sense of responsibility in decision-making. In the performance of his duties, every employee must abide by the Rules of Organization, Delegation of Responsibilities and special instructions issued by the employer.

### **4.3 Responsibility and supervision**

Each line manager is responsible for the employees reporting to him. He must earn their respect through exemplary personal conduct, performance, reliability and social skills. He sets clear, ambitious and realistic goals, leads by trust and allows employees as much personal responsibility and freedom as possible. He or the Human Resources Department can also be consulted by employees if they have any job-related or personal concerns.

Each line manager has organizational and supervisory duties to perform. He is responsible for ensuring that no violations of law are committed within his area of responsibility that could have been prevented or impeded by proper supervision. He still remains accountable even if some tasks have been delegated.

The following applies in particular to management, responsibility and supervision:

1. The line manager must exercise care in selecting employees based on their personal and professional qualifications. The duty of care increases with the importance of the task to be performed by the employee (duty of selection).
2. The line manager must define the tasks in a precise, complete and binding manner, in particular with respect to compliance with legal requirements (duty of instruction).
3. The line manager must ensure that compliance with legal requirements is monitored continuously (duty of monitoring).
4. The line manager must clearly communicate to employees that violations of law are not acceptable and will have consequences under labour law.

In addition, each superior is required to familiarize his employees with the Code of Conduct on a regular and documented basis.

#### **4.4 Fair employment conditions**

Dätwyler IT Infra companies ensure equal opportunities, equal treatment and fair employment conditions, pay fair wages and salaries, and offer employee benefits in line with national and industry standards. In business reorganization programs, we consider the needs of the employees. Regular employee surveys provide the foundation for continuous improvements. Our employees are free to join trade unions. We maintain a constructive dialogue with internal employee representatives.

#### **4.5 Systematic training and development**

The markets in which the Dätwyler IT Infra operates call for highly trained employees undergoing continuous development and improvement. Some of our initiatives to train young people are reflected in the numerous apprenticeships offered by Dätwyler IT Infra companies worldwide. We support training and retraining programs to develop the technical and social skills of employees at all levels in the hierarchy. To promote management talent, Dätwyler IT Infra provides individual programs tailored to future job skill requirements.

#### **4.6 Occupational health and safety**

Dätwyler IT Infra companies are committed to ensuring a safe and healthy working environment and provide employees with regular training. It is the responsibility of each individual towards his fellow employees and colleagues that provides the best safeguard against hazards and accidents. This applies both to technical planning of workplaces, equipment and processes and to safety management and personal behavior in everyday working life. Every employee must pay constant attention to safety.

Dätwyler IT Infra maintains an occupational health and safety management system in accordance with ISO 45001 for the purpose of continuously improving its safety performance.

## **5 Dealings with business partners and third parties: No collusion, bribery or corruption**

### **5.1 Compliance with competition and antitrust laws**

Fair competition is fundamental to free enterprise. The principle of integrity also applies to competition for market share. Every employee is required to observe all rules of fair competition. In particular, employees must not enter into any discussions with competitors where arrangements are made about prices, capacities, industries, market territories or customers. Arrangements with competitors not to compete or to submit sham bids in a competitive bidding process are also prohibited.

As per 1 July 2016 the corruption law has been updated in Switzerland. It is essential to pay special attention to this update as corruption may also occur in a Swiss company with global presence. The company can be punished, independently of the culpability of an individual person.

### **5.2 No offering and granting of benefits**

We compete for contracts on the merits of the quality and price of our innovative products, solutions and services. No employee may directly or indirectly offer or grant unwarranted benefits ("bribes", "kickbacks") to others in connection with his business activities, whether in cash or in the form of other services or benefits.

Business gifts to employees of business partners must be chosen so as to avoid any appearance of dishonesty and impropriety with the recipient.

Employees who enter into contracts with consultants, intermediaries, agents or similar third parties must make sure that those parties do not offer or grant any unwarranted benefits either.

### **5.3 No solicitation and acceptance of benefits**

No employee may use his position with the Company to solicit, accept, procure or be promised benefits ("bribes", "kickbacks"). This does not apply to the acceptance of occasional gifts of nominal value. Other gifts must be refused or returned.

### **5.4 Special contracting rules**

Anyone bidding for a contract expects his tender to be given fair and impartial consideration. Employees involved in awarding contracts must in particular observe the following rules:

- The employee must inform his line manager of any personal interest he might have in connection with the performance of his duties for the Company. In particular, this also includes any family or personal relationships with a potential supplier. In such cases, competitive tenders must be obtained.
- Suppliers competing for contracts must not be unfairly preferred or discriminated against.
- Invitations from business partners may only be accepted if the occasion and the scope of the invitation are appropriate and if refusing the invitation would be discourteous. We exercise restraint in travel and functions involving overnight stays and, if an invitation is accepted, pay the costs of overnight accommodation and return travel ourselves. A process is in place for reporting invitations accepted that have a value equivalent to more than CHF 500.-/EUR 400.-/USD 500.-. Each company must implement this process in an appropriate manner.
- Gifts from business partners must be refused or returned unless they are occasional token gifts



of nominal value.

- No employee may have private work carried out by firms with which he has business dealings if he could gain any advantage from the deal.

### **5.5 Sponsorship payments and donations**

Dätwyler IT Infra companies may make donations in cash or in kind to education and science, the arts, culture, sports and social causes. Dätwyler IT Infra does not provide financial support to political parties, organizations or office holders. The following rules apply for granting donations:

- No payments to persons or organizations associated with a competitive bidding process for a business contract or order.
- Requests from individuals for donations should generally be refused.
- No payments to private accounts.
- A donation may never be granted to individuals or organizations that do not have an impeccable reputation or whose objectives are not consistent with those of Dätwyler IT Infra.
- The donation must be transparent. The recipient of the donation and its actual use by the recipient must be known. The donor must be able to account for the reason for the donation and its intended purpose at any time.
- A process is in place for approval and reporting of sponsorship payments and donations totaling an amount in excess of CHF 500.-/EUR 400.-/USD 500. -- per recipient and financial year. Each company must implement this process in an appropriate manner.

### **5.6 Separate Supplier Code of Conduct**

We give our suppliers fair contractual terms and reasonable valuable consideration. In return, we also expect them to treat their employees and suppliers fairly and honestly. Our specific requirements to be met by our suppliers are set out in a separate Supplier Code of Conduct applied consistently by all Dätwyler Group companies, subsidiaries and brands.

## **6 Avoiding conflicts of interest**

### **6.1 Policy of avoidance**

It is important to the Company that its employees do not face any conflicts of interest or loyalty in their work. Such conflicts can arise when employees work for or have a financial interest in another company. Conflicts of interest may also arise as a result of family or personal relationships. Therefore, the policy is to avoid conflicts of interest.

### **6.2 Non-competition**

Employees are not permitted to run a business that fully or partly competes with Dätwyler IT Infra. In addition, they are not permitted to hold direct or indirect interests in a company that fully or partly competes with Dätwyler IT Infra.

Prior written approval must be obtained before a financial interest is acquired in a company that is a business partner of Dätwyler IT Infra. Approval will be granted by the Corporate Management and documented in the employee's personnel file. Approval will not be granted or may be withdrawn later if the employee has business dealings with the company concerned.

Financial interests held by close relatives in a competing company or any other company described above must be disclosed to the superior immediately and the Human Resources Department in writing by the employee, if he is aware thereof. This will be documented in the employee's personnel file.

### **6.3 Outside activities**

The line manager must be notified in writing before an employee takes up any paid outside employment or activities. The outside activities may be prohibited if they interfere with work performance, are inconsistent with the employee's duties in the Company or could give rise to a conflict of interest.

## **7 Use and protection of Company assets and information**

### **7.1 Use of assets**

The facilities and equipment in offices and workshops (e.g. telephones, photocopiers, PCs including software and the Internet/Intranet, machines, tools) may be used only for business purposes. Exceptions and, if necessary, any payment will be determined locally. It is never permissible to access or transmit material that incites racial hatred, violence or other criminal offences or that contains material perceived as sexually offensive in the particular cultural context.

No employee is permitted without the consent of his line manager to create recordings, files, photo, video and audio documents or copies unless directly required to perform his job.

### **7.2 Records and reports**

Open and effective cooperation requires accurate and honest reporting. This applies to the relationship with investors, employees, customers, business partners, the public and government offices alike. All records and reports produced internally or distributed externally must be accurate and truthful. In accordance with proper accounting practices, data recorded and other records must always be complete, accurate, timely and understandable. In particular, the principle of truthful presentation also applies to expense accounts.

### **7.3 Confidentiality: Intellectual property and inside information**

Internal Company affairs that have not been publicly disclosed must be kept confidential. Examples include trade secrets, intellectual property, internal reporting data and details relating to the Company's organization and assets. The obligation to maintain confidentiality continues even after employment ends.

As Dätwyler IT Infra is the sister company of publicly listed Datwyler Holding, all employees are required to comply with insider trading legislation. Trading in securities of Datwyler Holding Inc. on the basis of privileged and confidential information is not permitted. Disclosing such information without authorization or making a recommendation for the purchase or sale of securities of Datwyler Holding Inc. is also prohibited. Employees involved in the preparation of the Annual and Interim Reports are prohibited from trading in securities of Datwyler Holding Inc. during the binding closed periods specified.

### **7.4 Data privacy and security**

Together with the advantages of modern electronic communications, there are also risks for privacy and the security of confidential data. Taking effective measures to safeguard against these risks is an important part of ICT management, management responsibility and also the conduct of each individual. The standards of conduct expected in the use of ICT resources are set out in a separate ICT Security Policy.

Personal data may only be collected, processed or used if needed for specified, explicit and legitimate purposes. A high standard of data quality and technical protection to prevent not authorized access must be ensured. The use of data must be transparent for those concerned; their rights to information and correction and, if need be, to object and have data blocked and deleted must be preserved.

### **7.5 General Data Protection Regulation (GDPR)**

The General Data Protection Regulation (GDPR) is a regulation by which the EU intends to strengthen and unify data protection for all individuals within the European Union. This regulation is applicable for all companies in the EU and companies in foreign countries who process personal data for EU based companies or for EU citizens. The deadline for the necessary changes and implementations with regard to the new regulation ends as of 25 May 2018. If the companies do not follow the regulation the regulatory authorities may take measures and sanction the companies up to 4% of the yearly turnover or a maximum 20 million EUR.

Dätwyler IT Infra has appointed a new Data Security Manager in September 2017. This person has initiated, in collaboration with external partners, the necessary procedures to ensure the compliance with the new regulation.

## **8 Environment and community**

### **8.1 Environmental protection**

Dätwyler IT Infra companies understand and live up to their responsibility to protect the environment, complying with all applicable legislation. Furthermore, we make every reasonable effort to minimise identifiable risks. Specifically, this means that when choosing resources and production processes, we are committed to finding the most environmentally friendly materials and techniques that will have the least possible impact on the environment when the products are manufactured, used and ultimately disposed of. All employees are required to conserve natural resources in their environment.

Based on the core ecological values, all Dätwyler IT Infra production companies are certified according to ISO 14001. Dätwyler IT Infra has also been a member of the Swiss Energy Agency for Industry (EnAW) since 2003 through its Swiss company Dätwyler IT Infra AG.

Furthermore, Dätwyler IT Infra has committed itself to aiming CO<sub>2</sub> neutrality (Scope 1+2) in the medium term.

### **8.2 Community involvement**

Dätwyler IT Infra recognizes its share of responsibility for general civic causes and maintains regular contact with local authorities. We support social initiatives, endeavour to help the disadvantaged within and on the fringes of society and allow our employees to participate appropriately in community service.

## **9 Reporting procedure, violations and disciplinary action**

Every employee is required to report circumstances that may constitute a violation of the Code of Conduct. Reports can be made verbally or in writing to the direct line manager, the Human Resources Department, or the Managing Director of the company concerned.

Dätwyler IT Infra also provides two anonymous global toll-free options for reporting violations of the Code of Conduct:

- By email: [whistleblowing@datwyler.com](mailto:whistleblowing@datwyler.com)
- By phone: +800 875 11 000 (global), +800 0410 237 (UAE)

The first person contacted will investigate the matter thoroughly. If appropriate, suitable action will be taken. Employees and line managers should use all internal means to resolve the matter at the lowest possible level. All documentation will be kept confidential. We will not tolerate retaliation of any kind. The reporting employee must not suffer any disadvantage as a result of submitting a complaint or report in good faith. However, deliberate abuse of the complaints system is a violation of the Code of Conduct by the employee and may result in disciplinary action.

Any employee who violates rules contained in the Code of Conduct can expect disciplinary action, up to and including dismissal, besides the penalties imposed by law.

## **10 Implementation and monitoring**

The Dätwyler IT Infra Corporate Management actively facilitates widescale communication of the Code of Conduct and ensures its sustained implementation. Every employee will receive a copy of the Code of Conduct. Superiors and the Human Resources Departments will give the Code of Conduct to each new employee as an integral part of their employment contract. The Human Resources Departments are also responsible for communicating its contents.

The internal auditors regularly monitor compliance with laws and observation of the Code of Conduct in all organizational units of Dätwyler IT Infra.

The Board of Directors receives an annual report from the Corporate Management concerning compliance with the Code of Conduct.

This Code of Conduct was adopted by the Board of Directors of Dätwyler IT Infra AG (former Dätwyler Cabling Solutions AG) on 11 March 2013 and became retroactively effective on 1 January 2013. It was updated with effect from 1 January 2014 and 1 July 2018 and 1 January 2021.

## **Disclaimer**

This Code of Conduct does not create any rights enforceable by employees or third parties against Dätwyler IT Infra or any of its companies. The Code is subject to change.

**Appendix A – User declaration**

**This page to be signed and stored in Personnel File**

**User declaration**

By signing this document, I certify that I have read, understood and agree to the Code of Conduct.

City	Date
First name	Last name
Company	Department
Signature	