



the mind of movement

PTV GROUP CODE OF CONDUCT

Karlsruhe, 4th March 2016

Contents

1	PTV. The mind of movement	3
2	Fundamental requirements.....	4
2.1	Lawful conduct.....	4
2.2	Mutual respect, honesty and integrity	4
2.3	Responsibility for the reputation of the PTV Group	4
2.4	Leadership and responsibility	5
3	Working with business partners and third parties.....	5
3.1	Fair competition and antitrust legislation	5
3.2	Combatting corruption	6
3.3	Charitable donations and sponsorship	6
4	Avoiding conflicts of interest	7
5	Handling of information	7
5.1	Financial operations and reporting.....	7
5.2	Data protection and data security	8
5.3	Secrecy, protecting company property.....	8
5.4	Insider regulations	9
6	Occupational health and safety.....	9
7	Compliance implementation, complaints and monitoring	9
7.1	Compliance implementation and monitoring in the PTV Group	9
7.2	Complaints	10

1 PTV. The mind of movement

Through our products and services we help to make mobility environmentally friendly, efficient and safe. With this in mind, we are committed to the future and to promoting mobility in the interest of the common good through products and services which fulfil individual needs, ecological concerns and the economic demands placed on a corporate group.

We conduct our day-to-day business based on the principles of the PTV Group:

1. We think globally and act locally.

We are a smart software company for traffic and transport.
PTV Group is a global player with products made in Germany

2. We shape the market with our continued development.

The heart of our commercial success is the product business. We conduct research projects in accordance with our product development goals. As experts in traffic and transport, we actively shape the market with our solutions – now and in the future. We continually develop our products based on customer feedback, continuous observation of the market as well as knowledge gained from research. We face new things with an open mind in order to deliver the best solutions for tomorrow. We therefore promote and demand creativity and technical innovation.

3. We vouch for our solutions.

We market our services with passion and strive for profit, but not at any price. We share the same values and believe in our common objective.

4. We act and want to grow.

We have goals, make decisions and put them into practice. We concentrate on what is essential, clear up important issues and make the results transparent.
We see our different corporate cultures as an opportunity to learn from each other and to grow together.

5. We practice fairness and respect.

We encourage open communication, foster a culture of constructive feedback and treat one another fairly and open-mindedly. We responsibly create room to manoeuvre.

Responsibility for society, which is embodied by these principles, also means being actively committed to sustainable development. We pledge our support for the United Nations Universal Declaration of Human Rights and the Core Labour Standards of the International Labour Organization (ILO).

The Code of Conduct of the PTV Group serves as a common guideline for our decisions and actions. It combines current legal and company regulations. It provides a guiding framework and is binding on each one of us equally – on the

Executive Board, on managers and on each and every employee across all companies of the PTV Group worldwide.

2 Fundamental requirements

2.1 Lawful conduct

Obedying the laws and legal system of the countries in which we operate is a fundamental principle of the PTV Group. Every employee must follow the applicable company guidelines and the provisions of the legislation within whose framework he or she is working. Violations of the law must be avoided under all circumstances.

In the event of a violation, every employee must expect disciplinary action owing to the breach of his or her contractual obligations, independent of the sanctions provided for by law.

2.2 Mutual respect, honesty and integrity

We respect the personal dignity, privacy and personal rights of every individual. We work with individuals of different ethnic origins, cultures, religions and ages, regardless of disability, sexual identity, beliefs or gender.

In accordance with our company principles and the labour laws of the countries in which we operate, we do not tolerate any form of discrimination, sexual harassment or any other personal attacks against individuals.

These principles apply both to internal cooperation and behaviour towards external partners. Decisions concerning employees, suppliers, customers, business partners, etc. are taken exclusively on the basis of objective considerations, never on the basis of other irrelevant motives such as discrimination or compulsion.

We are open and honest and stand by our responsibility. We are reliable partners and only make promises that we can keep. We expect our employees to behave honestly.

2.3 Responsibility for the reputation of the PTV Group

The reputation of the PTV Group is shaped primarily by the appearance, actions and conduct of each and every one of us. Unlawful or inappropriate conduct, even just by one employee, can cause considerable harm to the company.

Every employee is required to cultivate, maintain and promote the reputation of the PTV Group in his or her respective country.

2.4 Leadership and responsibility

It is the duty of all management staff in the PTV Group to comply with the company's Code of Conduct and to ensure that their employees also comply with it. Here, they bear a special responsibility as a role model.

Each manager is responsible for his or her members of staff. Managers promote conduct in compliance with the Code by providing regular information and clarification on the obligations and competences relevant to the respective field of work. Managers place trust in their staff, agree unequivocal, ambitious and realistic goals and grant their staff as much autonomy and freedom as possible. Managers are aware of the performance of their staff and acknowledge their achievements. Peak performances receive special acknowledgement from managers.

Within the remit of their leadership role, managers take preventative action against unacceptable conduct. They bear the responsibility for ensuring that no infringements occur within their area of responsibility which could have been prevented or impeded by appropriate supervision.

A trusting and successful working relationship is demonstrated through mutual and frank information exchange and support. Managers and staff keep each other fully informed about salient facts and company matters so that they are able to take action and make decisions. Members of staff and their managers in particular ensure fast and smooth exchange of information. Knowledge and information are passed on in an unadulterated, timely and complete manner in order to promote a good working relationship.

3 Working with business partners and third parties

3.1 Fair competition and antitrust legislation

We are committed to fairness in our dealings with our business partners and with third parties and support fair and genuine competition in accordance with prevailing competition laws and antitrust legislation.

Each and every one of our employees is obliged to observe the rules of fair competition and antitrust legislation. This means, for instance,

- ▶ that none of our employees shall enter into any discussions with competitors at which prices or capacities are agreed upon,
- ▶ that agreements with business partners and third parties on non-competition or on the submission of phantom offers in respect of invitations to tender or on allocating customers, territories or production portfolios are likewise prohibited.

- ▶ that improper preferential treatment or exclusion of contractual parties is also prohibited.

Furthermore, we expect our business partners to fully embrace their personal responsibility to ensure fair competition.

3.2 Combatting corruption

The quality of PTV Group's products is key to the company's success. PTV Group tolerates no corruption.

- ▶ Employees of PTV Group may not offer or grant nor attempt to offer or grant any unauthorised benefits in the form of payment or any other type of consideration, neither directly nor indirectly, to any third party in connection with a business activity.
- ▶ Management and staff are obliged to avoid any semblance of dishonesty or impropriety.
- ▶ In its dealings with governments, authorities and public bodies, PTV Group also adheres strictly to the relevant statutory requirements.
- ▶ No third parties (for example, consultants, brokers, sponsors, representatives or other agents) may be used to circumvent such rules and regulations.
- ▶ No employee may accept any consideration (in any form whatsoever, especially personal gifts or benefits arising from the business relationship with PTV Group) which could reasonably be construed to have an influence on business decisions or transactions. Monetary gifts and their equivalent are strictly prohibited.
- ▶ Invitations and entertaining must remain within the bounds of normal corporate hospitality.
- ▶ PTV Group employees must not use their position at PTV Group in order to obtain preferential treatment for themselves, their family members or any other persons with whom they enjoy a personal relationship. This applies to all business matters.

3.3 Charitable donations and sponsorship

We make donations and provide funds by way of sponsorship only within the limits permitted by prevailing legislation and in accordance with the relevant internal regulations.

We grant monetary donations and donations in kind, i.e. voluntary contributions without any expectation of a consideration in return, in the areas of science and education, culture, environment, sport and for social causes. Donations are made only to institutions and organisations which are registered charities or which have

been granted special permission to accept charitable donations. Donations to organisations whose aims are not compatible with the company principles of the PTV Group, or that damage the reputation of the PTV Group, are not permitted.

Donations must be made in a transparent manner; in other words: the aims of the recipient of the donations and the official receipt from the beneficiary are documented and verifiable.

Through our sponsorship activities, we support events organised by third parties, which in turn offer us the opportunity to promote the PTV Group and its products and services. The principle of transparency also applies to sponsorship activities.

4 Avoiding conflicts of interest

In the PTV Group, business decisions are made solely in the best interests of the company. Conflicts of interest with private interests, financial activities or any other type of activity, including those of relatives, or otherwise closely associated persons or organisations, should be avoided from the outset.

We expect our employees to be loyal to the company. All employees must avoid situations in which their personal or financial interests come or might come into conflict with those of the PTV Group. Any employees who are affected by any potential or actual conflict of interest must inform their managers of this fact without delay so that the matter can be clarified as quickly as possible.

Employees are forbidden from holding an interest in companies owned by competitors, suppliers or customers, or from maintaining business relations with suchlike in a private capacity, if this could give rise to a conflict of interest. An interest in this context refers primarily to any type of influential involvement in or commitment to competitors, suppliers or customers. This includes all instances of significant gainful activity, such as the acceptance of client briefs, consulting agreements or any similar engagement.

5 Handling of information

5.1 Financial operations and reporting

Open and effective communication requires accurate and truthful reporting. This applies equally to relations with investors, employees, customers, business partners, the public and all government bodies.

It is based on processes and internal control systems which are used to ensure that accounts and records

- are complete and accurate,
- transactions or expenditures are duly authorised and presented accurately,
- produced in good time and in accordance with the applicable regulations and standards.

Proper accounting procedures and correct financial reporting, as well as due diligence in dealing with financial documentation, are of the utmost importance.

All contractual documents, standard terms of business and agreements entered into by companies in the PTV Group must be formally documented.

5.2 Data protection and data security

Access to the Intranet and Internet, global electronic information exchange and dialogue, as well as electronic transactions are key requirements for the effectiveness of each and every one of us and for the success of the company as a whole. However, the benefits of electronic communication are also associated with risks to privacy and data security. Effective precaution against these risks is an important aspect of our IT security strategy, management, as well as the conduct of every individual.

We only obtain, process or use personal data to the extent necessary for specific, defined and legal purposes. We take pains to ensure that the use of data is transparent for the persons concerned and that their rights to information and amendment and, if relevant, their rights to lodge an objection and to block or delete data are upheld.

All our employees are obliged to observe the data protection provisions and the statutory and corporate regulations on information security and to protect all confidential, secret and personal data entrusted to the PTV Group from misuse.

We are committed to guaranteeing a suitable standard in safeguarding data processing. All data processing components must be suitably protected so as to guarantee the confidentiality, integrity, availability and verifiability of sensitive information and to prevent any unauthorised internal or external use thereof.

5.3 Secrecy, protecting company property

We in the PTV Group are aware of the value of the company's own know-how and take care to protect this. The unauthorised disclosure of such knowledge can result in extensive losses for the PTV Group and the employee concerned may be punishable under employment, civil and criminal law. We are therefore committed to the following principles:

- The intellectual property of competitors and business partners is recognised and respected.
- PTV employees are strictly prohibited from disclosing information such as technical specifications, financial data, company data, customer information or any other information relating to PTV's business to any third party or using it for their own private purposes. This obligation remains in force even after the employment relationship has ended.

- ▶ Employees who have access to especially confidential information (such as from the fields of finances, human resources, law, corporate development or insider information pertaining to other companies) are obliged to maintain strict confidentiality in respect thereof (also internally).

All employees are obliged to handle the company's property and assets properly, economically and responsibly in every respect. No employee may make improper use of the company's property or services for private purposes.

5.4 Insider regulations

Persons who have insider information relating to the PTV Group or another company, for instance a customer, supplier or joint venture partner, whose securities are admitted to trading on the stock exchange or an organised market are not permitted to trade securities or financial instruments of companies whose price depends, directly or indirectly, on the securities of these companies.

Insider trading is defined as the purchase or sale of securities traded on the stock exchange or of other financial instruments (e.g. debentures) on the basis of significant and not publicly available information about a company ("insider information").

6 Occupational health and safety

Occupational health and safety entails the prevention of industrial accidents, occupational diseases and work-related health risks. Employees' health and safety is therefore given high priority in the PTV Group. Each individual bears collective responsibility.

Every one of our employees has the right to a safe and healthy working environment, promotes health and safety in the workplace and complies with health and safety regulations. Every manager is obliged to instruct and support his or her employees in undertaking this responsibility.

PTV observes the legal and technical requirements and standards relating to safety at work.

7 Compliance implementation, complaints and monitoring

7.1 Compliance implementation and monitoring in the PTV Group

The management of the PTV Group actively supports worldwide communication of the Code of Conduct and ensures its implementation.

To this end, the executive management of an associated company in the PTV Group is obliged, among other things, as follows:

- to keep up to date with PTV's current internal regulations,
- to verify in each case whether PTV's internal regulations can be implemented under local legislation,
- to suspend any rules which contravene PTV's regulations,
- to first implement internal regulations and then take all steps necessary to ensure that PTV's regulations are constantly complied with and that regular checks are carried out to guarantee compliance.

In the case of joint ventures and minority shareholdings, we also inform co-partners of PTV Group's compliance rules. A suitable agreement must then be drawn up in order to ensure that these regulations are complied with.

In some countries, business units or business divisions, laws or rules may apply which are stricter or more comprehensive than those contained in this Code of Conduct. Should different legal systems or national practices in daily business life impose conflicting or less far reaching requirements, then the more stringent rules shall apply in each case.

7.2 Complaints

Every employee is entitled to make a complaint to his or her manager, the relevant compliance offices, human resources department or a workplace employee representative, or to report violations or potential violations of the Code of Conduct. Reprisals against complainants, of whatever kind, are not tolerated.

All employees are obliged to actively seek advice if they are unsure how to interpret the Code of Conduct.

Queries can be submitted to compliance@ptvgroup.com.



Michel Zweers
CFO



ppa. Ivan Bagaric
Director Legal and Compliance