



RIRP - Code of Conduct

1. Scope and objectives

Compliance means the observance of all voluntary, supervisory and legally prescribed measures designed to ensure that the business activities of the REBUILD IRAQ RECRUITMENT PROGRAM (RIRP) and its employees are conducted in a manner that complies with the law.

Compliance serves as a trust-building measure to protect the reputation of the REBUILD IRAQ RECRUITMENT PROGRAM (RIRP) and its employees around the world. It should be considered a guiding principle within the Blue Spirit concept which forms part of RIRP's Social Policy.

This Code of Conduct summarizes the most important principles and standards of the REBUILD IRAQ RECRUITMENT PROGRAM (RIRP). All employees must be familiar with these. It also outlines the fundamental ethical and legal duties of RIRP's employees.

The Code of Conduct applies to all organizational units at RIRP as well as subsidiaries and associated companies in which RIRP has a direct or indirect stake of more than 50 percent.

The scope of this Code of Conduct includes all company guidelines published on the Intranet under Company/Corporate Center and by the departments listed there under. Supervisors are responsible for ensuring that their employees are informed of the company guidelines that are relevant for their jobs.

2. Business conduct

2.1 Managing business transactions

Observance of all laws and regulations

Since it operates internationally, the REBUILD IRAQ RECRUITMENT PROGRAM (RIRP) is required to comply with numerous national and supranational laws and regulations. All business activities and processes must therefore be conducted in accordance with all applicable laws, voluntary obligations and binding regulations relating to RIRP activities.

All employees are required to observe all applicable laws and other relevant guidelines and agreements. They are not permitted to issue instructions that depart from these principles and result in violation of the stated corporate policy on the conduct of business activities.

Preventive legal counsel

It is essential to avoid risks and to obtain legal counsel before taking any action that could lead to violation of applicable laws and guidelines.

Bribery

RIRP prohibits any form of bribery or attempted bribery by offering or accepting money or valuables.





2.2 Business relations

Equal treatment and fair practice

Every employee is required to take personal responsibility for honest, equal and fair treatment of all business partners. A process based on objective and comprehensible criteria must be used to select suppliers and service providers. This must take account of the fact that business partners are expected to meet requirements comparable to the principles contained in this Code of Conduct. Wherever possible, several offers must be obtained before awarding contracts.

Business incentives

Typical business incentives comprise commission payments, rebates, discounts, free shipment of goods and similar incentives.

Such incentives should be used with great care to ensure compliance with relevant statutory regulations. Full and accurate records must be kept of the use of business incentives.

Payments

Payment for goods and services received through a company that is part of the REBUILD IRAQ RECRUITMENT PROGRAM (RIRP) must be made immediately to the contractual partner. Payment is usually made in the country where the contractual partner's business is headquartered. Complete or partial payment in cash is prohibited, except where the sums involved are negligible. The appropriated legal counsel must be consulted before making divergent payment arrangements.

2.3 Conflicts of interest

Secondary employment

An employee may only take up a second job after obtaining permission from the appropriate personnel department.

Substantial financial interests in competitors, customers and suppliers

Substantial financial interests in a competitor, customer or supplier must be authorized by the employee's supervisor. Substantial financial interests held by close relatives in a competitor, customer or supplier must be reported to the compliance officer if this involves a potential conflict of interest for the employee. A substantial financial interest is defined as a shareholding of 5 percent or more.

Contracts/business transactions with relatives of RIRP employees

Business transactions may not normally be undertaken with relatives of RIRP employees. Certain transactions may, however, be permitted by the employee's supervisor or the RIRP's supervisory committee. In such cases, it must be ensured that the employee in question is not involved in the decision. Close relatives include spouses, parents, children and other relatives and partners who live in the same household as the employee.



2.4 Insider trading

Some national laws forbid the use of information that is not meant for the public and/or information that has not yet been made public in connection with the purchase or sale of securities.

This Global Code of Conduct also prohibits the use of insider information gained as a result of employment by the REBUILD IRAQ RECRUITMENT PROGRAM (RIRP) (including information about business partners) either for an employee's own personal gain or the benefit of a third party.

2.5 Maintaining the confidentiality of internal information

All information that has not been made available to the public is subject to secrecy and may not be disclosed to unauthorized third parties - either during the employee's term of employment or thereafter.

The direct or indirect use of confidential business information during the term of employment or thereafter for personal gain or the benefit of a third party or to the disadvantage of the REBUILD IRAQ RECRUITMENT PROGRAM (RIRP) is prohibited. RIRP's employees are required to actively prevent confidential data from falling into the hands of third parties in compliance with the existing guidelines.

2.6 Political involvement and contributions

The approval of the Board of Management of RIRP must be obtained before making contributions to political parties, organizations closely associated with political parties, political candidates or people holding government offices either out of RIRP funds or assets or through the provision of services. Other donations may only be made out of an authorized budget. Such budgets and donations must be reported to the appropriate supervisory committee.

Employees may not be urged either directly or indirectly to provide money for party contributions or to support a political party or a person standing for a political office. Holding events for political parties and other political activities on RIRP property is prohibited RIRP-wide. Employees who hold political offices must report these to the compliance officer if they are likely to attract media attention.

2.7 Ethics

In all business activities, RIRP employees must respect the national and cultural differences and rights of all individuals with whom they come into contact. It is the stated objective of RIRP not to discriminate against any employee, prospective employee or business partner on the basis of age, race, religion, skin colour, gender, disability, national origin, descent, marital status or sexual orientation. RIRP will not tolerate any form of harassment - either toward employees or toward business partners.

Although patterns of behaviour and business practices that conflict with this Code of Conduct are tolerated in some countries, we expect all RIRP employees to exercise the utmost professionalism and integrity and observe RIRP's corporate principles and guidelines.

For further information, see RIRP's Global Social Policy.



3. Technical issues

3.1 Competition and antitrust law

It is a fundamental principle of the company's corporate policy that all RIRP personnel shall conduct business in accordance with the relevant competition law.

In general, the applicable competition and antitrust laws in countries in which RIRP does business prohibit agreements and activities that can hinder trade or competition. Violation of these laws includes, for instance, entering into agreements with competitors in order to fix or control prices, boycott particular suppliers or customers, divide up customers or markets or limit the production or sale of products.

Special care must be taken to ensure that activities undertaken with representatives of other companies cannot be considered or interpreted as violating competition law.

Violation of competition law can result in substantial fines and claims for compensation and damage the RIRP's image. This can damage the company and its market position. Further, failure to comply with antitrust regulations may lead to claims for compensation against the personnel involved and/or imprisonment.

3.2 Foreign trade, export and terrorism controls

RIRP observes all national, multinational and supranational foreign trade regulations. These include customs regulations and trade and production controls.

All RIRP employees are required to observe the legal regulations and RIRP's corporate policy and guidelines on internal export controls.

When assessing unlisted dual use goods (goods that can serve both civilian and military purposes), the decisive fact is how such goods will be used by the customer, not the goods themselves. If there is any uncertainty about the use of such goods, RIRP will refrain from shipping them.

RIRP fully supports all efforts by the international community to prevent the manufacture and proliferation of chemical, biological and nuclear weapons, including launch systems, and to stop international terrorism. To achieve this goal, a number of national and multinational export control regulations are observed. These limit and or even prohibit the export and/or re-export of specific goods, technologies and services to certain countries, organizations and people.

3.3 Tax law

RIRP observes all applicable tax laws and regulations.

Transfer prices are set on the basis of recognized OECD principles, in other words on the same terms as dealings at arm's length.

Employees working on international assignments must give an undertaking that they will observe the relevant personal tax obligations in line with the RIRP transfer guidelines.



Employees may not support requests from business partners for action that reduces their tax liability.

3.4 Environmental protection, safety, occupational health and quality

Environmental protection, occupational health and safety and quality are essential for the continued development of RIRP, the creation of corporate value, to protect the health of employees and their quality of life and secure the basic necessities of life in the long term.

RIRP is committed to sustainable development and the chemical industry's world-wide Responsible Care initiative. To implement these principles, the uniform standards set out in the ESHQ Requirements must be observed. These are mandatory throughout the REBUILD IRAQ RECRUITMENT PROGRAM (RIRP).

3.5 Data protection

At RIRP, the conscientious handling of personnel-related data has always been considered a key value out of the respect for the privacy of fellow human beings.

The right of employees and business partners to determine what personal information they make available must always be protected.

Unauthorized collection, use or distribution of personal data on employees and business partners is forbidden. In addition, the corporate guidelines on data protection must be observed.

3.6 IT security

Extensive use of IT systems means that RIRP's business activities are dependent to a large extent on the functioning and availability of such systems. It is no longer possible to imagine conducting business without information technology.

The risks that arise from this dependency are increased by the risk of loss, theft and unnoticed alteration of information. For details of how to limit these general risks, the risks of technical failure and the risks arising from the incorrect conduct of personnel, please see the corporate guidelines on IT security.

4. Practical implementation of compliance rules

Responsibilities

The compliance officer is responsible for ensuring RIRP implementation of compliance rules. This includes ensuring independent and objective treatment of all issues drawn to the attention of the compliance officer.

The compliance officer is a direct contact for all employees requiring information or advice on compliance rules. Staff's working for the compliance officers are sworn to absolute secrecy. Contacting the compliance officer will not have any negative implications for employees.



The compliance officer takes note of all information submitted and looks into it with due attention. All information is treated as strictly confidential. If the compliance officer decides that there is enough initial evidence to suspect violation of the principles contained in the compliance rules, he/she may consult other corporate departments, e.g., Corporate Audit, to clarify the matter, without, however, jeopardizing the confidentiality of the information received.

Responsibility of supervisors for information and control

All supervisors must make sure that their employees are informed of the contents of the Global Code of Conduct. Supervisors must set an example by implementing these standards. Furthermore, as part of their responsibilities, they must make sure that their employees observe these guidelines.

Responsibility of employees to report failure to observe these guidelines

All RIRP employees are required to inform their supervisor(s) or the compliance officer if they become aware of any violations of this Global Code of Conduct.

Sanctions and consequences

Violating the Global Code of Conduct can lead to disciplinary action and is punishable in accordance with the usual company rules.

Commitment of all employees

A copy of the Global Code of Conduct must be handed to every employee.

All employees must sign a compliance letter stating that they understand the behaviour described in the Global Code of Conduct and will not engage in prohibited activities. A signed copy of the compliance letter is an essential part of each employee's personnel file.

Training

Employees throughout RIRP will receive regular information on current compliance issues.

Special training will be provided for relevant target groups on issues such as export and terrorism control, antitrust and competition law, the environment, safety and health. Attendance may be mandatory. Records will be kept of attendance at such training sessions.