



**Schindler**

Group standard (excerpt) – subject to local adaptations

# Guidelines to the Schindler Code of Conduct

These Guidelines are an integral part of the Code of Conduct and shall help you understand what the Code means in your daily business practice. The Guidelines have been prepared taking into account differences in local laws and practices. They are not intended to be and cannot be exhaustive. Furthermore, applicable laws and regulations can change. You therefore have to use these Guidelines as an important compass, keeping in mind that daily business judgments often require additional thorough analysis of their legal end ethical ramifications.

If you have questions regarding the Code of Conduct or these Guidelines or if you are facing a situation in which you are uncertain about the implications of the Code or the Guidelines (e.g. because of conflicting requirements), you should contact your supervisor or your local Legal or Human Resource Department.

## Preamble

The Code of Conduct for Schindler employees comprises rules for fair business conduct. Basis are the applicable legal system, internal norms as well as general principles of ethical and moral conduct. The Code of Conduct shall support the entrepreneurial thinking and acting of each Employee and shall not give reason for safeguard-thinking. Based on this believe, Schindler will protect and support its employees against any unjustified external infringements or claims according to its legal and contractual obligations. The Code of Conduct does not alter this practice. In case of violations of the Code of Conduct, the facts shall be established and adequate measures be taken on a case by case basis.

## Principle 1

*“Comply with all applicable laws and regulations”*

Complying with laws and regulations is a fundamental principle of Schindler's business philosophy. It is also an important part of Schindler's risk policy.

Laws are different from jurisdiction to jurisdiction and may change over time. The commitment of the Schindler Group to stay within applicable laws and regulations, however, remains always the same.

These Guidelines cannot, of course, specify nor even list all the laws that govern your daily business. It is therefore within your own personal responsibility to make yourself knowledgeable about the legal requirements and restrictions governing your daily work. If you are uncertain or if you have specific questions, turn to your supervisor or your local Legal or Human Resource Department.

However, you should pay particular attention to the following areas of law:

### a) Product safety

The safety of products delivered and services rendered to customers is usually dealt with in general or industry-specific regulations, which describe the safety rules for the construction and installation of elevators. In additions, civil and criminal laws set certain standards that have to be



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complied with. In this context the product liability law shall be mentioned. According to this law, the producer is liable for defective products in case of damage to property or persons. You should keep yourself up-to-date with all legal requirements applicable to your specific function and follow them without exception. It is of fundamental importance that you implement all measures (corrective actions, field information, training documents etc.) as issued by Schindler.

b) Competition law

Competition law is different from jurisdiction to jurisdiction. However, the following practices are usually prohibited:

- agreements among competitors on costs and/or selling prices;
- agreements among competitors on the allocation of markets, market shares and/or production quotas;
- agreements among competitors on the allocation of territories and/or customers;
- agreements among competitors on tender procedures, e.g. by jointly fixing prices or rebates;
- paying bribes, kickbacks or other benefits to employees or potential customers in the public and private sector;
- unjustified refusal to deliver Schindler spare parts, tools and documents necessary to carry out maintenance by third parties (competitors, facility management companies, owners etc.); inquiries for spare parts shall be carried out without unnecessary restrictions, within reasonable time and at reasonable prices.

c) Tax law

Tax laws include income taxes, sales taxes, withholding taxes and other taxes and deductions. They differ from jurisdiction to jurisdiction. Tax laws do not only have to be complied with by persons directly dealing with taxes. They also have to be taken into consideration by employees outside tax area.

Over-invoicing or under-invoicing for goods or services is prohibited. Accordingly, the seller shall not invoice higher or lower amounts than the agreed purchase price and book only the agreed purchase price. Over-invoicing and under-invoicing may violate tax laws and, therefore, are prohibited.

**Other laws**

Various other laws, e.g. corporate laws, labour laws including worker's safety regulations, environmental laws or public procurement laws etc. contain provisions which must be observed by Schindler employees in their personal sphere of activity.

## **Principle 2**

*“Adhere to high ethical standards by respecting the rights and dignity of all persons with whom you are dealing and by not accepting illicit benefits nor extending such benefits to other persons Respect*



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*for the rights and dignity of other persons, be they customers, fellow employees, suppliers, competitors or government officials, is common sense and does not require further explanation.”*

#### Obtaining of benefits / gifts

The high ethical standards maintained by Schindler furthermore require that employees of the Schindler Group do not accept illicit benefits which might be offered to them by customers, suppliers or other persons. This does not mean that every customary present has to be refused. If the value of such a present is (as a rule of thumb) above CHF 80.--, you are expected to hand it over to the company, unless your supervisor explicitly authorizes you to keep it for yourself.

#### Extending of benefits / gifts

It is prohibited to extend, offer or promise any moneys or anything of value to government officials or civil servants.

Likewise you are not allowed to extend personal benefits to customers or other persons if such benefits are outside the usual business practices within your territory or if they violate applicable laws.

## Principle 3

*“Do not compete in any way with Schindler's business and avoid conflicts of interest to the detriment of Schindler.”*

#### No competition to Schindler

Schindler employees owe a fiduciary duty to their employer. This means, inter alia, that you are not allowed to actively engage in business directly competing with the Schindler Group, i.e. to offer products and services of the same type as those offered by the Schindler Group or be directly or indirectly associated with a competitor of Schindler.

#### Disclosing conflicts of interest

If you, your spouse or relatives are engaged in a business directly dealing with Schindler or if you have other potential conflicts of interest, you are required to disclose them to your local Human Resource Department.

## Principle 4

*“Keep Schindler's business, financial and technical data as well as internal business documents confidential and do not misappropriate Schindler's or other companies' tangible or intellectual property.”*

#### Confidentiality

Another aspect of the fiduciary duty that you owe to Schindler is your obligation to keep secret all confidential data (i.e. all business, financial and technical data etc.) as well as all internal business documents classified as confidential. Such information may only be disclosed to persons outside the



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Schindler Group if and to the extent this is required in the course of business transactions on behalf of Schindler. In case of doubt clarify the matter with your supervisor.

### **Tangible and intellectual property**

Implicit in the idea of protecting Schindler's business is your obligation to safeguard Schindler's tangible and intellectual property, including Schindler's know-how.

It is ethical common sense that you also respect the property of other companies, including the property of competitors (e.g. trademarks, software or other intellectual property protected by applicable laws). For this reason, it is prohibited to use any kind of competitors' property without their explicit approval.

## **Principle 5**

*“Actively help Schindler in achieving compliance with this Code of Conduct”*

You are not only required to abide by the Code of Conduct in your personal activity. You are likewise expected to actively support to the enforcement of this Code of Conduct and to inform your local Legal or Human Resource Department if you become aware of violations of this Code by other Schindler employees. You may also contact the head of your KG on a personal and confidential basis.

### **Protection of "Whistleblowers"**

Employees who report potential Code of Conduct violations in good faith (“Whistleblowers”) shall be protected against possible retaliation as follows:

- **Anonymous reporting of violations**

In principle Whistleblowers may report possible Code of Conduct violations anonymously, e.g. by means of the Mailbox on the Schindler Intranet. Schindler, however, encourages Whistleblowers to voluntarily indicate their name, allowing Schindler to contact them in order to further clarify the issue;

- **No discriminations against Whistleblowers**

Discriminatory actions (e.g. sanctions, suspension, threats, harassment) against Whistleblowers are in violation of the Code of Conduct and treated accordingly. Adequate measures shall be taken to avoid discriminatory actions against a known or perceived Whistleblower. If the Whistleblower is subject to employment-related measures in the aftermath of such whistleblowing, Corporate Human Resources (CHR) and Corporate Compliance (CPL) shall be consulted before taking such measures to assure that they are in no way negative reactions to such whistleblowing.

### **Monitoring & sanctions**

The Management Committee of the Schindler Group, in turn, will monitor adherence to the Code of Conduct and will investigate alleged violations. In such an investigation every employee is required to fully disclose all pertinent facts known to him. Non-disclosure in such an investigation as well as violations of the Code of Conduct (including the acquiescence in violations by subordinates) may result in appropriate disciplinary sanctions, including dismissal.