

Compliance - Code of Conduct

Internal Regulation BR 018

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1. Introduction

With increased international co-operation working environments change, too. Situations with high technical and economical complexity become more often. To keep competitive and sustain the existence of the company, it is essential to comply with national and international laws as well as with the principals of modern corporate governance.

For this reason the company is committed to its specific terms based on fairness and transparency. The company exerts all efforts to ensure the adherence to the terms, which have been developed and approved in practice for years. The transparent organisational structure, geared to enhance the development and well-being of both the company and its staff, and the effective risk-management form the back-bone of the internal terms.

The terms apply for all the staff including high ranking and leading personnel as well.

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2. Relations

2.1 Clients

Code of Conduct against Clients and prospective Clients (legal entities and physical persons):

Acquisition of contracts is essential to the forthcoming of the company. To safe-guard a sustainable business policy with its eventual positive and stimulating effects on the economic condition of the company, it is basically required to observe the code of conduct and the terms of fair and transparent competition in all stages of business relationship (from acquisition to execution up to aftercare operations).

All staff has to observe strictly – apart from and irrespective of his/her employment contract and possible operating agreements – the subsequent obligations of conduct:

- Courtesy, respect and professional cooperation in dealing with (prospective) clients;
- Transparent elucidation of the particular contract;
- Adherence to all legal stipulations and other instructions agreed (e.g. law of professional engineering, building regulations, codes, etc.);
- Calling for assistance by the management or by the superior staff, if the client's request is deemed incomprehensible or even absurd, kindly asking to grant a checking period;
- Avoid educational know-it-all behaviour, this is not the company's business policy;
- Ban on all kind of contact to prospective competitors for illegal purposes (breach of criminal law, breach of fair trade law, understandings on limitation of contest, breaches against awarding procedures, etc.) ;
- Immediate information of the management in case prospective clients do not observe the terms of the contest or breach legal or other stipulations;
- Information of the management or the compliance-officer on notice/suspicion of illegal or irregular behaviour of staff, client, competitor, supplier;
- Informing prospective clients, partner and contractors about this code of conduct ;
- Information of the client's board/management by the manager on possible behaviours, which are conflicting with legal stipulations, fair commerce and/or possible other business conventions. Establishing agreement to avoid an appearance of illegality or improbity from the first.

Terms for cumshaws to and from business partners

The company and its staff are committed to the principles of fair and transparent trade. Corruption and abuse of power are damaging the economy and the reputation of all business people. High value is set to the principles of due management, standing against all kind of abusive action.

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In business with the public sector (be it federal, states, communities or other entities by public law) and near public sector (virtually organisations subject to control by the General Accounting Office) all staff is evidently bound to all legal stipulations and in particular to the anti-corruption-act.

Company staff must not grant, promise nor offer any benefit to the public clerks and officers for doing - respectively refraining from - official acts contrary to duty, be it for him/her-self or any third party. Equally, any undue granting of advantage in order to influence and enhance "good-will" is forbidden, irrespective of official acts ("bribing").

Public officers are persons, who are employed by public authorities to carry out legal acts and in who are publically appointed. Public officers are also seconded officials, further persons, who administrate tasks of the public, employees at close-to-public companies, etc.

A benefit or advantage is understood as any useful service, be it tangible or intangible, for which there is no legitimate claim, e.g. payments, articles of value, services, other allowances with a particular market value, travel vouchers, free flights, concert and theatre tickets, cover of costs for company and Christmas parties, exceptional discounts and favourable loans, waiving of due claims.

Allowed are to grant, offer and promise a non-improper advantage for in-duty-bound performing or influencing a legal act. Not improper benefits are:

1. benefits which are legally approved, or which are granted within presentations and events, for which participation there is a public and factual justified concern;
2. benefits for non-profit purposes (§ 35 BAO), on which use the officer or adjudicator does not have dispositive influence and
3. customary presents of small value, if not on a professional scale

Tips, Christmas gifts, vine or invitations for dinner, etc. are not considered as customary presents. Reciprocal invitations to restaurants are on the other hand allowed, since there is no eventual benefit. Likewise allowed are invitations for an anonymous group of persons to events which – exclusively – serve the social exchange (e.g. Christmas parties, office inauguration parties, presentations of occupational groups), even if they refer to business relations and even if there is no official concern. The same public officers and clerks may be invited to events provided they fulfil representative tasks there. Eventually donations to communities not dedicated to specific persons or groups are permissible (e.g. to thank-you-box of a hospital ward).

In business with legal entities and their employees or physical persons, i.e. out of the public sector, the company's staff may not to grant, promise or offer them any benefits for contrary-to duty execution or default of legal actions in his/her or a third person's favour.

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2.2 Suppliers

All physical persons and legal entities who perform services for the company shall be treated in a fair and correct way. Discrepancies or malperformance of services shall be reported to the management or the compliance officer without delay.

2.3 Relations to Third Parties

Inter alia the company is engaged as consultant in bid evaluation and awarding procedures, the main objective being to prepare technical and economical recommendations.

All information obtained herein is to be kept strictly confidential. This notwithstanding the discretion clauses of the professional engineering act §15 and the data privacy act.

The company exerts utmost care to perform the contracts with due diligence and latest state of technology and art. In this respect all staff is bound to absolute loyalty towards the client and the project, correspondent to the contractual obligations. Attempted manipulation and instructions by third parties to bearing contrary to contract are to be rejected. The management and/or the compliance officer are to be informed without delay, asking them for directives.

The same applies for contacts apart from the a.m. consultancy, like requests on technical issues and evaluation of technical alternatives, etc.

In any case adopted criteria and parameter for decisions shall be only factual, according to the latest state of technology and art. Moreover, the decision-making process shall be documented in writing.

If there are doubts on the proper application of decision criteria and latest state of technology and art, the management and/or the project leader shall be informed and asked for directives.

2.4 Staff

Currently the company's staffs count about 300 people. To achieve a result-oriented and sustainable position on the market, thus securing the forth-coming and existence of the company and its staff, it is essential, that all staff comply with the legal stipulations, internal company terms, operational practice, given directives and the employment contract.

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Members of the board, leading members and employees as well as all other staff shall undertake permanent training according to their specific tasks. The members of the board inform the staff regularly on the company's internal terms (code of conduct) in internal and external training sessions. To ensure the compliance, implementation of the terms is periodically checked. In case of observed malpractice or drawbacks appropriate steps to resolve the problem are set. Arising conflicts are to be brought to a factual and balanced solution without delay and involving the compliance officer.

Technical qualification of staff shall be developed and maintained on an appropriate level by internal and external training programmes fitting the respective tasks. All staff is expected and required to show willingness to learn and motivation.

Each staff commits him-/herself to a strict separation of private and professional interests. All behaviour running counter to this maxim or merely appears to do so, shall be refrained from.

3. Particulars in Conduct

3.1 Responsibility

The company's business is in particular characterized by a large amount of sole responsible work done by highly educated and trained staff. The assigned tasks afford a high degree of self-reliance. The extensive delegation of competence by the company requires mutual faith and confidence to a large extent.

Each staff is conscious of this situation. Hence utmost attention has to be given to the compliance with legal stipulations and the internal terms.

In case of conflict the management and/or the compliance officer shall be informed immediately. Under their control the situation shall be mutually resolved covering the needs of the staff, business partner and the company in the best way.

3.2 Honesty

The staff shall perform the services with due diligence according to their best knowledge and utmost care.

This includes the support of other staff, clients, suppliers and other business partners.

In case performance of works raises questions, uncertainties, conflicts or doubts, the management and/or the compliance officer shall be informed and asked for directives.

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3.3 Esteem and Respect

Esteem and respect are self-evident forms of conduct both in private and professional environment. Adherence to these principles shall be emphasized both internally and externally (in contact with / prospective / clients, partners, suppliers).

Sometimes it may come to situations where conflicts cannot be avoided. Then de-escalation efforts shall contribute to find a – if possible – mutual solution. In all such cases the management and/or compliance officer shall be informed and asked for further directives.

3.4 Discreetness

Clause § 15 of the Professional Engineering Act commits to discreetness for all confidentially given or gained information. The obligation for discreetness is dispensed only if explicitly waived by the client. A possible dispense from discreetness and forwarding of information may only be done under written instruction by the management.

All staff is bound to the obligation on discreetness and has to – in excess to the legal stipulations – maintain silence on all information gained by his/her work, in particular industrial and trade secrets.

4. Mediation of Conflicts – Assignment of a Compliance Officer

If within the company or while working on a particular contract conflicts arise, an internal mediation scheme shall be employed:

Once the staff gets to know about a conflict in internal co-operation or on a particular contract he/she shall inform the Compliance Officer immediately.

The Compliance Officer shall then undertake appropriate investigation reporting to the management with the objective to resolve the conflict by adequate means without delay. The management emphasizes, that possible mediation procedures are complying with the principles of a fair trial (right to be heard, appointment of legal assistance, etc.).

The Compliance Officer shall be appointed with enforcement of these terms. He/She shall supervise these terms. The Compliance Officer is nominated for a period of three years based on unanimous consent of the Management.

History

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