



Code of Conduct and Ethics Policy

A message from Andreas

Dear Colleagues,

Ethics and values are essential to us. They must determine how we act as a company and as a community. Our company is growing and is becoming more international every day. This is not only generating more and new opportunities, it is equally inducing more obligations and constraints. Acting in the international field (selling, servicing, sourcing, sub-contracting, manufacturing, employing co-workers, etc.) means in particular that we have to behave in line with internationally recognized standards and rules. Not doing this, even for apparently 'minor' things, can bring the company into perilous situations, even impacting its future.

We want to be a company that is behaving in an exemplary manner. Acting in an ethical way cannot just be a 'wishful statement' by the management, engraved in a document everybody will store in a drawer in the office. Acting in an ethical way means that whenever we do something, we conduct ourselves by the values we collectively put forward. Ethical behavior shall become part of the DNA of the company; respect of co-workers, fairness, reliability and consciousness of our responsibility will drive us in all our activities.

In order to make this easier, we herewith hand over to you Kopter's Code of Conduct and Ethics Policy. It contains rules and references applicable to all of us, from the highest to the lowest level in the company. This short document shall help with orientations applicable to our daily business, it sets some standards and limits (e.g. with regard to gifts), and it equally illustrates behaviors we cannot accept in the company (e.g. harassment). This document will be applied to our suppliers, subcontractors and agents worldwide.

Living this policy in our daily functioning will help all of us to 'do it right' for Kopter and its future!



Andreas Löwenstein
Chief Executive Officer
June 2018

1. Introduction

Kopter Group AG (Kopter) recognizes its responsibilities as a global helicopter manufacturer, and is committed to being a responsible corporate citizen, having regard to the OECD Guidelines for Multinational Enterprises.

Kopter believes that it is not only required to abide by the national laws in each country in which it operates, but that it must also conduct its business in accordance with internationally-accepted practices and procedures.

These core principles, which the Board of Directors and senior management of Kopter are committed to upholding, are enshrined in Kopter's values and formally stated in this Code of Conduct and Ethics Policy.

Kopter believes that these principles extend to all workers producing or providing products or services for Kopter, whether or not they are co-workers of Kopter. Kopter expects its contractors, their sub-contractors, principal suppliers and licensees to observe these standards when producing or distributing products for Kopter or when providing services to Kopter.

2. Business Integrity

2.1 Honesty, integrity and fairness

Kopter recognizes the importance of honesty, integrity and fairness in conducting its business.

2.2 Compliance with laws and regulations

All Kopter co-workers and Kopter Group companies must comply with the applicable laws and regulations of the countries in which they operate.

2.3 Conflicts of interest

Kopter prohibits any director or co-worker of the Group using any information or assets of the Group for personal gain or to compete against the Group.

Material conflicts of interests such as having a material interest in a customer's or supplier's business, are to be avoided. If such a conflict of interest arises, full disclosure of that conflict must be made.

2.4 Political involvement

Kopter may represent their views to governments and other third parties on matters that affect their business interests and the interests of their shareholders, co-workers and others involved in their operations.

Kopter must not participate in party politics or make payments to political parties without the prior approval of the Kopter Board. Under no circumstances will

Kopter (or any co-worker, officer, director or agent of Kopter), in order to assist the company in obtaining or retaining business for or with, or directing business to, any person, make any payment to any political party or official of that party or candidate for public office for the purpose of:

- influencing any act or decision of that party, official or candidate in its official capacity;
- inducing that party, official or candidate to do or omit to do an act in violation of its lawful duty;
- securing any improper advantage; or
- inducing that party, official or candidate to use its influence with a government or instrumentality of that government to affect or influence any act or decision of such government or instrumentality.

2.5 Bribery and corruption

Kopter prohibits bribery and corruption. Under no circumstances will Kopter approve any offers, making, requesting or receiving irregular payment or payment in kind to win business or influence a business decision in Kopter's favour or which has the intention that in consequence a function should be performed improperly. Offers to and the making of bribes, 'kick-backs', secret commissions and similar payments are strictly prohibited. Moreover, they may expose Kopter and relevant co-workers to criminal prosecution and serious penalties under laws of other countries, as well as those of the country in question.

This prohibition also applies to agents and third parties who are employed by Kopter to represent their interests. Care shall be exercised in engaging anyone to act in such capacity, and in monitoring their performance, to assess their reputation and suitability. In sensitive areas or circumstances, Kopter's policy and expectations shall be clearly communicated to, and accepted by, the agent or third party.

2.6 Gifts

Co-workers must exercise caution regarding the giving or receiving of business-related gifts. Local customs, monetary value of the gift and legal requirements should be considered when establishing whether a gift should be retained by a co-worker or Kopter representative, handed to the company or returned. Kopter prohibits gifts in the form of money, drugs or other controlled substances, discounts for product or services that are not available to other co-workers, personal use of accommodation or transportation, and payments or loans to be used to purchase personal property. Co-workers and Kopter representatives must also not offer, give, request or accept gifts of any kind in circumstances that could be considered as unduly influencing the party involved or creating any business obligation or which has the intention of a function being performed improperly.

Additionally, a co-worker and Kopter representative should not solicit gifts or hospitality from a supplier, customer or other party with whom Kopter conducts business, nor should he/she exchange gifts with representatives from competitors, as such actions may create a conflict of interest.

Kopter maintains a register for gifts and hospitality above USD 250. Gifts of a value equal or superior to this amount must be registered within 10 labour days. The register is maintained by the Legal department.

2.7 Competition

Kopter supports the principles of free competition in the market in compliance with applicable competition laws. All Kopter co-workers should ensure that they understand these laws and act on them accordingly or seek guidance if necessary from Kopter's legal counsel.

2.8 Privacy and information

Kopter respects the privacy of individuals and laws relating thereto. The inappropriate use of confidential information is prohibited.

2.9 Whistleblowing

Kopter is committed to ensuring that co-workers can raise concerns regarding illegal conduct or malpractice in good faith without being subjected to victimization, harassment or discriminatory treatment and to having such concerns properly investigated. Kopter recognizes that reporting such behaviour in good faith is an important aspect of each co-worker's role within the Group.

Co-workers can raise concerns by directly contacting the Legal Department of Kopter at: legal@koptergroup.com or at +41 44 552 81 13.

3. Labour Practices

3.1 Mutual Respect

Kopter is committed to a working environment where there is mutual trust and respect and where everyone feels responsible for the performance and reputation of the Group.

3.2 Non-Discrimination

Kopter recognizes the dignity of each co-worker, and the right to a workplace free of harassment and abuse. Decisions on hiring, salary, benefits, advancement, termination or retirement are based solely on the co-worker's ability to do the job. There is no discrimination based on race, creed, disability, gender, marital or maternity status, religious or political beliefs, age or sexual orientation.

3.3 Harassment free working environment

Kopter is committed to a work environment in which all individuals are treated with respect and dignity. Each employee has the right to work in a professional atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Offensive or unwelcome conduct or behavior of a sexual nature is absolutely prohibited both on Kopter's premises and off premises, when on Kopter's business, such as during business dinners or company-related social networking or at events. Offenders of this policy will be subject to disciplinary action, which could include use of the strictest measures available under each countries' laws.

3.4 Compensation

Kopter provides wages and benefits that comply with applicable laws and binding collective agreements, including those pertaining to overtime work and other premium pay arrangements.

3.5 Working hours

Kopter is committed to ensure that its employees work in compliance with all applicable laws and mandatory industry standards pertaining to the number of hours and days worked.

3.6 Freedom of association and collective bargaining

Kopter believes that open communication and direct engagement between workers and management are the most effective way to resolve workplace and compensation issues. Kopter respects the rights of workers, as set forth in local laws, to associate freely, join or not join labour unions, seek representation and join workers' councils. Workers are able to communicate openly with management regarding working conditions without fear of reprisal, intimidation or harassment.

3.7 Relationships

Kopter recognizes that conflicts of interest can arise where there is a direct or indirect reporting relationship between co-workers who have a special relationship, including where the co-workers are family members or are in an intimate relationship.

Co-workers involved in such relationships are required to disclose the existence of the relationship to their local Human Resources representative at the earliest opportunity so that appropriate action can be taken to ensure that any real or perceived bias is avoided.

4. Health and safety

4.1 Work Place

Kopter cares about the safety of its people and recognizes that injuries result in needless suffering to individuals and their families. Kopter is committed to providing a safe and healthy work environment for its co-workers, contractors and visitors.

The Company is committed to providing an incident, illness, and injury free workplace for all co-workers, contractors and visitors. This enables us to operate in a safe manner that respects the health and safety of co-workers, and communities in which we operate, while producing high quality products. This commitment is fully supported by management.

Extensive safety programs have been developed and will be pursued in the future in the spirit of continuous improvement.

4.2 Products

Kopter is committed to producing state-of-the-art products and services that guarantee high levels of safety. We continuously improve our performance through finding safer ways to manufacture and operate our products.

5. Environment

Kopter strives to be recognized as an environmentally responsible company that respects the environment and the communities in which we operate while producing high quality products and services. We believe our commitment to managing operations in an environmentally sustainable manner will maximize value for the company, our co-workers, our customers and the community. We are committed to prevent and minimize adverse environmental impacts, including waste, emissions and discharges from our operations. We aim to minimize the environmental footprint of our operations and products. We reduce our environmental footprint by continually improving the efficiency of our natural resource consumption. We utilize risk management processes to control the environmental hazards inherent in our activities.

6. Community

Kopter strives to be a trusted corporate citizen and to operate in a manner that encourages lasting, beneficial and interactive relationships with the communities in which it operates.

7. Compliance

7.1 Documentation and transparency

Kopter is committed to the principles of maximum transparency that are consistent with normal commercial confidentiality. Kopter will maintain all documentation needed to demonstrate compliance with this Code of Conduct and Ethics Policy and required local laws.

7.2 Non-compliance

Internal audits of Kopter's compliance with this Code of Conduct and Ethics Policy will be undertaken from time to time.

Should Kopter find that a co-worker, contractor or supplier does not comply with this Code of Conduct and Ethics Policy or any other applicable Kopter policies, Kopter will insist on corrective measures being taken or will terminate its relationship with that co-worker, contractor or supplier.

7.3 Enterprise Risk Management

At Kopter, we understand and recognize that rigorous risk and opportunity management is essential for corporate stability, sustaining our competitive market position and long-term performance. A risk management system, applied group-wide, is in place and will regularly be updated and monitored involving the highest level of the management.

8. Where to go for assistance

If you believe a decision or action may be inconsistent with the Code of Conduct and Ethics Policy, or if you are unclear about what to do in a specific situation, you should raise the issue promptly.

Whenever possible, you should first discuss the issue with management. Management refers to your immediate supervisor or manager. If you feel unable to do this, there are a number of other ways for raising a question or concern.

You can contact:

- the next level of management;
- the Human Resources department;
- the Legal department.



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