

STRONGER TOGETHER STARTS WITH YOU

CODE OF CONDUCT



CODE OF CONDUCT

Version 2, effective 1 May 2018





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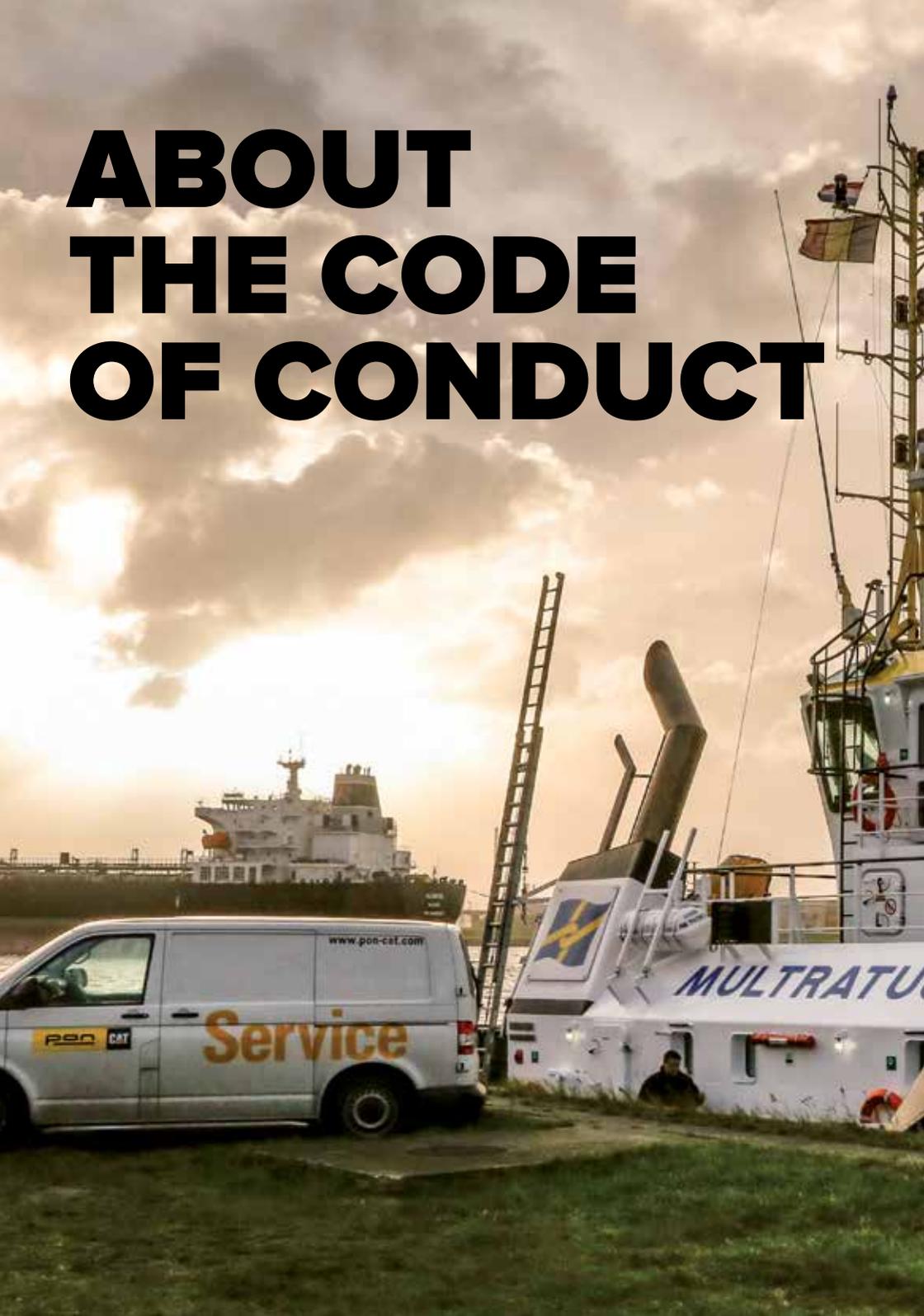
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POLICY MANAGEMENT

This Code of Conduct is effective per 1 May 2018 and supersedes any previous version. The Code of Conduct will be translated. The original Dutch version will remain the only official version.



ABOUT THE CODE OF CONDUCT



Passion to Perform, Trust to Act, Act Responsibly and Make it Fun are the core values of Pon. All of these values are important to make Pon the company it is: an ambitious, global company, with a great entrepreneurial spirit. These values connect the various companies within the Pon Group. We focus on building strong, lasting relationships, with each other as well as with our customers, suppliers and other external relations. Our Code of Conduct describes how we do this. It is a set of rules that defines our collective behavior. Not in abstract terms, but in a language that fits into our everyday practice: a language that you can easily relate to.

Not only do we want to feel proud of who we are and what we do, we want the market to connect with what we represent too. This is the only way our values can truly contribute to our joint success. After all, it is great and also inspiring to do business with a company whose employees clearly feel passionate about their work and have a great level of responsibility and authority. This is not only beneficial for us but also for our business relations as it enables us to respond quickly to developments in the market.

Having that level of responsibility and authority does not only give us the opportunity to act quickly, it also demands accountability, transparency, and admitting your mistakes. All as set out in the appropriate Bill of Authority, specifying who is responsible for what within the decision-making process. This is entrepreneurship: always doing business in a conscientious manner. Therefore, Compliance is more than just following rules: it is ensuring that our core values and, consequently, the desired behavior become part of who we are. Enabling us to do great deals the right way. Making us a reliable partner: something to be proud of, every day.

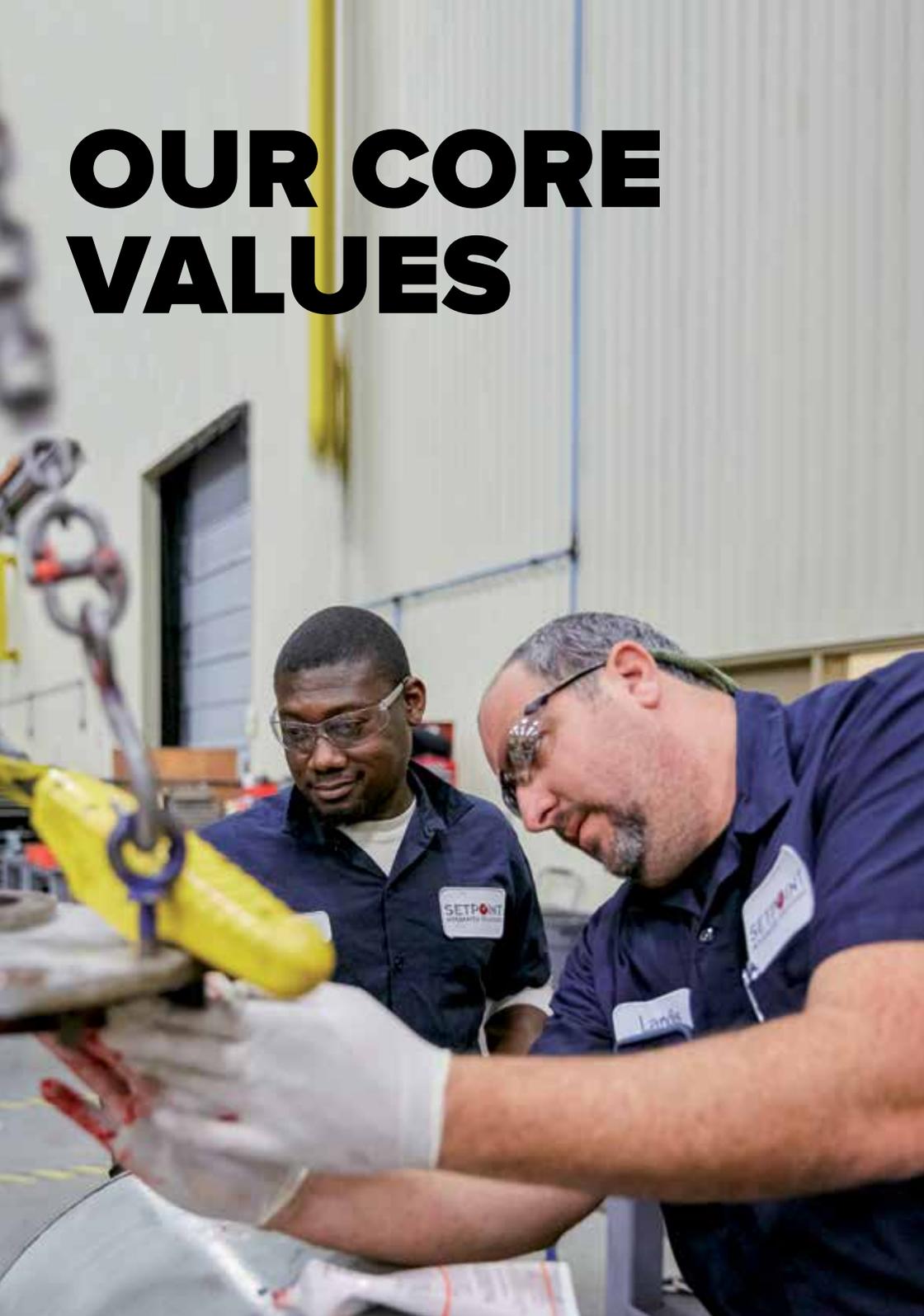
Do not just follow this Code of Conduct to the letter. More importantly, act according to the spirit of it, including our core values. Take your time familiarizing yourself with all the information it contains. If you have any questions, please let us know. Thank you for your commitment and support!

The Board of Directors,
Janus Smalbraak

Bas Sprong



OUR CORE VALUES



Our core values define all that Pon stands for. How we want to relate to each other within the business. They also define how we interact with external relations, such as our customers and suppliers. A good understanding of our core values and using them as a guideline to everything we do is vital to our success, both now and in the future.



PASSION TO PERFORM We are passionate about delivering and performing at a top level. We focus on concrete, solid results. We are driven by a winner’s mentality: we want to do better all the time and aim for the highest quality – always and whatever the circumstances. We finish what we start and are willing to go the extra mile. We work closely with our colleagues, customers and business partners to achieve the highest level. Because we believe that performing well is a team sport.



TRUST TO ACT We use our strengths to our advantage, show initiative and take ownership of our work. We are trusted to do our job well, and do it with conviction within the limits set by our internal policies and Bills of Authority. We bring solutions, not problems, by allowing space to use creativity. And we all make mistakes. By taking full responsibility for the mistakes we make, we earn the respect of others.



ACT RESPONSIBLY We believe in building lasting relationships with our colleagues, customers and business partners. We are open and honest in our actions. We support and help each other where needed. We live and work by our core values. In short, we believe in acting ethically, with respect for others in everything that we do. We take responsibility for our actions, and the consequences of our actions. We believe that Pon can, and should have a positive impact on our social and natural environment.



MAKE IT FUN We believe that work should be fun. Having fun whilst at work fuels our passion and drive. We are open, informal and positive. We build relationships effortlessly, with colleagues, customers and business partners. We work hard and love to share and celebrate our successes together.



STRONGER TOGETHER STARTS WITH YOU



Our Code of Conduct describes Pon's ground rules. It reflects how all of us at Pon should behave.

This Code of Conduct might not provide the exact answer to your questions. Therefore, the general guidelines for certain parts of the Code of Conduct are further explained in separate policies.

If local legislation is more stringent than the rules described in the Pon policies, you must comply with the local legislation. We expect all our employees - temporary or permanent - and external representatives to comply with this Code of Conduct, our policies and (local) legislation. We expect our suppliers to act with integrity and also comply with (local) legislation.

Interpreting laws and policies can be a complex matter. Liaise with your manager, HR, Finance or Legal Counsel, if necessary. You can also always contact your Local Compliance Officer, the Compliance Committee or Pon Ethics Helpline. Chapter 4 will tell you more about this.

Pon expects everyone to adhere to the (local) law and comply with our Code of Conduct. Please remember that it is important to act according to the spirit of the Code of Conduct. As part of our Act responsibly core value, we expect that everyone will report any violation of this Code, or the law. Non-compliance with the Code of Conduct and/or (local) law may lead to disciplinary actions.

We will further explain these rules in this Code of Conduct.



KNOW WHAT TO DO WHEN YOU DON'T KNOW WHAT TO DO

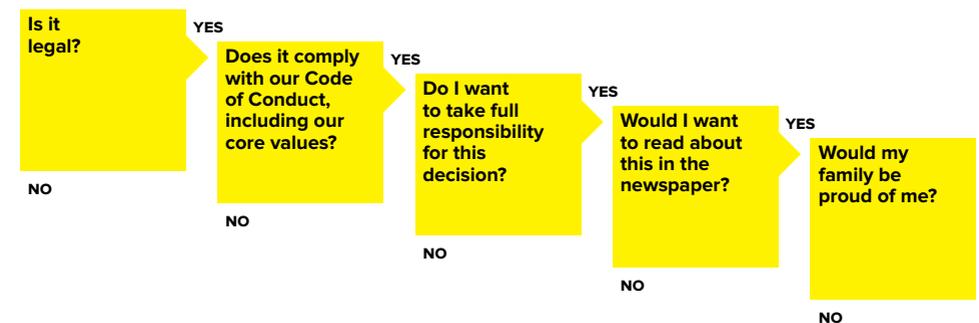


If you hear or see something that might not comply with our Code of Conduct, could damage Pon's reputation or just does not feel right, please do not hesitate to report this. We will treat all reports confidentially and will not tolerate any retaliations against people who have reported such a violation or concern. Pon will investigate all reports seriously, carefully and confidentially.

There are different ways to report a violation or concern. We would like to encourage you to discuss your concerns with the person involved first. However, you can always talk to your Managing Director about any of these concerns. Or speak to HR, Finance or your Legal Counsel. The Local Compliance Officer will also be able to answer any questions you may have about our Code of Conduct. Additionally, you can contact the Compliance Committee directly. For contact details, please have a look at our Compliance section on the Pon Intranet.

If, for any reason, you would prefer not to contact any of the people mentioned above, you can always contact the Pon Ethics Helpline. Here you can leave a message in your own language and completely anonymously if you wish. You can reach this helpline 24/7 - free of charge.

If you have any doubts, need any further explanation, or want to check your interpretation of something, please contact your Local Compliance Officer. The diagram below can help you on your way. So you know what to do if you don't know what to do.



If the answer to any of these questions is 'no' or you are not sure, please talk to your Local Compliance Officer.



HOW WE TREAT EACH OTHER



It goes without saying that we treat each other respectfully, but everyone has their own ideas about what respect means. We discuss a number of principles below that represent some guidelines on how we should treat each other, including our customers and suppliers.

RESPECT EACH OTHER

Employees are allowed to be who they are, without having to worry about being excluded, whether this happens intentionally or unintentionally. We respect different ideas and beliefs. We represent a culture that not only acknowledges, but also embraces and respects these differences. We recognize the value they add. We do not work in a vacuum - we bundle all these differences and operate as one single, strong team. This adds value to our company and creates new opportunities.

Being stronger together, starts with yourself. Be open-minded and respectful of others, even if their ideas and beliefs are different from your own.

Remember that your behavior impacts others. Intimidation, discrimination, offensive and disrespectful behavior will not be tolerated. When we all stick by these rules, we will create a work environment in which everyone feels safe and welcome, regardless of gender, ethnic background, religion, age or sexual orientation. Make it fun, for everyone!

- *Talk to each other, not about each other*
- *Compliment each other once in a while*
- *Speak up if you notice behavior that does not fit within the culture we wish to create*

SOCIAL MEDIA

We use different types of social media in our everyday life. You should be aware that your personal message you share on social media may be distributed and/or interpreted as representative of Pon. Even information that seems innocent may prove to be of value to competitors, customers or government bodies. Therefore never share confidential information or information about Pon and/or our business partners on social media. Do not use Pon logos in your posts. You can read more about using social media in our Social Media policy.

- *Preferably, do not share posts on social media, especially if they could provoke negative feedback*



A SAFE, ETHICAL AND SUSTAINABLE WORK ENVIRONMENT

Paying attention to safety is vital to making sure that everyone gets home safe every day. Act Responsibly and comply with local safety guidelines

Please report abuse and incidents immediately, no matter how small. This way we can learn from each other and improve situations. Remember small issues can have serious consequences.

We embrace the national and international standards relating to working conditions and human rights. This means that we do not tolerate child labor and support freedom of association.

We strive to reduce the possible negative impact on the environment by acting in a sustainable way. Pon complies with all relevant environmental laws.

- *Do you know where the emergency exit is?*
 - *Someone not wearing their safety vest? Alert that person*
 - *Check your suppliers for child labor*
 - *Consider the potential negative impact on the environment, with everything you do*
-

INTERNET AND EMAIL

Pon internet and email are primarily intended for business use. Limited private use is allowed.

Incorrect use of the internet may have serious consequences, such as unauthorized access to Pon systems, theft of sensitive corporate information or any other collateral damage.

As the consequences can be serious, Pon may monitor and / or verify your internet and email use. We will do so if there are any suspicions of inappropriate use of email or internet, fraud or to safeguard the security of the network.

Examples of inappropriate use are: downloading illegal software to Pon hardware, visiting websites that violate social standards or contain any form of obscene content, sending emails that may discredit Pon or violate the law or commonly shared social standards.

- *Do not download illegal videos using Pon equipment*
- *If you do not trust an email, contact Pon Security (security@pon.com)*
- *Always use passwords*

PRIVACY

Privacy defines how people can control how and when their personal data is collected and used.

As the boundaries of privacy may differ for each person, there are policies within Pon that address our approach to privacy. These policies lay down the rules with regards to collecting, using and storing sensitive personal data of our employees, as well as external parties, including customers.

The policies also state what must be done in case of data loss.

- *If you lose something that you believe may contain personal data, please report this to Pon Security immediately*
 - *Never share personal data without a valid reason*
-

SMOKING, ALCOHOL AND DRUGS

Smoking is only permitted in the designated smoking areas. The rules about smoking apply to everyone, including customers and suppliers.

Alcohol and drugs can have a huge impact on the quality of work and safety on the work floor.

Limited alcohol consumption is allowed, for example during an office drink. But only if there is no possible impact on your work and upon approval from the management. But Act Responsibly, especially if you have to drive home.

It is never allowed under any circumstances to be under the influence of drugs whilst working for or on behalf of Pon.

- *Agree on who will not drink during an office party. This person could volunteer to take the others home*



HOW WE TREAT OUR BUSINESS PARTNERS



Our business partners are all our external relations such as customers, suppliers and OEMs, but also external representatives, consultants, temporary staff and government officials. When dealing with our business partners we never make any concessions that might damage our professional integrity. Pon stands for fair business and always treating each other with respect. Below we explain what we mean by that.

RELATIONSHIP MANAGEMENT AND BRIBERY

We organize events on a regular basis to maintain relationships with our business partners or to demonstrate our products. We may also offer gifts to show our appreciation.

However a gift or invitation may, intentionally or unintentionally, put pressure on the recipient to act in a certain way. To help you decide what is appropriate, we have defined guidelines for offering gifts and events, transparency being key. And remember, we must also take the recipient's guidelines into consideration.

- *Avoid gifts or invitations during contract negotiations*
- *Never accept gift vouchers*
- *Never send gifts to someone's home address*

Government officials

When dealing with government officials we must comply with specific rules to avoid the appearance of exerting influence.

This means that you must never, directly or indirectly, offer gifts, entertainment, reimbursement of travel-and-accommodation costs or other gifts (such as discounts or money) to a government official.

- *We organize great events but are not allowed to invite government officials*



Bribery

In some cases, a gift may be interpreted as an attempt at bribery. For example, when offering certain discounts, cars, bicycles, travel, or simply offering money, in return for a deal. We never accept, offer or promise to pay a bribe.

Pon never makes any facilitating payment. These are payments to government officials to speed up a regular, routine process. Facilitating payments can be interpreted as bribery. This is why they are not allowed.

You can find out more about how to prevent bribery and corruption in our Anti-bribery policy.

- *Contact your Managing Director if a business partner offers to pay you a private bonus in exchange for closing a contract*
- *Call your manager if a customs officer asks for money, to 'arrange' the import of parts*

Political activities

Pon is a politically neutral company. Therefore donations to political parties or individuals on behalf of Pon are not allowed.

MONEY LAUNDERING

Anti-money laundering laws prohibit any transactions that will make illegal earnings seem legal.

If you suspect in any way that money is obtained illegally, do not accept this money under any circumstances.

One way to combat money laundering is to avoid cash payments whenever possible. Cash transactions exceeding the limit agreed by Pon internally (or exceeding the legal limit, if this is lower), or transactions that stand out for any reason, should be reported to your controller.

You can find more information about this in our Cash Payments & Receipts Policy.

- *Cash payments are becoming obsolete. Therefore, please be extra careful with customers who insist on paying cash*

CONFLICT OF INTEREST

We do business in a fair and transparent way. We make every effort to avoid conflicts of interest.

A conflict of interest is a situation where the personal interests of an employee (could) clash with his or her responsibilities as an employee.

Please note that there does not have to be an actual conflict – the appearance of a conflict of interest may be sufficient.

You can find more information about conflicts of interest, and how to act in case of a (potential) conflict of interest, in our Conflict of Interest policy.

- *Are you an account manager, working for the same company as one of your family members? Check with your manager whether there is no conflict of interest*
 - *Never pay invoices in cash or into the personal bank account of a supplier*
-

COMPETITION

Competition law protects market players against unfair competition. It ensures that all parties compete in a fair manner.

Competition law is complex and varies from country to country. This legislation does not only relate to written agreements but may also affect informal communication with competitors, suppliers or customers. For example, any communication about prices, discounts, costs, customers, division of territories, production capacity, or other matters that might create the appearance of unfair collaboration.

Pon wants to do business in a fair way, with equal opportunities for all. You can find more information about competition law and what it means to you in our Policy on Competition law.

- *Do not discuss price-sensitive information with competitors*
- *Please have any benchmarking checked with Pon Legal beforehand.*
- *Make sure you are aware of the do's and don'ts before attending a meeting of a trade association*

EXPORT CONTROL AND SANCTIONS LAW

Doing business always starts with knowing your business partner. Therefore, always check who they are, as well as the background of the potential partnership. This is not always easy, particularly if the business partner is in another country, a mediator, or it concerns export.

Pon must ensure that export control and any existing sanctions are complied with.

Sanctions are restrictive measures implemented by an organization, country or group of countries against a country, organization or person. One of the reasons to impose a sanction can be to safeguard international peace and security.

Export control consists of regulations that restrict the export and (sometimes) import of specific items (such as defined products or technologies) that require licenses before being exported. Consider goods/services that can be used for both military and civil purposes.

Always check your contracting party before entering into an agreement with another party. Also check whether particular rules apply prior to exporting goods. You can find these rules in our Export Compliance Policy.

- *Know who you are doing business with. If there is any doubt, ask Legal Counsel to check your potential business partner, before doing business with them*



