



## Extract from the Code of Conduct of the Orell Füssli Group

### Preamble

As an industrial and trading group operating internationally, the Orell Füssli Group attaches great importance to acting ethically and responsibly in the interests of its customers, shareholders and employees. Orell Füssli aims to be among the foremost companies in the sectors in which it does business. In this context, trust is the basic prerequisite for the long-term success of the Orell Füssli Group. The group undertakes of its own volition to adhere to fundamental ethical principles, thus creating a basis on which value can be generated for its stakeholders.

This Code of Conduct reflects these objectives. It sets out the ethical principles of the Orell Füssli Group in binding form and serves as a guideline for acceptable behaviour.

### Scope and responsibility

This directive is applicable to all employees of the Orell Füssli Group. Employees who engage third parties such as contractors, agents or consultants must ensure that these are aware of the Code of Conduct and apply it accordingly. They should also oblige them to cooperate in complying with the Code of Conduct whenever they act on our behalf. We shall systematically apply the Code of Conduct in joint ventures in which we exercise management responsibility. All companies in which a member company of the Orell Füssli Group holds an equity stake but not a majority interest are recommended to apply the Code of Conduct of the Orell Füssli Group; however, it is at least expected that the same ethical principles are adhered to.

In all other cases we shall endeavour to persuade our partners to conform to similar standards.

### Basic principles of action

#### Business integrity

Employees act honestly, fairly and professionally in conducting business with customers, suppliers, shareholders, partners or other stakeholders of the Orell Füssli Group. Employees only enter into undertakings which they are convinced and may reasonably be convinced can be fulfilled. They take responsibility accordingly for such commitments. We expect our customers, partners and suppliers to adhere to the Code of Conduct or similarly high ethical standards in their behaviour and business practices. We refrain from lobbying, and communication with public bodies is always in conformity with the Code of Conduct.

#### Antitrust and competition law

Our company is fully and absolutely committed to fair competition. We expect our employees to comply with all applicable provisions of competition and antitrust laws. We ensure that our business practices vis-à-vis suppliers, customers and competitors are compatible with antitrust and competition law, irrespective of where this business is conducted.

We comply with antitrust and competition laws in all business activities and all business agreements. We reject as a matter of principle price-fixing, cartels or other activities which distort competition.

### **Discretion when handling customers' data**

The Orell Füssli Group gives the highest priority to discretion vis-à-vis customers and handles all customers' data with due confidentiality. This applies both to third parties and to employees who do not need the customers' data in question in order to perform their work. The Orell Füssli Group takes all necessary administrative and technical steps to guarantee discretion in collecting, processing and storing customers' data. Customers' data are only disclosed with the customer's consent or by reason of legal disclosure requirements.

### **Insider trading and conflicts of interest**

The Orell Füssli Group undertakes to permit the purchase or sale of shares and any share options by members of management only as provided for by law, in order to prevent insider trading. Employees also undertake not to accept any orders or enter into commitments which are not in the interests of the Orell Füssli Group.

### **Corruption, bribery and other types of crime**

The Orell Füssli Group supports the fight against corruption, bribery and other types of crime. In this context it performs its duty to exercise due care within the framework of the applicable legal provisions as well as its internal directives and regulations in the conduct of its business. It is committed to the principle of knowing its customers, agents and partners. Employees are prohibited from demanding or accepting benefits of any kind from other employees, customers, suppliers or other business partners, or to offer or grant them such benefits which do not represent contractual and due consideration for services rendered or to be rendered. Breaches of the Code of Conduct by Orell Füssli employees or partners acting on behalf of Orell Füssli will be penalised accordingly.

### **Interpersonal relations**

Employees respect the dignity, identity and privacy of each and every individual in their relations with each other and towards customers, suppliers, business partners, agents and other contacts. Mutual dealings are characterised by respect, fairness, support, professionalism and openness. In their working environment employees refrain in particular from any kind of discrimination due to age, disability, origin, gender, marital status, political persuasion, race or religion.

### **Handling conflicts of interest and accepting gifts**

Employees pursue the legitimate interests of the Orell Füssli Group in their daily work. Employees accept neither cash, gifts implying an obligation nor other benefits for their professional activities from other employees or from customers, partners, agents, suppliers or companies with which the Orell Füssli Group does business. The following exceptions are regarded as permissible:

- business meals: modest occasional meals with business partners;
- invitations to events: occasional attendance at modest sporting, theatrical or other cultural events;
- gifts: gifts of little value, such as pens, calendars or small promotional gifts.

### **Gifts by employees to third parties**

Gifts by employees of the Orell Füssli Group to third parties must not prejudice the professional independence of the recipient either in fact or by implication. This applies in particular to office-holders, representatives of public institutions and public service employees. So-called expediting or business initiation prepayments or similar payments to customers, etc., are strictly prohibited.

### **Protection of the Orell Füssli Group's assets**

Employees respect and protect the property rights of the Orell Füssli Group with regard both to infrastructure and equipment and also to intellectual property. They treat the equipment and infrastructure of the Orell Füssli Group with care and do not utilise them inadmissibly for private or non-business activities.

**Protection of the environment**

The Orell Füssli Group and its employees treat natural resources as carefully as possible. Relevant ecological aspects are taken into account in the decision-making process in the case of business decisions. This is the case especially where the equipment and infrastructure utilised by the Orell Füssli Group as well as the mobility of employees are involved.

**Implementation****General principles**

All employees actively promote the implementation of the Code of Conduct. The Board of Directors, the Executive Board and all other managers act as models in complying with the Code of Conduct and exemplify it in their everyday work. They communicate to their direct subordinates the fundamental values and principles of behaviour embodied in the Code of Conduct in the context of their leadership and systematically call for their adherence to the Code of Conduct.

**Breaches and sanctions**

Besides the infringement of one of the above principles of action, a breach of the Code of Conduct is also committed if:

- employees tolerate breaches of the Code of Conduct;
- employees withhold important information in the event of a putative breach of the Code of Conduct, despite a request from the office responsible;
- managers approve or tolerate a breach of the Code of Conduct or discriminate against employees who have properly reported a breach of the Code of Conduct.

Breaches of the Code of Conduct can be punished by disciplinary measures and consequences in terms of employment legislation extending to termination of the employment relationship.

**Reporting breaches**

Employees who become aware of a putative breach of the Code of Conduct are urged to inform their immediate superior of this immediately or – where this is not appropriate – to confide immediately in the OFH Risk Officer or Mr Guido Seitz at the “Cramerer Seitz Schobloch Comboeuf” legal practice in Zurich ([www.vrhc.ch](http://www.vrhc.ch)). Employees who have brought a putative breach to the attention of the relevant office in good faith need have no fear of adverse consequences. This is also the case if it transpires that no breach has been committed. Discretion is assured in the context of the applicable legal provisions.

**Development and effective date**

Society's perceptions of ethical behaviour are subject to constant change. The Orell Füssli Group therefore undertakes to review its Code of Conduct regularly and amend it if necessary. This Code of Conduct was adopted by the Board of Directors at the request of the OFH Executive Board on June 28, 2017.

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