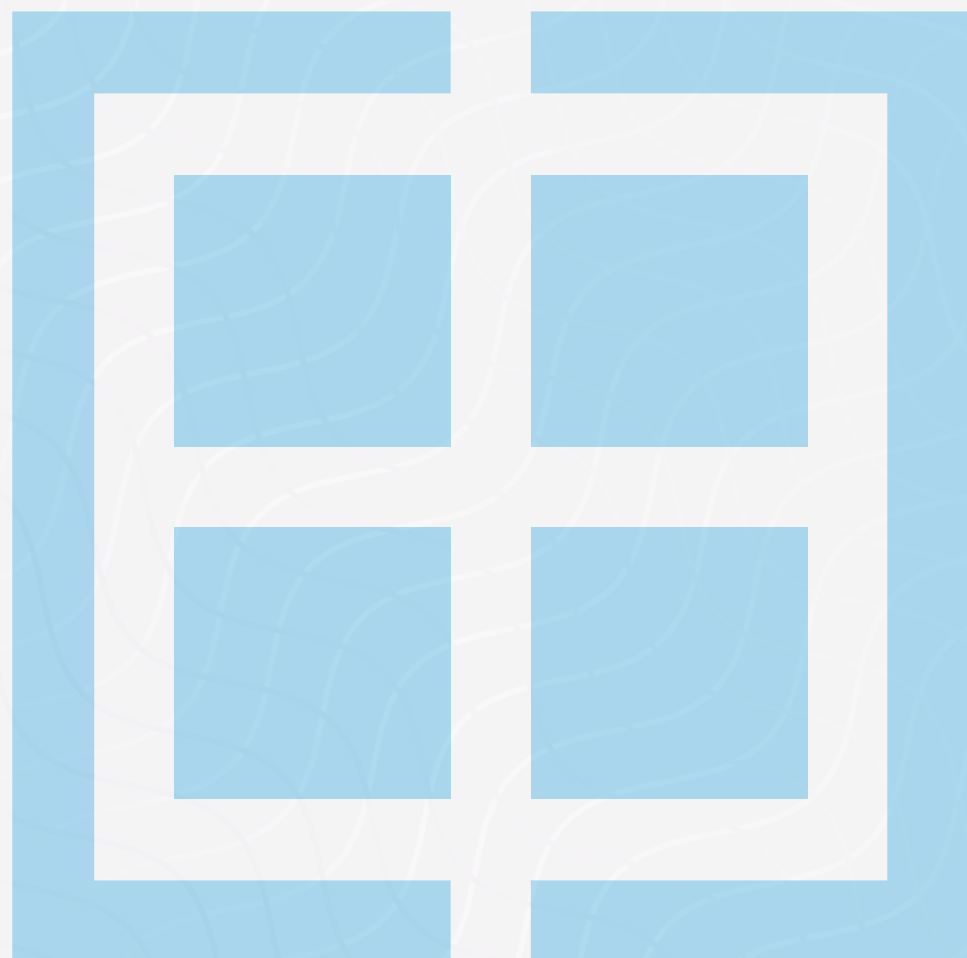


Committed to excellence



Code of Conduct

Rutronik Group Code of Conduct



**Code of Conduct for companies
in the Rutronik Group and their employees.**

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“Our conduct is at all times responsible, ethically sound and lawful.”

Thomas Rudel | Chief Executive Officer

Management Memorandum

Dear colleagues and business partners,

Excellence, performance, reliability and integrity: These are the core elements of our identity. They constitute the foundation for our business activities and determine our conduct, which is at all times responsible, ethically sound and lawful.

Since Rutronik was founded at the beginning of the 1970's many things have changed. New technologies, new markets, customer requirements, the competition and not least the working environment. This transformation has also shaped our perception of a responsible company. Hence, we see our Code of Conduct as the foundation on which we firmly stand.

With the Rutronik Code of Conduct we are creating an authoritative framework for internal and external working relationships. These rules generate reliability and trust. The Code of Conduct provides guidance for our daily activities. It is binding for all managers and employees at all sites world-wide. We also expect our business partners to abide by these guidelines as the basis of our business relationship.

In addition, we have developed internal processes and structures that should ensure compliance with legal requirements, voluntary self-commitments and internal regulations as well as the lawful conduct of all employees. For this purpose, a group-wide compliance management system has been implemented.

Excellence, performance, reliability and integrity: In addition to these core elements, upright and law-abiding conduct at all times is one of our highest principles at Rutronik. We do not tolerate any violations against the law or against the principles of conduct laid down in this code.

Let's take this route together!

Yours sincerely,

Thomas Rudel



Markus Krieg
Chief Marketing Officer

Thomas Rudel
Chief Executive Officer

Frank Altrock
Chief Operating Officer

Dr. Gregor Sommer
Chief Financial Officer

Introduction

The principles laid down in this Code of Conduct apply to us all: Management and employees. When used in this code, “we” always means this entire group of people and refers to all companies belonging to the Rutronik Group (referred to as “Rutronik” or “the company”).

This Code of Conduct should be put into action by us all, in dealings with colleagues, customers, suppliers and the public. It is the special responsibility of each individual to consistently exemplify these behaviours.

The Rutronik Code of Conduct also defines the standards we expect from our business partners concerning compliance with laws and regulations, especially relating to bribery and corruption, social and working conditions and environmental protection.

Infringements and violations of this Code of Conduct adversely affect the company and all of us. Hence, Rutronik is implementing its commitment to responsible, ethically sound and lawful conduct within its compliance management system.

In this context, a crucial role is played by the Rutronik whistle-blower system, which allows suspicions or violations to be reported anonymously by employees, business partners or third parties (see page 23 for further information).

This Code of Conduct combines legally impeccable behaviour with ethical principles and is an inherent part of our value system. It gives us orientation and helps us to make the right decisions. These guidelines support us in protecting and promoting the reputation of the Rutronik Group in our daily activities. The following code will be continuously extended and substantiated with supplementary guidelines.





“The employees are the foundation of Rutronik’s success.”

**Yvonne Göhring |
Team Leader HR Development**

Our responsibility for dealing respectfully with one another

Human rights

We respect human rights and the dignity of every person without exception. We abide by the Universal Declaration of Human Rights adopted by the United Nations.

Equal opportunities

As an internationally active company with sites all around the world, we are fully committed to cultural and social diversity and tolerance.

Anti-discrimination

We tolerate no discrimination or harassment whatsoever – neither by comments or behaviour nor by omission. We treat all persons equally, during selection and taking up employment and in the working environment – without regard for ethnical, national and social provenance, skin colour, gender, religion or ideology, political views, disability, age or sexual identity. At our company there is no room for any type of discrimination.

Dealings with one another

The employees are the foundation of Rutronik’s success. All employees make a valuable contribution. We deal with each other in a fair, open and trusting way. We will definitely not accept any form of offensive, humiliating, degrading, racist or sexist remarks or actions. Together we can create a respectful working environment.

Working conditions

We create a safe, low-risk working environment everywhere and at all times. Working hours, payment and social benefits always meet at least the requirements of the respective local legal guidelines. We strictly reject child labour and forced labour.

Rutronik expects likewise legally compliant behaviour from its business partners and the observance of recognised standards. This applies in particular to the areas of human rights, the protection of children and young people, labour law, equal opportunities and occupational health and safety.

Occupational health and safety

In all our business activities we commit ourselves to the prevention of damage to persons, the environment and material assets. The health and safety of the employees in the workplace has top priority at Rutronik. The applicable laws on occupational safety and health protection merely serve us as a starting point for more extensive measures to promote health.

Compliance management

Compliance management system

Our compliance management system (CMS) serves in particular to consolidate the compliance culture at Rutronik, as well as to define and meet specific compliance goals. We make regular systematic risk assessments and use the results to define the company's compliance management system. The compliance organisation within Rutronik supports our compliance operations group-wide and ensures the communication of compliance topics to all employees and reporting to management. In addition, we have set up a compliance committee with members from the management board and from various areas within the company.

The continuous monitoring and development of the compliance management system at Rutronik take place in line with the other governance functions in the company.

Employee counselling and violation reporting

The principles laid out in this Code of Conduct apply to all of us. Compliance with these rules and guidelines is crucial for Rutronik's success and shall ensure a consciously practised compliance culture within the group.

Anyone who asks for advice or brings up an issue is doing the right thing, even if a suspicion is not confirmed. The correct contact for questions about these guidelines and principles is our supervisor or the compliance organisation at the Rutronik Group. In the event of doubts about the interpretation and application of this Code of Conduct, we can contact the compliance officer.

Employees or external third parties who suspect a compliance violation can contact the compliance organisation (compliance@rutronik.com) or make a report via our digital whistle-blower system (www.rutronik.integrityline.com/). The report can be made anonymously. Protecting whistle-blowers from reprisals is a matter of course for Rutronik and hence all information is handled in strict confidence.



"A living compliance culture is part of our corporate culture and requires open communication."

**Valesca Penke |
Senior Director Legal and Compliance**

Our responsibility towards the environment and resources

Sustainability

A responsible interaction with the environment and the conservative use of resources are an integral part of our daily operations.

Every employee is responsible for treating natural resources with care and for contributing to the protection of the environment and the climate with their personal behaviour. This serves all our best interests.

The legal guidelines serve us as a starting point for more extensive measures such as comprehensive trainings, adequate organisational structures and also building projects and fixtures and fittings that are energy-efficient and environmentally compatible. We foster environmental awareness and pursue the continuous improvement of our carbon footprint. We also expect this approach from our business partners.



“A responsible interaction with the environment is in our best interests.”

**Gerd Becker |
Head of Service and Quality Management**

Our responsibility towards society

Established law

Legally compliant behaviour is self-evident for us and non-negotiable. We abide by all applicable national and international laws and regulations, industry standards and all other relevant legal requirements. Furthermore, harmonised standards for good business practice apply at Rutronik worldwide.

Corruption, granting undue advantages, bribery

We make business decisions based on objective and transparent criteria in the interest of the company. We avoid even the semblance of any sort of influence-taking or interference in our decisions. Corruption, granting undue advantages and bribery are unacceptable for us. The procurement of advantages for business partners and public officials is forbidden and likewise the acceptance of undue advantages. We guard against such behaviour with transparency and control mechanisms.



“Legally compliant behaviour is self-evident for us and non-negotiable.”

**Valesca Penke |
Senior Director Legal and Compliance**

Our responsibility towards society

Intellectual property

Intellectual property – such as know-how, ideas, business secrets, brands, design rights and copyrights – is one of the central assets of a company. Hence, we handle it responsibly and with great care. We respect the rights of third parties and protect our own intellectual property from misuse worldwide.

Conflicts of Interest

We take great care to separate our private and personal interests from those of the company. Only in this way are we able to make independent business decisions. We inform our supervisor or the compliance organisation, should a case of doubt arise.

In particular, all employees are forbidden to hold business interests in competitors, suppliers or customers or to act on their behalf. Excluded herefrom are investments in companies listed on the stock exchange.

Money laundering and export controls

We support the international measures to combat money laundering, as we attach great importance to economic success being in line with applicable law.

As a company operating internationally, we observe all relevant economic sanctions and abide by all local and international trade regulations and laws governing export and import controls.

Market and competition

Rutronik is committed without reservation to the principles of the free-market economy and the principles of fair competition. We abide by all applicable national and international antitrust and competition laws.

We commit ourselves to refrain from collusion, pricing agreements or other dishonest commercial practices. We expect the same from our business partners.



“The protection of intellectual property is imperative. Our patents drive our customers’ innovations.”

**Andreas Mangler |
Director Strategic Marketing**



“Our principle objective is to fulfil the wishes of our business partners with the best possible service and excellent quality.”

Markus Krieg | Chief Marketing Officer

Our responsibility towards business partners

In the relationships with our business partners we strive for long term partnerships that are characterised by trust, integrity and respect. This is the key for mutual, sustainable success.

Quality

As a distributor, Rutronik is a fundamental link between suppliers of electronic components and manufacturers of products and solutions as well as further processing companies. We make a substantial contribution in an increasingly globalised economy with supply chains across the world.

Our principle objective is to fulfil the wishes of our business partners with the best possible service and excellent quality, while always embracing our legal responsibility. We rely upon trusting and cooperative partnerships with our customers, suppliers and service providers.

Supplier selection

The careful selection of our suppliers has always been pivotal. It is therefore of particular importance for Rutronik that human rights, ethical and environmental contingencies are given attention along the supply chains. Our aim is that our partners also adhere in particular to the guiding principles laid out in this Code of Conduct.

Confidentiality

The protection of business secrets is a substantial element in Rutronik's success and that of the company's partners. We handle the confidential or proprietary information obtained in the course of our business activities with special care. We never exchange confidential information without the respective non-disclosure agreement.

Our responsibility for data protection and information security

Data privacy

The protection of data is of great importance. This is true for personal data from our business partners and employees and also for business information from Rutronik and the companies we work with. Furthermore, we respect the privacy of the individual.

As a matter of principle, we handle this data with great care, responsibly and according to the applicable law. We protect personal data with adequate and appropriate technical and organisational means against unauthorised access, unauthorised and improper use, loss and accidental destruction. We have implemented compliance with the relevant data protection laws permanently by incorporating this into our information security management system.

Information security

Data that is stored, processed and used at Rutronik is a valuable asset that plays a crucial role in the success of the company.

We commit to handling this information confidentially and protecting it from misuse of any kind or manner. We neither use such sensitive data nor pass it on to any third party unless required by law or verified under information law.

Regular trainings and information on data privacy and information security are provided for all employees.

Information technology

Information and communication technology is very important for Rutronik as an internationally acting group. We monitor our IT systems and the structures and processes used in them continuously with respect to data protection, accessibility, confidentiality and integrity and initiate corrective measures immediately when needed.



“We commit to handling
information confidentially
and protecting it from misuse.”
Frank Altröck | Chief Operating Officer



Contact and reporting

Compliance

For general questions relating to this Code of Conduct or the subject area of compliance, please contact compliance@rutronik.com.

Whistle-blower system

You can find our whistle-blower system under <https://rutronik.integrityline.com>.

Data privacy

For questions about data protection or if you are the data subject, please contact DSB@rutronik.com.

Information security

For the information security and information technology areas, please contact corporatesecurity@rutronik.com.



www.rutronik.com

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