

Messer Group - Code of Conduct



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1. Mission statement - Code of Conduct¹

Our mission statement is based on a high degree of integrity and consistency in all our activities. As a result of our historically strong value system in Messer, it is obvious that we behave in a responsible manner and conform to the laws concerning human beings and the environment.

The trust of our business partners, customers, suppliers, as well as the authorities and the public in the responsible and lawful conduct of all employees of the Messer Group is vital for us. This confidence determines our reputation and hence the success of our company.

The Messer Code of Conduct defines a uniform, globally binding mission statement for the Messer Group² (hereinafter "Messer").³ It is based on the ten principles of the Global Compact of the United Nations⁴ concerning human rights, labour standards, environmental protection and fight against corruption.

The Code of Conduct is an integral part of the Messer Compliance Code ("Messer Code"). The Messer Code also contains the Group Guidelines and other guidelines listed therein.

It has binding validity, even if applicable international or local law is not sufficient to cover this status, and provided this is legally permitted. We fulfil our global responsibilities through our commitment to democracy, tolerance, and equality of opportunity across all boundaries.

2. Human rights - child labour/forced labour - prohibition of discrimination

Messer adheres to internationally recognised human rights and general ethical principles for the rejection of child labour and forced labour.

The diversity of the people working for Messer is a strength of our company. The differences in terms of origin, culture, language and way of thinking of our staff gives us a competitive edge. They contribute to new ideas and innovations because of their willingness and openness.

We expect that each employee treats colleagues or third parties in a respectful, fair, friendly and professional manner. Discrimination, especially based on gender, race, skin colour, age, religion, origin and physical stature will not be tolerated at Messer. Firm steps are taken against inappropriate discrimination, preferential treatment, bullying, exclusion and other attacks that injure or curtail the dignity and honour of employees at their workplaces.

¹ Note: For improving the reading comfort, the differentiation between the feminine and the masculine forms is omitted in the following concept. Therefore, any selected expression is considered a neutral term and includes male and female persons who have equal rights and are treated equally.

² The Messer group includes the Messer Holding GmbH and its consolidated affiliates as well as their managing directors, managers and employees.

³ Accordingly, the regulations also apply to managing directors, executives and employees in a non-consolidated affiliate, provided they have been engaged by Messer in the context of an employment relationship or work for Messer on deputation or assignment.

⁴ See www.unglobalcompact.org/languages/german/ or in English: unglobalcompact.org/AboutTheGC/index.html.

3. Antitrust and competition law

The provisions of the antitrust and competition law serve for a fair and genuine competition in the interest of all market participants.

These prohibit obligations and actions, which can lead to a restriction of trade or competition. Legal violations especially cover price-fixing, agreements to boycott of certain nations, suppliers or customers, division of customers or markets, or restrictions in sales and distribution or in the production area. Every employee has to avoid the appearance of such conspiracy.

4. International trade - prohibition of terrorism

Messer is committed to respect and to take into account national, multinational, and supranational foreign trade regulations. In particular, this concerns:

- Customs regulations as well as the provisions supported by the international community for preventing the production and sales of chemical, biological and nuclear weapons and their support systems as well as
- the prohibition of export and re-export of certain products, technologies and services to certain nations, organisations or individuals for the prevention of international terrorism.

We do not allow our affiliates to participate in trade or transactions with persons, who have been expelled in connection with terrorist activities, belong to terrorist organisations or groups or are close to them.

While exporting goods, it is to be ensured to the extent necessary that the prescribed end user identifications/certificates are available.

With regard to the foreign trade regulations, the German legal system is basically binding. If doubts or uncertainties remain, then Messer will not perform the corresponding export operation.

5. Safety at the workplace - health and environment

The circumvention, control and prevention of risks for people and the environment represents an essential part of our responsibility-conscious and sustainable actions. This includes protection of the environment and conservation of its natural resources. Therefore, Messer follows the laws enacted to protect the environment, as well as the technical and health safety in production or development of our products.

Each employee is responsible for the security at his or her workspace. The safety regulations must be implemented and adhered to strictly. All employees are requested to show initiative and to develop an awareness of the hazards, which is not only in their own interests, but also in the interest of all colleagues, as well as the Messer Group as a whole. Every employee is required to immediately report to his superiors about any existing or potential sources of hazards.

6. IT/Data security - Data protection - Property of the company

To limit the general risks that can arise from the multiple usage of the IT systems in the form of technical failures or human error in terms of confidentiality and integrity of data as well as access to them, it is prohibited for all employees, without prior consent from their superiors, to:

- Remove property from the company premises,
- Copy, remove or import data, programs or documents.

The documents and information used at the workplace must not come into the possession of unauthorised persons. Computers are to be protected by using and frequently changing passwords. Access to the data by third parties must be prevented at all times, even in the event of a long absence of the employee from his workplace.

Personal data are particularly to be protected. To protect the personal right, personal data may only be accessed, processed and used in conformance with the applicable legal provisions.

All employees are forbidden from using systems, goods, vehicles, office facilities, documents, support documents, data carriers or labour outside their business activity for private purposes without prior permission from their superior.

7. Intellectual property rights and copyrights

Our research and development results and our inventions, patents and other knowhow are valuable assets for the companies belonging to Messer. Our success, the value of our company, our growth and not the least our competitiveness against other competitors are based on these achievements.

The "Patents, Licenses and Trademarks" department takes care of the legal protection of these inventions and the right to the exclusive use of a patent for a certain period.

No employee may pass on information about new knowledge or business secrets of any kind to third parties. Every employee has to respect commercial protection and copyrights of third parties and shall desist from their unauthorised use. Software programs may only be installed by employees of the IT department. The license conditions of the manufacturer, particularly the number of licensed workplaces, must be followed.

8. Relationships with third parties - Anti-corruption legislation

Suppliers are to be selected solely on the basis of objective criteria; these include for example price, quality, service, technical standards, product suitability, long term business relations, certification according to general standards (ISO standards) and, if appropriate, strategic considerations. Personal interests or personal relations must not affect the conclusion or award of a contract.

Employees may only accept and, in particular, offer or grant domestic and foreign officials, a personal benefit in the context of business activities, directly or indirectly, if these are customary and legal benefits. No unlawful advantage of any kind may be offered or rendered. Details are provided in the national legal systems and also in the guidelines of Messer Group for granting and receiving benefits.

Under any circumstances, even a hint of an unlawful action must be avoided.

Messer engages consultants, agents, work contractors and other third parties, following the guidelines for engaging external consultants.

The guidelines for granting and receiving benefits as well as guidelines for assigning external consultants are generally valid for Messer and can be obtained from the Messer Intranet and from the Corporate Compliance Officer.

This shall prevent bribery, corruption and other suspicious benefits and shall ensure compliance with the Messer Code as well as with the valid laws and regulations against corruption and bribery.

9. Conflicts between company and private interests

Every employee must avoid conflicts between interests of the company and private interests. Even in case of private interests the employee must avoid any behaviour that could conflict with the interests of the company:

- The conclusion of an additional work contract with a third party client, including the specific activity planned, requires prior consent from the Personnel department.
- Material interest amounting to more than 5% of the working capital in competitors, customers and suppliers require prior consent by the Management Body or, in the case of material interest in the Management Body, from the competent supervisory body. The Management Body or the competent supervisory body is to be immediately informed, in so far as legally permissible, about material participations of relatives⁵ in competitors, customers and suppliers.
- The conclusion of a contract or other business activities with himself or with a legal person controlled by him as well as with relatives or legal persons controlled by them require prior consent from the Management Body or from the competent supervisory body.

In individual cases, the said activities can be permitted by the Management Body or the supervisory body. It should be ensured that the concerned person is neither directly nor indirectly involved in the decision on awarding the contract.

10. Files - Support documents - Corporate information

All conclusions, balance sheet information, research results, sales reports, acknowledgements, environment and safety reports as well as other company data must be rendered correctly, in detail, clearly and in a timely manner, pertaining to all relevant facts. Violations against the law in case of balance sheet statement as well as

⁵ The term "Relatives" in the sense of the clause 9 is understood to include the following persons: (1) Affianced, (2) spouse, (3) relatives, where this means relatives of the first order as well as persons whose relation is formed through a marriage, (4) kin (brother/ sister), (5) brother's /sister's children, (6) spouse of the brother/sister and brother/sister of the spouse, (7) brother/sister of parents, (8) persons who are living on a long term basis in a common household in a parent-child relationship (foster parents and foster children). The above listed persons are still regarded as relatives, if (a) in the cases No. (2), (3) and (6) the marriage on which the relation is based is no longer valid, (b) in the cases No. (3) to (7) the relationship was terminated by an adoption or (c) in the case No. (8) the common household no longer exists, so long as the persons are related as parents and child.

documentation or financial reporting not compliant with specifications shall not be tolerated.

Official statements, particularly to the press or other media shall be issued exclusively by the employees authorised for the purpose.

All employees who are responsible for collecting corporate information and its dissemination to the competent authorities, must communicate this information completely, honestly, correctly, on time and comprehensibly.

All support documents and files must be maintained such that it will be possible for a colleague to represent. Files must therefore be complete, orderly and self-explanatory.

11. Compliance violations

The rules of the Code of Conduct as part of the Messer Code are directed at all employees, including managing directors and executives and requires checking one's own behaviour in the light of the represented standards and adapting accordingly. If there are doubts about a violation of these standards, the employee can get advice from the respective competent functional or corporate department and from the responsible Compliance Officer.

Compliance infringements as well as substantiated cases of suspicion should immediately be reported to the responsible manager and the responsible Compliance Officer. Besides, you have the hotline:

+49 800 447 1000

and dedicated email address

compliance@messergroup.com.

The Managing Director and managers have to ensure that all employees are informed about how and to whom compliance relevant communications should be sent, including the public notification of the hotline and compliance email address.

For feedback about this Code of Conduct, please feel confident about approaching your Compliance Officer or the Corporate Compliance Officer.

Bad Soden, 1st October 2018

Messer Group GmbH


Stefan Messer
Chief Executive Officer
Dr. Uwe Bechtolf
Chief Financial Officer
Ernst Bode
Chief Operating Officer