



# Global Code of Conduct and Business Ethics

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AT&S regards the success of its customers as the key to achieving long-term sustainable business results and growth. We also believe that respecting the requirements of our shareholders and the interests of our other Stakeholders like our employees, the suppliers and the community where we live in is a must to retain consent to operate.

The purpose of this “Global Code of Conduct and Business Ethics” is to describe how AT&S conducts its business in an ethical and socially responsible way. This policy applies to all AT&S’s activities globally, to all AT&S Business Units and all entities belonging to the AT&S group of companies. The “Global Code of Conduct and Business Ethics” of AT&S has been specified in the spirit of the ethical standards SA8000 and AT&S commits to operate in compliance with the requirements of the Electronic Industry Citizenship Coalition (EICC).

Therefore all employees are expected to provide their professional knowledge to the best of their capabilities, work together in teams and to give excellent support and services to our customers. The Senior Management of AT&S accepts its responsibility for a systematic business strategy and development process. Integrity and the compliance with legal and ethical principles are essential elements to maintain the credibility, trustworthiness and authenticity of the company.

## Memorandum of Understanding about Conduct and Business Ethics

We believe that our [VISION](#) and [MISSION](#) statement will act as a steady compass in our strive for excellence.

Throughout the [MANAGEMENT](#), but generally as Employees of AT&S, we assure conformance to a structured approach for **Corporate Governance** according to international Guidelines, we commit to our **Integrated Management System** and we ensure our **Leadership for Compliance**. We avoid **Conflicts of Interests**, ensure to **Protect our Assets** as well as the **Non-Disclosure** of confidential business information. **Maintaining accurate accounting books** is the base to our self-conception as a respectable merchant.

We care about our [EMPLOYEES](#) by respecting the **Human Rights**, accurate **Human Treatment** and taking care about their **Health and Safety**. **Equal Opportunities** and protection from **Discrimination** shall be provided to everyone. We **Motivate our Employees** and provide an environment of steady **Training and Education**. We respect the **Freedom of Association** as well as the right to **Collective Bargaining**. A reasonable amount of **Working hours** with a market based **Remuneration** shall establish a good work-life balance to our employees.

We enforce an [ETHICAL](#) way of business with full **Customer Orientation** by an uncompromised **Integrity** and an **Open Communication** without **Retaliation**. We do not allow **Offering or Demanding Improper Advantages**. We accept and respect **Intellectual Property** as well as everyone’s **Privacy**. As a good **Corporate Citizen**, we understand ourselves as an important part of our community. We demand the same ethical understanding and behaviour throughout our **Supply Chain**.

We protect our [ENVIRONMENT](#), take care about an ecologically worthwhile use of **Resources** and ensure a **Responsible Sourcing of our Minerals**.

To our [SHAREHOLDERS](#), we provide highest service. We apply the principles of the Organization for Economic Cooperation and Development (OECD) guidelines for corporate governance. Proper measures to prevent **Insider Trading** are a matter of course.

Andreas Gerstenmayer

CEO

Monika Stoisser-Göhring

CFO

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COO



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## 1. Our Vision - First Choice for advanced Applications

### First Choice... (Top on customer's mind)

- Clear USP for all the markets we serve
- Best-in-class interface to the customer
- Innovative, sustainable solutions
- Clear value proposition in the high-end PCB industry

### ... for advanced applications (We are providing leading-edge technology & services)

- Identify and anticipate key technological innovations
- Provide value-adding solutions
- Innovation and industrialisation are essential parts of our culture
- We constantly strive to be best in class in all of our processes

## 2. Our Mission

### We set the highest quality standards in our industry

We always satisfy our customer's requirements and expectations

Our target is an excursion-free process

All employees take responsibility for their own work

We continuously improve all of our processes

We make decisions based on measurable facts

### We industrialize leading-edge technology

We are innovative and think out of the box

We strive for excellence in terms of our technical capabilities

We minimize time-to-market by means of outstanding project management

We do the right things and do things right

We build strong partnerships within the value chain

### We care about people

We offer safe workplaces

We help our employees to balance work and family commitments

We support professional development

We acknowledge good performance and publicise it throughout the organisation

We treat others the way we would treat ourselves

### We reduce our ecological footprint

We aim to minimize the impact of our operations on people and the environment

We reduce, re-use, and recycle

We minimize our consumption of water, energy and materials

We view legal regulations as a minimum requirement

We are the benchmark for our industry

### We create value

We don't waste anyone else's time or money

We take the long-term view when managing our assets

We focus on the total cost of ownership

We make sound decisions

We are committed to the principle of shareholder value

## 3. Management - We set the highest Quality Standards in our Industry

### 3.1. Corporate Governance

AT&S fully commits to a systematical approach to integrate governance structures which identify the distribution of rights and responsibilities among different participants in the corporation, such as the board of directors, Supervisory Board, managers, shareholders, creditors, auditors, regulators, and other stakeholders. AT&S ensures structured systems in terms of rights and equitable treatment of shareholders, interests of other stakeholders, roles and responsibilities of the board, integrity and ethical behavior, disclosure and transparency.

AT & S Austria Technologie & Systemtechnik Aktiengesellschaft shares have been listed in Austria on the Vienna Stock Exchange since 20 May 2008. In order to qualify for inclusion in the Prime Market, companies must submit a declaration of commitment to comply with the Austrian Corporate Governance Code. AT&S therefore expressly commits itself and reiterates to comply with the Austrian Corporate Governance Code.

### 3.2. Integrated Management System

AT&S strives for the highest level of Management by integrating several Systems. We make use of the ISO 14000 as an Environmental Management System, OHSAS 18001 to ensure employees Health and Safety, ISO 9001 to ensure a steady Quality to our Customers, and on several Locations the ISO 50001 to reduce the Energy consumption to the lowest possible. These are the main measures we take to support our race for excellence. Employees are encouraged to contribute their full commitment to this approach for professionalism.

### 3.3. Leadership for Compliance

Company Culture of Integrity and Compliance starts from the Top. All Managers are obliged to fulfil the duty of organization and supervision and are responsible for the employees entrusted to them. Those who have Leadership responsibilities shall instruct, communicate and monitor compliance of law, regulations and policies to all employees pro-actively. All Employees shall act as role-models and commit to compliance.

### 3.4. Conflicts of Interest

Conflict of interest may arise unknowingly and/or come into place when personal or family members interest interfere with the interest of AT&S. To avoid conflicts of interest, the following, but not limited to, points of guidance and examples shall be respected in any case:

AT&S employees shall comply with all integrity policies and comply with the applicable law and internal regulations. They shall not directly or indirectly offer, request or accept, nor make agreements herewith for, any bribes and/or iniquitous and illegal interests, kickbacks, gifts and gratuities, entertainment, transportation and accommodation. This does not apply to the acceptance of occasional gifts of purely symbolic value or meals, transport or entertainment reasonable in value that are consistent with local customs and practices.

No Employee shall operate in any other business that competes to AT&S. All ancillary activities, participations and consulting activities which operates in the business field of AT&S have to be approved by the management of AT&S. Any Self-Employed Commercial Activities are to be reported to AT&S.

For any unclear situation, concerns or questions related to a possible conflict of interest, We ask and encourage you to contact our Compliance Department, the Compliance Officer directly, to clarify any such matter.

### 3.5. Asset protection & Non-Disclosure

Every AT&S employee is responsible for protecting AT&S's assets, which include, but are not limited to, physical assets, such as equipment and buildings, as well as intellectual property such as trade secrets and confidential information, research and development information passwords and access to electronically stored data. Particularly all customer-related business information is fully included in this non-disclosure commitment.

### 3.6. Maintaining accurate accounting books

AT&S maintains complete and accurate accounting records that are in fact free of errors or potential errors as per the legal requirements as well as per the accounting principles applicable to the respective location. All AT&S transactions are to be properly, accurately, truthful and fairly recorded in the accounting books.

## 4. Employees - We care about people

### 4.1. Human Rights

AT&S respects and complies with the principles of international human rights such as the Universal Declaration of Human Rights and the Conventions of the International Labour Organization (ILO). AT&S will not use child or forced labour and does not tolerate working conditions that are in conflict with international or national laws and practices. Every Employee has the right to resign after giving a reasonable notice period without penalty.

### 4.2. Human Treatment and Disciplinary Actions

AT&S does not allow or tolerate any behaviour including gestures, language and physical contact, that is harsh, violent, sexually coercive, threatening, abusive or exploitative, and is fully committed to protect its employees against any such behaviour. Disciplinary actions, if required, are clearly controlled by written procedures and documentation and mutual discussion between the Employees and the Management.

### 4.3. Health and Safety

AT&S's occupational health and safety management is based on the principle of prevention, providing our employees with a healthy and safe working environment according to industry standards and applicable laws and regulations. The Senior Management of AT&S has entrusted its local subsidiaries and units with the responsibility to implement this policy and to guarantee full compliance with the applicable occupational health and safety laws and regulations. AT&S provides its employees with appropriate trainings in all health and safety relevant areas. Additionally, in every plant a company physician is available to support the overall approach. We are fully complying with OHSAS18001 Standard to reduce the risk of our Employees to the very minimum.

### 4.4. Equal Opportunities, Non-Discrimination

We support and encourage diversity in our workforce as well as at our customers and suppliers. We provide equal opportunities for all employees and applicants. AT&S strives to treat all human beings equally, no matter which age, race, caste, national origin, religion, disability, gender, sexual orientation, union membership or political affiliation. In case of any special requirements related to religious practices, please feel free to contact our confidant.

### 4.5. Employee Motivation

AT&S regards motivated employees and their identification with the targets of the company as a critical success factor. Therefore a systematic policy and strategy deployment process is organised, with an extensive communication and information process. AT&S also supports their Employees by intensive training concepts and systematic frequent performance reviews. As a principle, aspects such as career development, reward and remuneration and individual training and promotion are clearly to be linked with the outcomes of these performance reviews.

### 4.6. Training and Education

AT&S emphasizes on practicable, job related training programs, as well as on the development and promotion of future management potentials, in order to make sure that the company has the technical and managerial skills available, as required by the business development of the company.

### 4.7. Freedom of Association and Right to Collective Bargaining

AT&S respects the right of all employees to form and join trade unions of their choice and will follow the results of respective collective bargaining agreements according to local laws and regulations.

### 4.8. Working Hours

AT&S complies with applicable laws, industry standards and applicable collective bargaining agreements on working hours and overtime compensation. We do not support workweeks with more than 60 hours per week, including overtime, except in emergency or unusual situations. Workers are allowed at least one day off every seven days.

### 4.9. Remuneration

The AT&S group provides to all employees worldwide a transparent compensation package, which is benchmarked against market and industry standards in the respective local environments and is supposed to stimulate a high level of self-responsibility and entrepreneurship. In any case AT&S complies with all applicable laws, industry standards and relevant collective bargaining agreements.

## 5. Ethics - We create Value

### 5.1. Customer Orientation

An uncompromising customer orientation is the central orientation of all efforts of the AT&S team and a central point of our corporate policy. Many years of working together with our clients and suppliers have enabled AT&S to develop individual joint and targeted problem solutions. "Our clients are our partners," is the motto of the customer orientation of the company.

### 5.2. Integrity

AT&S Employees shall be straightforward and honest in all professional and business relationships. Fair and truthful dealing, advertising and competition shall be the base of all our actions and relationships. All forms of improper advantage promised, offered, authorized, given or accepted by bribery, corruption, collusion, extortion and embezzlement or similar are treated with a zero tolerance. All business dealings should be transparently performed and accurately reflected on Participant's business books and records.

### 5.3. Open Communication, Non-Retaliation and Reporting Obligations

AT&S respects, encourages and values free exchange of thoughts, ideas, concerns and questions. We provide a communicated process for our personnel to be able to raise any concerns without fear of retaliation. Any attempts or real kinds of retaliation against employees who reports or asks questions about possible violations of laws, procedures or regulations are disciplined. Any concerns raised by employees will be handled confidentially and the identity of whistleblowers will not be disclosed and treated anonymously if this is legally possible.

To ensure anonymity whistleblowers, starting with April 1, 2017, may use for reports of compliance violations the "AT&S – We Care" platform, available at <https://www.bkms-system.net/ATS>. This platform has been established to give employees and external third parties the possibility to report violations of compliance requirements related to AT & S Austria Technologie & Systemtechnik Aktiengesellschaft and its worldwide affiliated companies ("AT&S"). The platform is safe for data protection and – if chosen by the whistleblower – also allows anonymous reporting (although AT&S encourages to state the name). Specifically trained examiners will investigate reports in a confidential manner, and the identity, if disclosed, will not be revealed. Whistleblowers can be assured that submitting reports related to actual potential serious compliance violations containing true information, in good faith, will not result in negative consequences. Any kind of defamation, misinformation or other abuse of this platform are absolutely unacceptable. Please use this platform in a responsible way. Trust and collaboration are vital for AT&S!

If an employee of AT&S observes or is informed about an actual or potential serious compliance violation and / or a serious violation of this Code of Conduct it is this employee's duty to ensure that the issue is either adequately addressed within his/her scope of responsibility and decision authority or adequately escalated:

If such an issue falls in the scope of a specific process and established workflow such specific process shall be used for identification, escalation and documentation (e.g. for quality issues, EHS workflows). If no specific process is defined escalation shall be done via the superior in the reporting line not involved in the matter or, in particular if not addressed correctly or handled appropriately, through the "AT&S – We Care" platform. In case where a person would like to maintain his or her anonymity the escalation can in any case be done via the "AT&S – We Care" platform.

Further, any issue has in any case to be reported to the Group Compliance Officer or the Group Internal Auditor if it

- puts executives, managers, employees or the AT&S Group (or related parties) at risk to be prosecuted for criminal acts or regulatory offences (i.e. deviation from legal requirements or criminal acts);
- constitutes criminal offences (this may include, for example, types of financial impropriety such as fraud);
- represents failure to comply with an obligation set out in law;
- severely may endanger someone's health and safety;
- could cause substantial damage to the environment;
- constitutes a severe or repeated breach of AT&S' s Global Code of Conduct and Business Ethics by an AT&S manager (job family equals or is higher than 50);
- may substantially adversely affect AT&S Group's reputation in public or
- covers up wrongdoings or incidents related to the above categories.

In the first place a report through the "AT&S – We Care" platform will also be handled by the Group Compliance Officer and the Internal Auditor and reporting requirements are met by using this platform. In case a Board Member of AT & S Austria Technologie & Systemtechnik Aktiengesellschaft is involved the matter shall be escalated by the Group Compliance Officer to the other board members or to the Supervisory Board in case all board members are involved.

Issues for which reporting is not appropriate (examples):

- any kind of defamation or misinformation;
- unfounded and / or unsubstantiated rumors without clear indication of wrongdoings;
- incidents already brought to the awareness of the adequate management level and adequately addressed;
- personal conflicts or challenges;
- work performance issues or cooperation difficulties;
- political agendas or
- issues not in the interest of / not related to AT&S.

#### **5.4. Offering and Granting Advantages**

All AT&S Employees have to compete fairly for orders and services with the quality and the price of our innovative products and services. We do not allow any improper benefits to others to force or influence improper advantage. As a result, no employee may directly or indirectly offer, the giving of money or anything else of value to a government official, costumer, supplier or any other business partner, to influence official action or obtain an improper advantage. This does not apply to the provision of occasional gifts of purely symbolic value or meals, transport or entertainment reasonable in value that are consistent with local customs and practices.

#### **5.5. Demanding and Accepting Advantages**

Employees are not permitted to use their jobs to solicit, to demand, accept, obtain or be promised improper advantages from a government official, costumer, supplier or any other business partner. This does not apply to the acceptance of occasional gifts of purely symbolic value or meals, transport or entertainment reasonable in value that are consistent with local customs and practices. Any other gifts, meals or entertainment must be refused.

#### **5.6. Intellectual Property**

Intellectual property rights are crucial to develop new products and ideas. We respect all kind of intellectual property rights and confidential information of 3<sup>rd</sup> parties and protect our intellectual property. Transfer of technology and know-how is to be done in a manner that protects our and others intellectual property rights; and, customer information is to be safeguarded.

#### **5.7. Privacy**

AT&S commits to protect the personal information of everyone we do business with, including suppliers, customers, consumers and employees. We comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

#### **5.8. Corporate Citizenship**

AT&S accepts its responsibility as a corporate citizen in the communities, in which the company runs operations and is committed to an open communication with its stakeholders. AT&S agrees to unconcealed dialogues with all authorities, social and public interest groups.

#### **5.9. Supply Chain Management**

AT&S is committed to ensure with appropriate measures (e.g Audits), that working conditions along the AT&S supply chain are safe, that workers are treated with respect and dignity, and that manufacturing processes are environmentally responsible. Therefore all our suppliers and their subcontractors are expected, in all of their activities, to operate and behave in full compliance with the AT&S "Supplier Declaration on Business Ethics and Observance of AT&S' Conduct Requirements". Furthermore we expect our suppliers to fulfil the requirements if the EICC – Code of Conduct (Electronic Industry Citizenship Coalition) in the latest version, or Comparable standard, respect the laws, rules, and regulations of the countries in which they operate. Suppliers have to take care, that this principles also apply to their subsuppliers.



## 6. Environment - We reduce our ecological Footprint

In accordance with ISO14001 for which all AT&S manufacturing locations are certified, we recognize that environmental responsibility is integral to producing world class products. In manufacturing operations, adverse effects on the community, environmental and natural resources are to be minimized while safeguarding the health and safety of the public.

### 6.1. Environment

Environmental protection, not only following legal requirements and common industry standards, but additionally having a pro-active approach, is high on the management agenda of AT&S. It is the objective of the company to combine the factors of quality, environment and human beings in an integrated management system, aiming at a sustainable economic success. AT&S is prepared to discuss any related subject openly and apart from constantly monitoring our environmental achievements internally, we also provide information to the public with our annual Sustainability Report.

### 6.2. Resources

We encourage all our employees to have a stewardship of available resources. The contribution of every single person is required to prevent waste of water, energy, and material during our daily business. Everyone's caretaking about his/her direct surrounding can already reduce extensive use of resources and limit the consumption to a reasonable amount.

### 6.3. Responsible Sourcing of Minerals

AT&S has a policy to reasonably assure that the tantalum, tin, tungsten and gold in the products they manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in known Conflict Areas (the Democratic Republic of the Congo or an adjoining country). AT&S exercises due diligence on the source and chain of custody of these minerals.

### 6.4. Corporate Sustainability

We believe that "people, planet and profit" can be reconciled with one another. Sustainability has always been one of our guiding principles, and it is integral to our culture at all of our sites. It is our mission to take a responsible approach to the demands of our stakeholders, the environment and financial success.

## 7. Shareholders

### 7.1. Insider Trading

AT&S, as a company listed at the Vienna Stock Exchange, acknowledges its responsibility to prevent the abuse of its compliance-relevant or inside information by appropriate measures and in accordance with the applicable laws and regulations, and also respects laws and insider rules that might apply to other parties, such as customers or suppliers. All employees are therefore required to arrange their conduct in this regard accordingly.

As a “compliance-relevant” or “inside information”, we consider every “not public” information, where an investor would see them as substantial information for his or her investment decision. It is strictly forbidden to misuse compliance relevant or inside information and to buy shares, sell shares, or to advise the purchase or sale of shares using such information. Compliance-relevant information or inside information has to be handled in strict confidence. AT&S with regard to its finance instruments has in place the more specific "Corporate Directive Issuer Compliance" which applies to all companies within AT&S Group and all employees, in particular to persons working in defined confidentiality areas, and also provides more detailed instructions, guidelines and support in order to ensure compliance with capital market laws and regulations. This directive is also available in the AT&S Intranet at Central Functions – Legal – Compliance. In case of any questions or concerns, AT&S Group Compliance Officer is available at any time for support.



## 8. General Information and Contacts

Integrity is a key value for AT&S. We care about proper conduct of our business and we are obliged to detect, investigate and react appropriately to any relevant offence to protect AT&S and its employees! Therefore we ask you to report misconduct when witnessed. For details please refer to Section 5.3, “Open Communication, Non-Retaliation and Reporting Obligations”, above.

Questions and concerns about the application or interpretation of this Code of Conduct, as well as potential violations need to be reported to superiors. Any practice or act which is inconsistent with this Code must be corrected, in serious cases disciplinary actions have to follow.

There will be no adverse consequences as a result on an employee acting in good faith and reporting potential or specific violations related to the Code of Conduct as already committed and agreed in Section 5.3, “Open Communication, Non-Retaliation and Reporting Obligations”.

If an AT&S employee is not sure what the right thing to do is in a specific case, or if an employee has discovered a case of possible misconduct, there are many sources of information available to help and various options to report, including the employee’s superior, the “local HR Management”, the “Compliance Officer” as well as the “CSR Manager”. (Please refer to the “List of Contacts to Global Code of Conduct and Business Ethics” within the Management Manual). Any concerns raised by employees will be handled strictly anonymous and confidential. To ensure anonymity whistleblowers, starting with April 1, 2017, may use for reports of compliance violations the “AT&S – We Care” platform, available at <https://www.bkms-system.net/ATS>.

Name:

Taken knowledgeable (Date):

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Signature:

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