



Code of conduct for suppliers and business partners

of Güdel Group AG and its companies around the world

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Dear suppliers and business partners,

Güdel Group AG and its affiliated, internationally active companies (hereinafter referred to as 'Güdel') are manufacturers of high-precision machine components and suppliers of sophisticated automation solutions. Güdel is a typical Swiss family-managed SME that can look back on a history spanning over sixty years. The company is active worldwide and is one of the leading suppliers in the field of linear drive technology.

This Group-wide code of conduct for suppliers and business partners (hereinafter referred to as the 'code of conduct') authored by Güdel was adopted by Güdel Group AG's Board of Directors and Group Executive Board. It is based on the rules of conduct that are applicable in all Güdel companies and are summarised in the Güdel code of conduct.

Compliance with the rules of conduct and applicable legislation is ensured by Güdel's own Compliance Council. It manages and monitors a compliance management system (CMS) introduced for this purpose. This code of conduct for suppliers and business partners forms an integral part of Güdel's CMS and aims to ensure sustainable procurement policies and practices in compliance with all applicable legislation worldwide.

This code of conduct describes the requirements that Güdel places on you as a supplier and business partner with regard to compliance with laws and regulations. The code of conduct thus includes guidelines in the areas of occupational safety, the environment, personal integrity, HR policy, conflicts of interest, corruption, data security, communication and Güdel's assets/finances, among other things. Careful and responsible corporate governance forms the foundation of joint, sustainable business activities.

The values also described in this code of conduct are intended to assist in the day-to-day business of correctly implementing important laws, regulations and internal rules, with the aim of conducting business with integrity. Not only should actions within Güdel and its suppliers' and business partners' companies comply with laws and guidelines; they must also meet ethical standards and ensure sustainability.

Güdel is aware of its responsibility towards you, its employees, customers, suppliers, business partners and society, which is why it does not tolerate any violations of legal provisions, this code of conduct or other regulations. Violations will be sanctioned in accordance with the applicable legal and contractual provisions and may lead to the termination of the existing contractual relationship with the offending business partners.

We look forward to nurturing a positive cooperative relationship and are happy to answer any questions you might have.

Gwendolin Güdel
CEO of Güdel Group AG

1. Introduction

1.1. Purpose

The code of conduct for suppliers and business partners (hereinafter referred to as the 'code of conduct') describes the minimum requirements that they must meet when working with Güdel and its internationally active companies. This code of conduct is based on the code of conduct of Güdel Group AG and its companies around the world, as well as the associated compliance guidelines.

This code of conduct is also based on internationally recognised principles including the United Nations (UN) Global Compact initiative, the Organisation for Economic Co-operation and Development (OECD) Guidelines for Multinational Enterprises, International Labour Organization (ILO) agreements, SA8000 (the corporate social responsibility standard), the Dodd-Frank Act on conflict minerals and the REACH and RoHS regulations, to name but a few important regulations with global reach.

1.2. Area of application

The code of conduct forms an integral part of the contractual and business relationship with Güdel and applies to all suppliers and business partners (hereinafter referred to as 'business partners'). They must implement the requirements below with their employees, representatives, temporary workers, teleworkers, subcontractors, suppliers and sub-suppliers that they work with for the purpose of providing Güdel with products and services of any kind and who are part of the Güdel supply chain.

2. Compliance with laws and regulations

Güdel expects you, as a business partner, to comply with applicable laws, industry guidelines, contractual conditions and generally accepted sustainability standards. These include, in particular, the protection of human rights, ensuring safety, health and environmental protection and the prohibition on child and forced labour, money laundering and corruption. Güdel also demands that the mechanical and plant engineering industry's recognised responsible procurement principles be observed. Business partners must pay particularly close attention to compliance with applicable import and export legislation, as well as sanctions and embargo regulations.

As one of Güdel's business partners, you yourself must comply with applicable laws and regulations and this code of conduct. Additionally, you must also demand compliance from those individuals you cooperate with for the purpose of supplying Güdel with products and services. Below is a description of what you need to pay particular attention to and how you ought to proceed.

As a business partner, you must recognise and are required to comply with your employees' fundamental rights. The following requirements apply regardless of whether an employee works for you in an actual employment, temporary employment, subcontracting or teleworking relationship or in any other form of employment. You will ensure that there are no abusive working conditions either in your own company or in affiliated companies, suppliers and subcontractors.

2.1. Fair social and working conditions

2.1.1. Human rights and fair working conditions

Güdel requires you, as a business partner, to comply with the fundamental human and employee rights set out in the applicable national legislation. Güdel expects the core labour standards stipulated by the International Labour Organization (ILO) and the United Nations' Universal Declaration of Human Rights to be observed.

Any form of child labour is strictly prohibited. Similarly, all forms of slavery, forced, bonded or compulsory labour and human trafficking must be avoided. Collective punishment is prohibited. Güdel expects you to respect employees' rights in accordance with national legislation, and particularly to allow employees to form an employee representative body and to engage in collective bargaining and political activity. By doing so, you are ensuring that your employees are treated with dignity and receive remuneration in accordance with applicable laws, are allowed to take leave and are guaranteed respectful treatment. This also applies to social benefits that employees are legally entitled to.

2.1.2. Prohibition of discrimination

Güdel expects you, as a business partner, to prevent any form of discrimination. Equal opportunities and equal treatment must be promoted, while discrimination in recruitment, employment and particularly promotion and in the granting of training and further education measures must be avoided. No employees who work for the business partner or its business partners may be discriminated against on account of their gender, age, skin colour, ethnic or social origin, sexual identity, disability, religion/beliefs or political opinion. As a business partner, you will ensure that all human rights are respected.

2.1.3. Safety

Güdel expects you to clearly commit to maintaining a healthy and safe workplace for your employees and business partners.

As one of Güdel's business partners, you will comply at all times with the applicable legal requirements and international standards to create a safe and healthy working environment for your employees. You will assist your own suppliers and business partners in complying with these standards too.

That means, in particular, that you

- prevent unsafe situations and accidents, e.g. when staff are handling hazardous substances, by having them wear personal protective equipment;
- measure your occupational safety and health performance; and
- continuously improve them.

To this end, you will set up suitable occupational safety management systems (e.g. in accordance with ISO 45001 or an equivalent standard).

Employees will receive appropriate training on health and safety issues.

You will also comply with the applicable workplace safety and health protection requirements at the Güdel site in question while working there.

If you, as a business partner, identify safety problems or health hazards, you must devote all of the necessary resources to rectifying them as quickly as possible.

Commitment to occupational safety and health protection

Compliance with applicable laws and international standards

You will assist your own suppliers and business partners with compliance.

Establishment of an appropriate occupational safety management system.

Appropriate employee training on occupational safety and health issues.

3. Products, product safety and raw materials

3.1. Conflict minerals and commodity supply chains

Güdel expects you to comply with all of the applicable laws on conflict minerals (such as the Dodd-Frank Act).

Legal requirements relating to conflict minerals must be observed

You must also fulfil your duty of care to create a responsible supply chain for what are known as 'conflict minerals'¹. These include tin, tantalum, tungsten and their ores and mineral derivatives, as well as gold, plus cobalt and mica (hereinafter referred to as 'minerals'). You are required to improve transparency and traceability within your own supply chain, including the extraction of raw materials, and to take appropriate measures to reduce the risks of serious human rights violations, like child and forced labour, slavery and direct or indirect financing of armed groups or similar negative impacts.

Transparency in the supply chain through the Conflict Minerals Reporting Template

Should a product contain one or more minerals, Güdel expects you to inform us without being prompted to do so and that if requested you can demonstrate transparency and traceability throughout the commodity supply chains.

Appropriate measures to reduce the risk of conflict intensification

Güdel recommends using the Conflict Minerals Reporting Template (CMRT) published by the Responsible Minerals Initiative (RMI) to create a transparent supply chain.

Similarly, Güdel expects smelting plants and refineries in conflict or high-risk areas¹ that are used to source materials to be checked against the RMI's Smelter Database to ensure compliance with due diligence requirements.

Legal requirements relating to product safety, labelling and packaging must be observed.

3.2. Product safety

Products and services supplied by business partners must be safe and must not pose any risk to people or the environment. In particular, they must comply with the agreed specifications, and observe the legally prescribed guidelines that are applicable to the products and services with regard to product safety, labelling and packaging.

Hazards in application and use must be clearly communicated

You are required to clearly communicate information on safe use and to draw attention at all times to hazards that may arise for people and the environment from the application and use of products and services.

Hazardous substance specifications must be observed and traceable in the supply chain.

You comply with the legal requirements for substances of very high concern (SVHC) without exception. As a business partner, you will ensure within your procurement and production processes that REACH² and RoHS³ requirements are met. You must be able to track the substances used at all times and provide the necessary documentation.

¹ Conflict and high-risk areas are characterised by armed conflict, the widespread occurrence of violence or other hazards that are harmful to humans. Human rights violations and breaches of national and international law are also often on the increase in these regions

² Regulation (EC) no. 1907/2006 of the European Parliament and of the Council of 18 December 2006 concerning the registration, evaluation, authorisation and restriction of chemicals (REACH)

³ Regulation (EC) no. 1907/2006 of the European Parliament and of the Council of 18 December 2006 concerning the registration, evaluation, authorisation and restriction of chemicals (REACH)

³ Directive 2011/65/EU of the European Parliament and of the Council of 8 June 2011 on the restriction of the use of certain hazardous substances in electrical and electronic equipment

4. Environmental protection, sustainability and quality

4.1. Sustainable environmental and climate protection

Güdel is committed to ecologically sustainable management and consequently expects its business partners to be equally and clearly committed to actively protecting the environment and the climate.

Commitment to environmental and climate protection

As one of Güdel's business partners, you will at all times comply with the applicable legal requirements and international standards, undertake to operate in an environmentally compatible and sustainable manner and to, wherever possible, eliminate or reduce in your manufacturing chain substances and materials that are harmful to people and nature. You will assist your own suppliers and business partners in complying with these standards too.

Compliance with applicable laws and international standards.

You will regularly monitor and evaluate the environmental impact of your business activities;

Improvement of environmental performance

- reduce waste and emissions and recycle materials at every stage of the manufacturing process;
- use energy and other resources sparingly;
- prevent environmental hazards during the design, manufacturing, operation and disposal processes;
- improve water quality, reduce consumption and promote reuse;
- measure your environmental performance (including your energy consumption and CO₂ emissions); and
- continuously improve it.

You will assist your own suppliers and business partners with compliance.

Establishment of an appropriate environmental management system.

To this end, you will set up suitable environmental management systems (e.g. in accordance with ISO 14001 or an equivalent standard).

Employees will receive appropriate training on environmental issues.

You will also comply with the workplace environmental protection requirements at the Güdel site while working there.

Appropriate employee training on environmental issues

If you identify environmental hazards, you must devote all of the necessary resources to rectifying them as quickly as possible.

4.2. Quality

Güdel expects you, as its business partner, to clearly commit to delivering the highest quality at reasonable economic prices in a cooperative partnership.

Compliance with applicable laws and international standards

You must comply at all times with the applicable legal requirements and international standards and undertake to provide products and services that conform to specifications. You will assist your own suppliers and business partners in complying with these standards too.

Improvement of performance

You will attach particular importance to

- meeting all of the specified requirements;
- evaluating the effectiveness and error rectification and corrective measures;

- measuring appropriate performance indicators (e.g. quality costs, complaints); and
- continuously improving them.

To this end, you will set up suitable quality management systems (e.g. in accordance with ISO 9001 or an equivalent standard) and will sign a quality assurance agreement (QAA) with Güdel if requested to do so.

You will assist your own suppliers and business partners with compliance.

You will provide your employees with appropriate training on quality matters.

If you notice any deviations in a product, you must

Topical audit 48 hours after a problem occurs

- inform Güdel immediately and propose suitable remedial and corrective measures;
- assist with analysing root causes, e.g. by providing measurement data, inspection records and information about manufacturing processes;
- assist with the necessary remedial measures so you can supply Güdel and Güdel's customers with products that meet the specifications, e.g. by delivering replacement material or, insofar as is technically feasible, by reworking existing products;
- devote all of the necessary resources to remedying them appropriately.

4.3. Audits

As a business partner, you permit Güdel and, if appropriate, Güdel's customer to conduct process, product and system audits on your premises. These audits are carried out following prior agreement with regard to the nature, scope and time.

If a quality, environmental, occupational safety or compliance problem has occurred and Güdel wishes to conduct an audit, you are required to facilitate the same within 48 hours on your or your supplier's company premises.

5. Business integrity

You must also comply with all of the applicable national and international laws and regulations, particularly with regard to corruption, competition, conflicts of interest and money laundering.

5.1. Conflicts of interest

You must alert Güdel to situations that may constitute a conflict of interest. In particular, you are required to inform Güdel if Güdel employees or their family members or friends are involved in your business or maintain business relationships with you.

5.2. Violations of competition law

You must comply with competition and antitrust laws and regulations. You will ensure that no unlawful agreements are made with other business partners and will not join cartels or monopolies. Any agreements with competitors or business partners that have the purpose or effect of unlawfully restricting competition are strictly prohibited and will be sanctioned by Güdel. Price discrimination and other unfair trading practices are prohibited.

5.3. Fraud and corruption

You must also prevent fraud and corruption. You may not engage in any form of corruption, either actively or passively, directly or indirectly. Corruption and attempts at corruption and extortion will not be tolerated in any way. Corruption is any direct or indirect benefit offered, accepted or received with the intent or effect of influencing a decision-making process undertaken by a business partner or an office holder.

5.4. Hospitality and invitations

Hospitality and gifts within the normal, lawful bounds are permitted. Hospitality and gifts that exceed what is usual or normal are not permitted. Local circumstances and culture must be taken into account as a measure of what is usual and normal. Güdel employees will comply with the relevant regulations in Güdel's own code of conduct. As a guideline for offering and accepting gifts and hospitality, Güdel employees may not exceed CHF 200 per year and business partner without justified cause and the approval of their superior.

5.5. Money laundering and tax evasion

Güdel complies with its legal obligations to prevent money laundering and also requires its business partners to do the same. You will, at all times, comply with applicable tax regulations and will not assist in tax evasion by employees, customers, suppliers, business partners or third parties. You will ensure correct accounting in accordance with accepted rules.

5.6. Sanctions and embargoes

You will also ensure that no products and services from countries that are subject to sanctions or embargoes are used.

6. Confidentiality and protection of personal data and intellectual property

6.1. Data protection

Güdel and its business partners exchange personal data such as names, telephone numbers, email addresses and other personal data in the context of their contractual relationship where necessary, proportionate and appropriate. The parties will process such personal data in accordance with applicable laws. In doing so, you will pay particular attention to the requirements set out in the European General Data Protection Regulation (GDPR), if applicable. The parties will take particular care to ensure that no unauthorised third parties have access to such personal data without the data subjects' consent.

The parties will process personal data in a strictly confidential manner and exclusively for the contractual purposes. The party processing personal data is responsible for the lawfulness of its processing activities and for safeguarding data subjects' rights. It is important that personal data is only collected where this is appropriate, proportionate and necessary.

Personal data is strictly confidential and may only be used for contractual purposes

6.2. Confidentiality and protection of intellectual property

As a business partner, you will respect and protect Güdel's and third parties' intellectual property rights and require your employees to do the same.

Your employees who have access to confidential information (including confidential information about research and development projects, production processes, business plans, financial data, marketing and sales strategies, customer data, new product launches and corporate mergers and acquisitions) are required to keep this information strictly confidential. You will instruct your employees, suppliers and subcontractors accordingly and ensure that confidential information is properly and professionally stored and used in a secure manner. You will sign a non-disclosure agreement (NDA) on Güdel's request.

7. Consequences of breaches of this code of conduct

The described behaviours form the foundation of a successful and sustainable cooperative relationship with Güdel. If a business partner of Güdel fails to comply with the basic principles set out in this code of conduct, Güdel will be entitled to extraordinary termination of the business relationship. Güdel may at its own discretion choose to forego such consequences and instead take alternative measures if the business partner can credibly warrant and demonstrate that it has immediately initiated counter-measures to prevent future violations.

The described behaviours form the foundation of a successful and sustainable cooperative relationship

Güdel has a zero-tolerance policy with regard to unethical and unlawful conduct such as corruption, bribery, forced labour and child labour. Güdel reserves the right to terminate contractual and business relationships with any business partners who violate requirements set out in this code of conduct. Güdel's right of termination is subject to the caveat that the business partner has not remedied the breach of contract within a reasonable grace period set by Güdel or by the business partner, provided that remedial action is possible.

8. Implementation

8.1. Communication and implementation

You must communicate the contents of this code of conduct to those employees, representatives, subcontractors, suppliers and sub-suppliers you work with for the purpose of supplying Güdel with products and services. You must ensure that the code of conduct is implemented both by your own employees and by the people you work with.

8.2. Dealing with your suppliers and subcontractors

You must take reasonable care to ensure that your subcontractors, suppliers and sub-suppliers comply with this code of conduct. To this end, you must also assess the risk of violations against the principles described above in your supply chain. In the event of unacceptable risks, you must take measures to minimise these risks. If violations are identified, you must take corrective action or, if that is not possible, stop doing business with your business partners.

You must take reasonable care to ensure that your subcontractors, suppliers and sub-suppliers comply with this code of conduct.

Appropriate management systems are suitable for the implementation described. With regard to quality, you must implement a quality management system that at least meets the specifications set out in the current version of the ISO 9001 standard. The management system must be continuously improved and monitored, and preferably certified by a third party.

8.3. Documentation

You must retain the necessary documentation on your own business operations so you can prove the measures you have taken to comply with the code of conduct. Similarly, you must retain documentation of the due diligence process in your own supply chains. You must provide documentation and all of the information that is relevant to compliance with the code of conduct on Güdel's request.

8.4. Auditing

You must regularly conduct internal audits to ensure compliance with this code of conduct. Güdel reserves the right to carry out unannounced audits of your business partners or have them carried out by a representative. You must inform Güdel if any agreements with other parties conflict with this code of conduct.

Internal audits must be carried out regularly.

8.5. Declaration of consent

Every Güdel business partner must sign a declaration of consent, which is attached to this code of conduct. By doing so, you confirm that you will comply with the principles and requirements set out in the current code of conduct.

9. Updating the code of conduct

Güdel reserves the right to regularly review this code of conduct and to amend it if necessary. You will always be notified of important changes. The current version of the code of conduct is also available on the website at www.gudel.com.

Business partners are to maintain appropriate management systems to meet the requirements set out in this code of conduct. Management systems must be commensurate with the scale, complexity and risks of the business activity. This includes a fully functional risk management system and trained and aware personnel, as well as a suitable monitoring solution to allow continuous improvements. This will preferably be a quality management system (QMS) that at least meets the specifications set out in the current version of the ISO 9001 standard.

If there is no management system certified by a third party, the business partner will ensure that similar and equivalent management systems that meet the requirements set out in this code of conduct are implemented. In addition, the business partner will ensure that the necessary compliance requirements and processes are in place to ensure that work and business is carried out in accordance with the rules. The business partner must ensure that the principles set out in the code of conduct are also implemented by its suppliers and subcontractors. It is responsible for compliance within its supply chain and sphere of influence and must be able to provide evidence at any time, on Güdel's request, demonstrating that it involves, instructs and monitors its business partners accordingly.

Contact

If you have any questions, doubts or suggestions, you can contact Güdel at any time on the following email address or telephone number: compliance@ch.gudel.com or +41 79 197 32 50

The business partner's declaration of consent

We, the undersigned, hereby certify that:

1. we have received and taken note of the version of the code of conduct dated _____.
2. we undertake to comply with the requirements set out in this code of conduct.
3. we consent to Güdel or Güdel's representatives conducting unannounced inspections on our premises to verify compliance with the code of conduct.
4. we also communicate this code of conduct throughout our supply chain and ensure that it is implemented with appropriate due diligence.
5. we confirm that compliance with this code of conduct is a necessary basic requirement for the business relationship with Güdel.

Name:		Name:	
Role:		Role:	
Company name:		Company name:	
Company address:		Company address:	

This declaration of consent must be signed by individuals who are authorised to represent the business partner and must be returned to the responsible Güdel contact within 14 working days of receipt.

I hereby confirm that I have understood the code of conduct and fully comply with its requirements.

Business partner, name and address:	
Place and date:	
Signature:	