



# **Code of Conduct**

TiszaTextil Group

for all locations  
headquarters Vienna &  
**TT, TTE, TTP**

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## **TTG BUSINESS ETHICS POLICY**

Our TiszaTextil Group business ethics policy applies the whole staff of TiszaTextil worldwide to all Managers e.g. Head of Operations/ MD's, Sales, Technical department so to all employees ("personnel") of TiszaTextil Group and its members "locations" and to all linked persons or companies as independent contractors, consultants, agents and distributors ("External and/or Representatives"). All managers are responsible for communicating this Policy to employees under their supervision. Employees responsible for managing relationships with third party companies or so called „External“ representatives are responsible for communicating this policy to such parties, and requiring them to agree to comply with its terms. In case of any question the group management CEO, CFO or the fsh-Holding provides appropriate information to fulfil the TTG Business Ethics Policy.

### **Business Conduct**

TiszaTextil ("Company) business is always conducted according to gender neutral policy, ethically correct, fair, honest and with integrity. As we have united group members with local laws all actions have to be with no exception in line with the applicable laws, rules, and regulations. The assets of the company must not be used for any unlawful purpose. It is mandatory that all assets of the TiszaTextil Group are treated as they were the employees ones – they have to be treated well, protected from any damage, employed efficiently, and used only for legitimate business purposes.

### **Accounting and Financial Reporting**

The Company's Accounting Rules should be fully complied with at all times. All transactions, revenues, expenses, assets, and liabilities should be recorded accurately and in reasonable detail in the appropriate books, records, and accounts. The books, records, and accounts of the Company should be maintained in a manner that will facilitate the timely preparation of required documents that are accurate and complete, including financial statements that conform with generally accepted accounting principles and other requirements. Company personnel should cooperate fully with the internal and independent auditors.

### **Improper Pursuit of Personal Interest**

Company personnel should not be diverted or influenced by personal interests in carrying out activities on behalf of the Company and should avoid circumstances that raise the possibility, or create the appearance, that personal interest may influence business decisions involving the

interests of the Company. Such circumstances may arise whenever a Company employee, or a person or entity to which the employee is closely related or in which the employee has a personal interest, receives a more-than-insubstantial benefit of any kind from a competitor, customer, supplier, or other person or entity with which the Company has a substantial business or financial interest. In cases of doubt, advice should be sought (fsh-Holding CEO/COO/CFO or TTGroup CEO/CFO).

The following specific provisions must be followed, but are not intended to limit the scope of the foregoing policy:

1. Company personnel should not accept from any competitor, customer, supplier, or other person or entity with which the Company has a substantial business or financial relationship:
  - (a) compensation of any kind
  - (b) any cash payment, or any bribe or 'kickback' of any kind;
  - (c) any gift(s) or favor(s) from such a person or entity, within any period of twelve months, having an aggregate value of more than EUR100; or
  - (d) any entertainment that might be viewed as lavish or excessive under local practice and customs.
2. Company personnel should not, without the express prior approval of the CEO and CFO TTGroup:
  - (a) serve as an employee or agent of, or
  - (b) serve as a director or officer of, or consultant to, or similar
3. Company personnel should not acquire, directly or indirectly, an investment or interest of any kind in an entity or person that he or she knows (a) is, at the time of the acquisition, or is likely to become, a competitor of the Company or a substantial supplier to or substantial customer of the Company or (b) at the time of the acquisition has, or is likely to enter into, a substantial business or financial relationship with the Company
4. Company personnel should maintain the confidentiality of non-public or "inside" information with respect to the Company, its customers, suppliers, or others obtained by them in the course of their Company activities.

### **Anti-Corruption**

It is the policy of the Company to comply with all applicable anti-corruption laws and regulations including but not limited to the U.S. Foreign Corrupt Practices Act and the U.K. Bribery Act ("Anti-Corruption Laws and Regulations") and the respective laws Europe (see for local laws) . The Company further requires that all „External“ Representatives comply with such Anti-Corruption Laws and Regulations.

### **Payments to Influence Others**

1. Bribery, "kickbacks," and similar actions to influence others should not be employed, directly or through intermediaries.
2. All entertainment of, and gifts to or from, employees of customers, suppliers, or other persons or entities with which the Company has a business or financial relationship should comply with all applicable laws, rules, and regulations, and with the policies of the giver's employer and the recipient's employer, and should be recorded accurately and in reasonable detail in the regular books and records. Entertainment or gifts that would ordinarily be considered lavish or unusually expensive should be avoided. In making this judgment, Company personnel should take into account local practice and customs as well as how the entertainment or gift is likely to be viewed by the giver, the recipient, the the giver's employer, the recipient's employer, and others. Cash is never an acceptable gift.

### **Payments or Gifts to Public Officials**

No money or other thing of value should be offered, given, or promised, directly or through others, to any government official, political party, or political party official for the purpose of affecting, facilitating, or influencing any decision, action, or policy of any governmental official, political party, or political party. Any entertainment of a government or political party official should be modest in cost, customary in nature, and not carried out for the purpose of affecting, facilitating or influencing an official decision, action, or policy.

### **Trade Control Laws (Import, Export, Labeling, Country of Origin, Anti-Boycott)**

The Company requires compliance with all applicable export, import and trade compliance laws in all countries in which we do business. Employees should engage the CFO TT Group or the fsh-Holding CFO to discuss any matter of concern related to trade compliance.

### **Monitoring Compliance; Investigations; Disciplinary Action**

The Company will monitor compliance with this Policy on an ongoing basis. Allegations of possible wrongdoing will be investigated by appropriate Company personnel, will be reported to the CEO and CFO of TTGroup, and may be reported to relevant authorities. All employees are expected to cooperate fully with, and maintain the confidentiality of, any investigation. Disciplinary action for violations of this Policy may include counseling, reprimands, warnings, suspension with or without pay, demotion, compensation reduction, restitution, and dismissal. Violations of this Policy by independent contractors, consultants, agents or distributors may result in termination of any agreement or business relationship with such party. Disciplinary action may also be taken

against a supervisor if a violation is determined to have involved a significant lack of diligence on the part of the supervisor. Knowingly false allegations of misconduct will result in disciplinary action.

### **Advice with respect to the Policy**

An employee other than a director or officer who has a question about this Policy should normally seek advice from his or her immediate supervisors. Directors and officers, and employees who for any reason prefer not to consult their immediate supervisors, should direct their questions to the CEO TTGroup or the fsh-Holding (contact below mentioned).

### **Reporting Violations of the Policy (“Whistle Blowing Procedure”)**

All Company Directors, Officers and Employees are responsible for helping to ensure the effective enforcement of this Policy. Company personnel who believe that behavior of others may violate this Policy or any other compliance policy of the Company, or who have a complaint or concern about questionable accounting or auditing matters or perceived deficiencies in internal controls, have a responsibility to report the possible violation, or such complaint or concern, to the CEO TTGroup, or the COO/CFO/CEO of fsh-Holding. All such reports will be treated as confidential and will carry no risk of retribution if made in good faith. Any Company personnel who take any action in retaliation against a person who, in good faith, makes such a report will be subject to serious discipline. Nevertheless, Company personnel may, if they prefer, make such a report anonymously.

### **Method of Communication**

Telephone communications may be directed to the numbers listed below:

***CEO fsh-Holding P. Huemer (+43 1 602 3236-0)***

***CFO fsh-Holding J. Hebauer (+43 1 602 3236-0)***

***COO fsh-Holding G. Gobec (+43 1 602 3236-0)***

Written communications to any of the persons listed above may also be sent, marked to his or her attention, to the corporate headquarters address:

Franz S. Huemer GmbH  
Wienerbergstrasse 11/B16  
1100 Vienna, Austria

In addition, reports of possible violations, complaints or concerns may be submitted through the TTGroup CEO, G. Gobec (+43 1 602 3236-0). Reports may be made by telephone by calling before mentioned numbers, and may be submitted through the fsh-Homepage in the office box (“Contact”).