

œrlikon

CODE OF CONDUCT

Introduction

The Oerlikon Group (hereinafter referred to as “Oerlikon”) has established a unique position of leadership throughout the world in providing state-of-the-art technology, products and services. Our products and solutions not only add value for our customers, they also are at the forefront of efforts to tackle global challenges.

Compliance means acting in accordance with the laws, rules, regulations and internal directives and conducting corporate business such that Oerlikon will deserve and receive recognition as an organisation that fulfils its ethical and legal responsibilities.

Our employees play a key role in our company. Through their engagement and efforts to produce extraordinary results they are laying the cornerstone for future success through innovation and growth. The basis of our shared success is trust – the trust that all of our stakeholders place in our company, and which needs to be earned daily.

All of our stakeholders, including customers, investors, suppliers, business partners and especially employees, trust that our company always acts according to the highest ethical standards. Honesty and integrity must therefore guide all aspects of our behaviour. In this way we can fulfil our responsibility to be a reliable business partner and employer.

This Code of Conduct specifies these expectations and standards for our every day business conduct. It is based on our corporate values and explains how to live these values. We are committed to complying with laws, rules, regulations and internal directives in all of our business activities!

The principles described in our Code of Conduct are binding for all board members and all employees of Oerlikon in all positions, countries and subsidiaries. Board members and managers are expected to lead by example, by encouraging ethical behaviour and creating a transparent and open working environment. Therefore we do not tolerate any breaches of the principles defined in this Code of Conduct.

All board members and employees of Oerlikon need to be aware of their personal responsibility to always act in an ethical manner and in compliance with the Oerlikon Code of Conduct. This is essential for the success in our global operations and to sustainably increase Oerlikon’s business value.

A. Principles of Conduct

1. Ethical Behaviour

Integrity is one of the core values Oerlikon's corporate culture is based upon. Therefore we, Oerlikon's board members, managers at any level and employees, maintain the highest ethical standards in our relationships with fellow employees, customers, suppliers, competitors, governments and communities and in respect of the environment. In particular we

- demonstrate honesty and fairness in all our business activities
- do not offer, provide or accept inappropriate inducements
- respect the confidentiality of information given to us
- do not take improper advantage of non-public information accessible to us as a result of our activity for Oerlikon.

2. Compliance with Laws, Rules and Regulations

We respect and comply with the laws and regulations of the countries in which we are doing business and with Oerlikon's internal policies, directives, guidelines and procedures. In particular, we abide by the applicable laws, rules and regulations regarding

- fair competition
- antitrust
- intellectual property
- data protection and management
- corruption and bribery
- lobbying, sponsoring and charitable contributions
- money laundering
- export control
- tax, customs, duties and social contributions

- insider trading and stock exchange in general
- environment, health and safety
- accounting.

3. Protection of Oerlikon's Interests

We strive to make Oerlikon one of the world's leading companies in performance, reliability, innovation and ethical standards. We therefore do our utmost to promote Oerlikon's legitimate interests, in particular by

- protecting and promoting its reputation
- protecting its trade secrets, intellectual property and know-how
- protecting its other assets and using them with responsibility and care
- avoiding or identifying, disclosing and controlling conflicts of interest.

4. Employment

Trust, mutual respect and cooperation are essential parts of Oerlikon's corporate culture. Accordingly we

- respect the personal dignity, privacy and personal rights of our fellow employees and tolerate neither discrimination nor harassment or offence, be it sexual or otherwise personal
- maintain an environment that encourages employees to develop their talents, creativity, innovation, excellence and quality performance
- promote equal opportunity for all employees
- provide a safe and healthy working environment for all employees.

5. Social Responsibility

Oerlikon takes responsibility towards the environment and the society and its publicly visible role as a good corporate citizen. Therefore we

- refrain from utilizing or supporting child, forced or compulsory labor
- support our employees' freedom of association and right to collective bargaining
- support and respect the protection of human rights
- promote ecology and health minded behaviour
- promote the employment of physically and socially disadvantaged individuals.

B. Enforcement

Every breach of the Code of Conduct has the potential to harm our company and its reputation. Behaviour that complies with laws, regulations and norms not only helps to avoid potentially high costs to our company, but also strengthens our good reputation and contributes to our long-term success. For these reasons we expect all employees and board members in the Oerlikon Group to abide by this Code of Conduct and all other Oerlikon Directives.

Local laws may in some instances be less restrictive than our own internal policies, guidelines and procedures. In those situations, you must comply with our own internal policies, guidelines and procedures, even if the conduct would otherwise be legal under applicable laws. On the other hand, if local laws are more restrictive than the Code, you must always, at a minimum, comply with the applicable laws.

Irrespective of penalties provided for by criminal law, any violation of the Principles of Conduct and other Oerlikon Directives may be subject to disciplinary proceedings, up to and including dismissal.

Those who supervise others have additional responsibilities for ensuring that this Code of Conduct is upheld in all our activities. Supervisors are responsible for:

- showing by their behaviour what it means to act with integrity
- making sure that those who report to them understand the Code's requirements and have the resources, means, tools and knowledge to comply with them
- monitoring the compliance and ethics of the people they supervise
- training, supporting and providing guidance to employees who raise questions or concerns.

C. Reporting Violations/Allegations of Misconduct

Any conduct that you reasonably believe may be a violation of Oerlikon's Code of Conduct or other Oerlikon Regulations should be reported. You should also report any other activities that could affect Oerlikon's or its employees' compliance with legal and ethical obligations.

Employees are encouraged to report instances of violation to their direct superiors or, alternatively, to the reporting instances as outlined in the Oerlikon Whistleblowing Policy. In the latter case your report and your identity will be kept confidential to the greatest extent possible, and no complainant or witness will suffer retaliation because of a report made in good faith. Further details are outlined in the Oerlikon Whistleblowing Policy.

Approved by the Board of Directors on December 31, 2008