

SWISSLOG  
CODE OF CONDUCT

## WHY WE HAVE A CODE OF CONDUCT

Dear Colleagues,

Swisslog strives to be seen as a leader not only within its markets, but also by the way the company and its employees conduct business. This Code of Conduct provides the ethical and legal framework within which we want to pursue successful business. It contains the principles and rules for our behavior towards external partners and – equally important – within Swisslog. A fundamental objective of the Code is to protect a most valuable asset: our reputation.

The Swisslog Code of Conduct is based on internationally accepted legal standards. Nevertheless, we are not appealing to the law alone to add authority to this Code, but first and foremost to our core values of Clarity, Commitment, Collaboration, and Competence. We have adopted these values to guide our everyday behavior in business; the principles and rules described in this Code are thus a deduction of what our core values and our corporate culture already demand from every person in our organization.

I call upon everyone at Swisslog to behave in line with this Code. Those who lead others have a special responsibility for ensuring that it is upheld, and they will promote it by setting an example with their own behavior.

Swisslog is an international company. The Code establishes principles for business conduct applicable throughout the Group, regardless of your location. The reputation of Swisslog is built globally and it must be protected globally.

Remo Brunschwiler  
CEO

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## 1. Introduction and responsibilities

In conducting our business, we are confronted with various and sometimes difficult legal and ethical questions. We strive to answer these questions in line with Swisslog's core values – Competence, Collaboration, Commitment, Clarity – and in doing so, to further internalize these core values for the benefit of our corporate culture. Swisslog's core values guide our professional conduct, both within Swisslog and with customers, business partners and investors.

The core values underlie also this Code of Conduct, which sets out the fundamental legal and ethical duties of Swisslog's employees.

Swisslog requests every employee to comply with all applicable laws and regulations, and with this Code of Conduct and Swisslog policies, by observing both their letter and their spirit. Swisslog requests its employees to do so in all its operations and in all countries where Swisslog is active.

It is the individual responsibility of each Swisslog employee to comply in his/her job with the law, with this Code of Conduct and Swisslog policies.

It is the responsibility of Swisslog management to oversee and ensure compliance within its sphere of responsibility, to provide for supportive organizational measures and to facilitate reporting of violations.

## 2. Integrity in business transactions

Swisslog endorses competition on the merits as a condition of its continuing success. We compete on performance, quality and reliability, as well as on the price of our solutions and services. We solicit business and participate in private and public competitive bidding with the highest standards of competitive practice and with integrity. We act with loyalty to our customers.

Non-compliance with competition law or engagement in corrupt practices is not in the interest of Swisslog.

### a. No anti-competitive conduct

We compete forcefully and effectively to ensure Swisslog's continuing success. But we compete fairly and in compliance with the law. Swisslog requests you to comply with competition laws and forbids engagement in anti-competitive practices.

**Anti-competitive arrangements:** Prohibited are agreements or concerted practices with business partners or competitors which have as their object or effect the prevention, restriction or distortion of competition. Prohibited in particular are discussions and arrangements with competitors on

- > negotiated and rigged bids (e.g. arrangements with other bidders on pricing, conditions, scope of supply)
- > the allocation of tenders (public or private)
- > the allocation of projects and of contracts
- > the sharing of customers, markets, or territories
- > agreements on prices, price mechanisms, price strategies and other conditions offered to customers
- > arrangements not to compete for competitors' customers or installed base
- > arrangements for the exchange of information sensitive in relation to competition (prices, orders and sales data, customers, projects, etc.).

We do not talk with competitors about projects, tenders, bids, customers, prices, orders, profits and profit margins, or other sensitive and not purely historical information. We reject such discussions started by a competitor or within a trade association.

**Abuse of a dominant position:** The abuse of a dominant market position is prohibited. Whether Swisslog holds a dominant position in one of the markets in which it is active depends on the competitive situation in the given market. The prohibited abuse of a dominant position can, for example, consist in the unequal treatment of customers without objective justification (discrimination), arbitrary refusal to bid or supply, predatory pricing (pricing below variable cost), fidelity bonuses, and tie-in arrangements (the provision of supply or service requested by the customer only on the imposed condition – contractual or technical – that another, unwanted supply or service is accepted in addition).

**Advice in competition law matters:** In case of doubt about compliance of an activity with competition laws, consult with management or with the General Counsel at an early stage.

## **b. No bribery**

**Active bribery:** Swisslog forbids any engagement in corrupt practices to advance Swisslog's business interests. We do not offer or grant any improper monetary or other personal advantage to public officials, or to employees or agents of customers or business partners, in order to obtain or retain business or another advantage for Swisslog. We do not kick back any portion of contract payments to public officials, or to employees of the other contracting party.

**Indirect payments:** Payments made to agents, consultants or other intermediaries shall represent an appropriate, contractually defined remuneration for legitimate services rendered by such business partners. We do not utilize intermediaries to channel payments to public officials, or to employees or agents of customers or business partners. We maintain records of all our transactions with business partners, including their names, terms of contract and payments made, which allow the later verification that their services have been performed as requested.

**Gifts and entertainment (including travel):** Occasional gifts, entertainment and expenses offered or granted must be limited to reasonable, socially customary expenditures that can not, in effect or in perception, influence the judgment and decision of a public official, or of an employee or agent of a customer or business partner. Cash may never be offered or granted. Gifts, entertainment and expenses offered or granted to public officials require the approval of the Unit Head\*.

Invitations for events and related amenities, such as invitations to a customer event or site visit, may be given to employees of customers or business partners and government officials with the consent of the Unit Head only. The invitation must have a legitimate business purpose, expenses have to be kept at a reasonable level, and we arrange for transparent disclosure of invitations and business amenities at the clients'.

**Political and charitable contributions and sponsorships:** Swisslog does not make contributions to political parties, party officials and candidates. Funding of lobbies, as well as charitable contributions and sponsorships funded by Swisslog, require the consent of the Unit Head, must comply with applicable laws and are not to be used, in effect or in perception, as a pretense for bribery.

**Facilitation payments ("speed" or "grease" money):** Swisslog does not approve of facilitation payments. A facilitation payment is the payment of minor sums to low-level officials to secure or expedite the performance of routine governmental actions which Swisslog is entitled to, such as customs clearance, inspections, obtaining and processing permits, licenses, visas or other official documents, and similar actions. If you have exhausted all reasonable possibilities to avoid it, keep the facilitation payment to a minimum, consult, if possible, in advance or inform your Unit Head afterwards about the incident and explain to him/her why you had to pay, and report the expense to accounting.

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\*Unit Head means your superior on a local, regional, divisional or corporate level, i.e. your managing director, region or division head or the CEO of Swisslog, as the case may be.

**Note:** For the interpretation of this Code of Conduct, advantages to public officials, and employees and agents of customers or business partners include advantages to their friends, relatives, or business associates. It applies irrespective of the location of the recipient.

### c. Integrity in relation to customers and business partners

The trust of our customers and business partners is of the utmost value to Swisslog, and we strive to live up to and strengthen our customers' and business partners' confidence in Swisslog's integrity and competence. We refrain from misrepresentations and dishonest or deceptive business practices.

We maintain knowledge and skills consistent with developments in technology, legislation and management. We apply due skill, care and diligence in our services rendered to customers. We refrain from performing any services unless we are competent to perform them.

We inform customers of potential conflicts of interest that might arise in the initiation or performance of an assignment.

Swisslog does not seek project-specific commissions or rebates from suppliers and sub-contractors recommended to our clients on an open-book or similar basis.

## 3. Conflicts of interest

By protecting and promoting Swisslog's interests, we live up to the position of trust that we hold as employees of Swisslog. We do not improperly use our relationship with Swisslog for personal gain.

Decisions we take and recommendations we make for Swisslog must solely be based on factual, objective and impartial considerations. Swisslog selects its business partners based on merit, considering among other factors, price, quality, cost effectiveness, service, delivery capability, reliability, and integrity.

**Principle of avoidance:** It is our responsibility to recognize and avoid anything that could interfere with our independent exercise of judgment in the best interest of Swisslog, or that could otherwise impair our duty, integrity, or loyalty toward Swisslog. Of our own accord, we inform our superiors promptly about, and resolve any personal interest we may have in connection with the performance of our duties for Swisslog.

In particular, the following applies:

#### **a. Bribery: no acceptance of improper advantages**

**Passive bribery:** We do not use our position at Swisslog to solicit, and we do not accept, improper monetary or other personal advantages from customers, business partners or third parties.

Improper personal advantages may be offered for various purposes. Such purposes include for example to influence Swisslog's procurement process or Swisslog's change orders management, as a reward from subcontractors or suppliers for being recommended to Swisslog's clients, to influence test and inspection results and generate a favorable subcontractor or supplier performance evaluation, or to influence Swisslog's defects liability and claims management. Improper personal advantages may occur in various forms, such as cash, loans, favorable terms on products or services, overgenerous gifts, home improvements, vacations, memberships, extravagant entertainment, etc.

**Gifts and entertainment, including travel:** We may accept business gifts of a nominal value in line with customary business courtesy only. We disclose the receipt of such gifts to our superior. We may accept customary entertainment of reasonable value only. We reject gifts and entertainment that could, in effect or in perception, influence our judgment or decisions for Swisslog or that are given with the intent to influence our impartiality. We reject any gift in cash or cash equivalents.

The participation in events at the invitation of a customer or business partner requires consent of the superior.

#### **b. Second occupations**

We do not engage in activities competing with Swisslog. Sideline work (such as employment, consultancy, or appointment to a board) requires disclosure to the Unit Head. Reasons for a refusal would, amongst others, be if the sideline work could lead to a conflict of interest with Swisslog or is otherwise detrimental to the legitimate interests of Swisslog.

**c. Personal financial interests**

Personal financial or other interests in competitors and business partners of Swisslog must be disclosed to the Unit Head. Interests in competitors are usually not acceptable.

**d. Business opportunities**

We do not seize a business opportunity that belongs to Swisslog or that we have discovered through the use of property or information of Swisslog or through our position with Swisslog.

**e. Inside information**

As employees of Swisslog, we are barred from trading in Swisslog securities based on inside information. We do not disclose inside information or give insider tips to anyone else. We take the necessary steps to keep inside information confidential, and share it within Swisslog only on a need-to-know basis. Insider trading is a criminal offense in many jurisdictions. We follow Swisslog's Insider Trading Policy.

**f. Indirect action, immediate family and others close to us**

The requirements of this Code of Conduct may not be evaded by acting indirectly through someone else.

Any interest or activities of immediate family or others close to us in regard to competitors or business partners of Swisslog must be disclosed to the Unit Head.

In addition, we are aware that personal interests of our immediate family and others close to us conflicting with the interest of Swisslog may become a conflict of interest for us, and we take appropriate preventive and disclosure measures.

## 4. Protection of Swisslog's assets

Swisslog's assets are vital for Swisslog's continuing success. Swisslog's assets comprise tangible and current assets, but also proprietary information, such as intellectual property and confidential information, which is particularly important for Swisslog to maintain its competitive position (e.g. software and know-how).

**Tangible and current assets:** Swisslog assets (such as equipment, systems, facilities, inventory, cash and receivables) may be used only for conducting Swisslog's business. We protect Swisslog's assets from loss, theft, misuse, and misappropriation.

If explicitly authorized by management or Swisslog policy, the use of Swisslog assets for approved and appropriate private purposes is permissible (see your local policies on e.g. company cars, mobile phones, computers, as well as information and communication systems).

**Proprietary information:** We maintain confidentiality of Swisslog non-public proprietary information. We maintain the necessary precautions to prevent the inadvertent disclosure of proprietary information. We share proprietary information within Swisslog on a need-to-know basis, and with external parties subject to appropriate authorization and protection only. Swisslog proprietary information may only be used for Swisslog business purposes and as authorized by management. We protect proprietary information entrusted to us by external parties under a confidentiality or non-use obligation.

Our obligation of confidentiality and non-use does not end with termination of employment.

**IT security:** Swisslog IT systems, electronic banking and communication systems must be protected from unauthorized access. We keep passwords and access information with particular care. We never pass on or make passwords or access information accessible to others, and we change passwords regularly and use strong passwords. We keep access authorizations up to date in terms of staff changes.

## 5. Product safety, plant and site safety

It is our responsibility to ensure the safety of our products and installations, and the safety of the job sites under Swisslog supervision. We adhere to plant and industrial safety laws, regulations and standards, and we maintain and observe appropriate safety and quality policies, processes and organization. We immediately report and correct a threat to product, plant, employee, or site safety.

## 6. Integrity in accounting and reporting, authorization of transactions

As a company quoted on the stock exchange, Swisslog is required to report financial information accurately, punctually and completely, in compliance with strict accounting principles. Swisslog is required to maintain appropriate internal documentation, as well as controls and processes to ensure integrity in accounting and reporting. The integrity of its accounting and reporting is vital for Swisslog's credibility with investors, creditors, authorities, and the public.

Each of us shares in the responsibility to ensure complete, timely, and accurate reporting of business and financial information. This relates particularly, as applicable, to order intake, sales, costs, expenses, progress reports, time sheets, business transactions, and any other business and financial information. Unrecorded or 'off the books' funds, assets, liabilities or transactions are prohibited.

We execute transactions for Swisslog with authorization as required under Swisslog's policies and with joint signatures only.

## 7. Support and implementation

**Seeking advice:** If you have questions about a specific business situation or about implementing and applying this Code of Conduct, it is your responsibility to consult with management or with the General Counsel in a timely manner.

**Reporting violations:** If you know about an illegal activity or a violation of this Code of Conduct or Swisslog policies, Swisslog expects you to report your concerns. You should raise your concerns to your line manager or appropriate level of management. If you do not feel comfortable addressing the matter to your management, you should contact the General Counsel.

You may contact the General Counsel as follows:

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General Counsel with Swisslog Holding AG,  
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Swisslog will not tolerate threats or acts of retaliation against you if you report, in good faith, your concerns about illegal or unethical conduct. Confidentiality will be maintained to the fullest extent possible, subject to overriding legal requirements.

