



DO & CO

Aktiengesellschaft

Business Conduct

Guidelines

FOREWORD

In over 20 years of business, DO & CO Aktiengesellschaft has built up an outstanding reputation around the world. Top quality, innovation, reliability and internationality have made DO & CO one of the leading airline, event catering and gastronomy companies. Top-quality services with high ethical standards have made DO & CO strong and the company and all subsidiary undertakings will continue to put these at the heart of our operations.

These Business Conduct Guidelines (the “Code”) cover the ethical and legal framework within which our corporate group will conduct our business. The Code contains the fundamental principles and rules for conduct within our company and in connection with our external partners and the public.

The Code defines our ethical and legal responsibilities and is an expression of our company values: 'responsible – excellent – innovative – professional – cooperative – profitable'.

This Code reflects current international practice and standards in relation to human rights, anti-corruption and sustainability. Its purpose is to strengthen our awareness of law and ethics as an integral component of our corporate actions.

The core message is that only legitimate business is the business of DO & CO.

We call on all our employees to abide by this Code.

Vienna, 01 August 2014

Attila Dogudan

Chairman of
DO & CO Aktiengesellschaft

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A. BASIC CONDUCT REQUIREMENTS

A.1. Legal conduct

At DO & CO, following the laws and legal system of the country in which we are active is a basic principle. Every employee¹ must adhere to the applicable DO & CO guidelines (available to view on the intranet) and the statutory provisions of the legal system in which he is acting. Violations of the law are to be avoided in all cases.

Regardless of the sanctions provided for by law, in the event of a legal violation every employee must face disciplinary consequences due to having breached the duties of his employment contract.

A.2. Mutual respect, honesty and integrity

We respect the personal dignity, privacy and personal rights of every individual. We work with individuals with a range of ethnic backgrounds, cultures, religions and ages, regardless of disability, skin colour, sexual identity, world view or sex.

In line with our corporate principles and the labour laws of the countries in which we are active, we will not tolerate any discrimination on the basis of these characteristics, sexual harassment or other personal attacks against individuals.

These principles apply to both internal cooperation and conduct towards external partners. We make decisions affecting staff, suppliers, customers, business partners etc. exclusively on the basis of objective consideration and never for other unrelated reasons such as discrimination or coercion.

We are open and honest, we accept our responsibility, we are reliable partners and we only make promises we can keep. We expect our employees to be honest at all times.

A.3. Responsibility for the image of our company

The image of DO & CO is heavily influenced by the appearance, conduct and actions of every employee. Conduct falling short of the expected standards, even by just one employee, can cause considerable long-term damage to the company.

¹ In these guidelines the masculine of the term 'employee' is used to represent all employees regardless of gender.

All employees must maintain and promote the image of DO & CO in each country through their professional and private conduct.

A.4. Management, responsibility and supervision

Integrity and adherence to the statutory provisions start at the top of the company. Every manager must carry out his organisational and supervisory duties and bear responsibility for the employees in his department. They must win recognition through exemplary personal conduct, performance, honesty and social skills. For example, this means that every manager must always underline the significance of ethical conduct and adherence to guidelines in everyday business, make people aware of them and promote them through his personal management style and training. Likewise, a manager must set clear, ambitious, realistic targets and strive towards them himself in order to set an example.

A manager must give his employees as much individual responsibility and freedom of action as possible whilst making it clear that adherence to the law and the DO & CO guidelines is always of the highest priority. Employees can speak to the manager whenever they have any queries about adherence to the statutory provisions.

However, the responsibility of the manager does not release employees from their own responsibility. All employees must work to ensure that the law and the DO & CO guidelines are adhered to. The following list of specific management tasks is designed to give employees an idea of what management and support they can expect from a manager.

1. The manager must carefully select employees based solely on their personal and professional qualifications and suitability and any promotions should be considered and made subject to the same criteria (duty of selection).
2. The manager must set tasks clearly and reasonably and so that their fulfilment will be in compliance with this Code(duty of instruction).
3. The manager must monitor work carried out on an ongoing basis to ensure compliance with this Code (duty of control).
4. The manager must clearly convey the significance of integrity and adherence to this Code in everyday conduct to employees in his team, making it clear at all times that violations will not be tolerated and will result in disciplinary measures (duty of communication).

B. DEALING WITH BUSINESS PARTNERS AND THIRD PARTIES

B.1. Competition law

Fair competition is a requirement for a functional free market and the resulting social benefits. Therefore, the principle of fairness also applies to competition for market shares.

Every employee must follow the rules of fair competition.

Sanctions under competition law can be serious, particularly for large companies that are seen in any way to take unfair advantage of a dominant market position – the EU can impose fines of up to 10% of group annual turnover. Furthermore, cartel activity is treated as a criminal offence in a number of jurisdictions, including US and EU. Quite apart from the potential financial ramifications and criminal sentences for offending individuals is the severe damage to reputation of any company found to be in breach if these laws.

All employees are expected to comply with competition law and are not permitted to:

- * discuss prices, production outputs, capacities, sales, invitations to tender, profit, profit margins, costs, distribution methods or any other factors determining the competitiveness of the company or our business with rivals, or
- * influence these for the purposes of inducing the rival to act in a similar way, or
- * make agreements with rivals on non-competition, the limitation of business relationships with suppliers, the submission of sham offers during invitations to tender or the division of customers, markets, regions or production programs,
- * influence or attempt to influence the resale prices of our customers in order to limit the exports or imports of DO & CO products.

Likewise, employees must not acquire information relevant to competition through industrial espionage, bribery, theft or eavesdropping, and they must not knowingly spread false information about a competitor or its products or services.

B.2. Anti-corruption: offering and providing inducements/gifts

DO & CO wins contracts fairly by virtue of the quality and price of our innovative products and services, and not through illicit inducements, bribery or corruption.

No employee may offer, promise or grant benefits or inducements to public officials or private individuals in connection with his professional activity, either directly or indirectly, encourage others

to offer benefits or inducements or approve the same. No monetary payments, gifts or other services may be rendered in order to influence official decisions or acquire an unfair advantage.

Every offer, promise, donation and gift must conform with the law and the DO & CO guidelines set out in this Code and avoid any appearance of dishonesty and inappropriateness. Such offers, promises, donations and gifts may also not be made if they could be interpreted as an attempt to influence an official or bribe a business partner in order to obtain business advantages for DO & CO. When making any donation or gift to any third party, special attention must be paid to the donation/gift's appropriateness, transparency and frequency.

The definition of the term 'official' includes the representatives and employees of authorities and other public institutions, agencies and legal entities, as well as the civil servants and employees of public enterprises and international public organisations. The term also includes candidates for political office, official representatives and employees of political parties and political parties themselves.

Furthermore, employees are forbidden from providing monetary payments and other advantages (e.g. to an advisor, agent, broker, business partner or other third party) if the circumstances indicate that, directly or indirectly, some or all of these:

- * will be passed on to an official in order to influence an official decision or acquire an unfair advantage, or
- * to someone in the private sector in order to acquire an unfair business advantage.

Employees who are responsible for engaging consultants, agents, partners in joint ventures or other business partners must take reasonable efforts to:

- * ensure that such third parties understand and comply with the anti-corruption guidelines of DO & CO,
- * verify the qualifications and appearance of such third parties and
- * agree suitable contractual provisions to protect DO & CO.

This is particularly applicable when these have contact with officials on behalf of DO & CO.

Every investment decision of the company, be it the acquisition of a majority or minority stake in another company or the formation of a joint venture, must be preceded by a compliance check.

B.3. Anti-corruption: Claiming and accepting gifts

No employee may use his official role to demand gifts of any description. The acceptance of gifts from a third party is generally not acceptable and monetary and equivalent gifts are generally prohibited. However, with the approval of the chairman of the board small monetary gifts can be accepted in countries where such gifts are customary on certain occasions and indeed expected by society.

Accepting the occasional gift of symbolic value or invitations to restaurants or events, to a reasonable extent, is permissible as long as local customs and this Code are respected in the process. All other gifts and invitations to restaurants or events must be politely declined.

Every employee of the company must ensure that, by accepting a gift, he does not appear to either have dishonest intentions or be dishonest. Therefore, the following requirements are mandatory:

- The gift must be permissible under the local law, regulations and this Code and generally be compatible with local custom and practice.
- It may not be accepted in consideration for any illicit or wrongful purpose.
- The type and value of the donation must befit the occasion, position and living circumstances of the recipient. (Donations exceeding €25 in value require the approval of the chairman of the board).
- The donation must be granted or accepted in a transparent manner, i.e. it must be declared and must not be covert.
- The frequency of donations to the same recipient may not be allowed to give impressions of dishonesty.
- The donation is to be fully disclosed and in reasonable detail in the books and records of the company (with an e-mail to the appropriate line manager).

B.4. Political contributions, charitable donations and sponsoring

DO & CO makes no political donations (donations to politicians, political parties or political organisations) of any kind.

As a responsible and conscientious company, DO & CO makes monetary and material donations exclusively to education, science, art and culture, as well as to social and humanitarian projects.

Sponsoring agreements which give DO & CO promotional opportunities, contributions to professional associations and membership fees to organisations serving the business interests of the company are not considered to be donations.

The following donations are not permitted:

1. Donations to individuals and for-profit organisations,
2. Donations to private accounts,
3. Donations to organisations whose goals are not compatible with the corporate principles of DO & CO, or
4. Donations which damage the image of DO & CO.

All donations must be transparent; amongst other things, this means that the identity of the recipient and the planned use of the donation must be known. The reason for and purpose of the donation must be legally defensible and documented. Remuneration similar to donations, i.e. contributions seemingly made as remuneration for a service but whose value considerably exceeds that of the service, is prohibited.

All sponsoring activities must be transparent and set out in the form of a written contract, pursue a serious business purpose and reasonably correspond to the consideration offered by the event organiser. Sponsoring includes any contribution of money, services or tangible assets by DO & CO to an event organised by third parties which, in return, would give DO & CO the opportunity to promote brands, for example by using the DO & CO logo, mentioning the name DO & CO in the opening or closing speech, the participation of a speaker in a podium discussion or the receipt of free entry passes to the event.

Contributions may not be promised, offered or made in order to generate unauthorised or illicit business advantages for DO & CO. The sponsoring of events organised by

individuals/organisations whose goals are incompatible with the corporate principles of DO & CO and events which would damage the image of DO & CO is prohibited.

B.5. Government contracts

DO & CO competes for contracts from governmental institutions and public corporations around the world – in all business relationships and in dialogue with governments we are always transparent, honest and our communications are accurate and not misleading.

We adhere to all laws and provisions on public procurement, including the legislation designed to prevent the unfair influencing of officials.

B.6. Guidelines on combating money laundering

Money laundering is the act of disguising the origins of funds from criminal activities such as terrorism, drug trafficking and bribery by feeding 'dirty money' into legal financial and economic circulation in order to give it the appearance of legitimacy and disguise its actual origins and the identity of the owner.

It is a stated goal of DO & GO to only maintain business relationships with clients, consultants and business partners whose business activities adhere to the statutory regulations and whose financial resources are of legitimate origins. In order to avoid problems in this field, all employees are asked to be attentive and report any suspicious behaviour on the part of clients, consultants and business partners. Additionally, all employees are obliged to adhere to all applicable record-keeping and bookkeeping regulations with regard to cash and other transactions and contracts.

B.7. Trade controls

DO & CO adheres to all of the export control and customs laws and regulations that apply in the countries in which it carries out business. Export controls generally apply to the transfer of goods, services, hardware, software and technology across certain national borders, including by e-mail.

Export control laws can apply in connection with direct or indirect exports or imports from or to sanctioned countries or in connection with third parties who are suspects with regard to national security or who are involved in criminal activities. Violations of these laws and regulations can lead to serious punishments, for example monetary fines and official exclusion from simplified import and export procedures (this would mean a break in the seamless supply chain).

All employees involved in the import and export of goods, services, hardware, software and technology as described above are obliged to adhere to all applicable economic sanction, export control and import laws and regulations, as well as the guidelines and processes applicable to their business activity. Any questions can be directed to DO & CO's legal department.

B.8. Business relationships with suppliers

As a company, DO & CO expects its suppliers to share the values of DO & CO and comply with applicable law. Additionally, DO & CO expects its suppliers to apply the following principles as defined by DO & CO for itself with regard to responsibilities towards shareholders and the environment:

- * adherence to all applicable laws,
- * avoidance of corruption,
- * recognition of the human rights of their employees,
- * adherence to child labour laws,
- * assumption of responsibility for the health and safety of their employees,
- * adherence to the relevant national laws and international standards on environmental protection, and
- * the requirement that these principles are applied and adhered to on the supplier's own supply chain.

We are mindful of the impact of modern slavery and have zero tolerance to slavery and human trafficking. We wish only to engage and work suppliers who share our values. We expect our suppliers to operate their own businesses and their supply chain responsibly.

When choosing our suppliers, we review the supplier's standing with regards to its ethics and how it treats its workforce. We routinely check if the supplier has a reported history of any previous issues in this area and all suppliers are subject to a robust due diligence process before we enter any form of contractual relationship. The requirement to comply with applicable laws forms part of our contracts and any breaches would entitle us to take appropriate action, including terminating contracts with such suppliers.

C. AVOIDING CONFLICTS OF INTEREST

Employees of DO & CO are obliged to make their business decisions in the best interests of DO & CO and not on the basis of personal interests. Conflicts of interest arise when employees carry out their own activities or pursue their own personal interests to the detriment of the interests of DO & CO.

The employee must inform his manager of any personal interest that could create (or could have the appearance of creating) a conflict with the performance of his professional work.

No employee may have an undisclosed private business relationship of any description with a company with which DO & CO also does business where this could result in any financial or other advantage for the employee. This applies in particular if the employee can directly or indirectly influence the engagement of the company for DO & CO or one of its group companies.

Other conflicts can result from business relationships with or stakes in a competitor or client or supplier of DO & CO, as well as secondary employments which could have any impact on employees carrying out their work at DO & CO. It is important that all employees recognise and avoid any potential conflicts of interest resulting from their professional activities as early as possible.

C.1. Competition with DO & CO

An employee may not run or work for a company that is competing with DO & CO and may not perform any activities that could compete with DO & CO.

C.2. Secondary employment

This also applies to secondary employments that could represent competition for DO & CO. The commencement of paid secondary employment must be reported to the relevant manager and requires prior written consent. A secondary employment can be prohibited if the employee is working for the other company in a professional capacity. Consent that has already been granted can be revoked if such circumstances develop.

C.3. Stakes in third parties

Employees holding or acquiring a direct or indirect stake in a rival company must inform their local HR team. If the stake allows them to influence the management of that company. In general, it can be assumed that a stakeholder will have the opportunity to influence the management if the stake exceeds 5% of the total capital.

Employees holding or acquiring a direct or indirect stake in a business partner of DO & CO or a company in which DO & CO also holds a stake must also inform their local HR team if the employee is working for the other company in a professional capacity or wishes to hold a position in that company. This only applies to shares in publicly traded companies if the stake exceeds 5% of the total capital.

After being informed of the stake in a third party, the impacted DO & CO entity can take suitable steps to prevent a conflict of interests.

D. USE OF COMPANY EQUIPMENT

In its offices and working areas, DO & CO has numerous systems and pieces of equipment such as telephones, copiers, computers, software, internet, intranet, machines and other work resources such as e-mail and answering systems. These may only be used for corporate purposes and not for private purposes.

Under no circumstances may information which encourages racial hatred, glorifies violence, supports or incites other criminal offences or features content which is sexually offensive to the local culture be viewed or distributed.

Without the consent of the management, no employee may use DO & CO equipment to produce drawings, files, image or sound files or duplications if this does not directly serve the purposes of their professional activity.

E. HANDLING OF INFORMATION

E.1. Records and financial integrity

Correct and truthful reporting supports open and effective communication. This also applies to the company's relationships with investors, employees, clients, business partners, the public and all government bodies.

DO & CO is also obliged to implement processes and controls to ensure that transactions are only ever carried out as approved by the management. DO & CO also implements preventive measures against the unauthorised use of its property and ensure that cases of unauthorised use are discovered. All DO & CO employees must ensure that books and records they create as part of their professional activities or for which they are responsible in any other way

- * are complete,
- * are correct,
- * truthfully reflect every transaction or expense, and
- * are generated punctually and in accordance with the applicable rules and standards,

regardless of whether or not the information is destined to be published or presented to a government body. These books and records contain all data, audit certificates and other written documents necessary for financial reporting and the fulfilment of disclosure obligations, as well as documents kept for other purposes. This also includes internal accounts (including expense reports and internal settlements).

E.2. Confidentiality

The duty of secrecy applies to confidential internal or protected information belonging to DO & CO which is not to find its way to the public sphere. Private information from or about suppliers, clients, employees, agents, consultants and other third parties must also be protected in line with the legal and contractual standards.

Confidential and protected information includes the following in particular:

- * Details on the organisation and bodies of a company, prices, turnover, profit, markets, clients and other business matters,
- * Information about production, research and development processes and
- * Statistics from internal reports.

The obligation to maintain silence applies even after the end of an employment contract as the disclosure of confidential information can damage the business of DO & CO or its clients, regardless of when it takes place.

E.3. Data protection and data security

Access to the internet and intranet, the global exchange of electronic information and dialogue and electronic transactions are central to the operation and success of the company. However, the advantages of electronic communication come with risks to the protection of privacy and security of data. Taking effective precautions against these risks is an important part of IT management, and are the responsibility of the management and all individuals accessing such data.

Personal data may only be collected, processed and used if necessary for defined, clear and legal purposes. Furthermore, personal data must be stored securely and may only be transferred if the necessary preventive measures are implemented. A high standard must be guaranteed in terms of data quality and technical protection against unauthorised access.

The data must be used transparently for the data subject, whose rights to information and even to object and block and delete the data must be respected.

In some legal systems (e.g. the EU) there are strict laws and provisions on the storage and use of employees' personal data and third-party personal data, for example data belonging to clients or business partners. All employees must follow the applicable laws in order to protect the privacy of others.

F. ENVIRONMENT, HEALTH AND SAFETY

F.1. Environment and technical safety

Protecting the environment and preserving our natural resources are corporate goals of the highest priority for us. DO & CO wishes to make its business environmentally friendly through responsibility on the part of the management and the commitment of its employees, and it is constantly working to improve the ecological balance. The group-wide quality and environmental management system of DO & CO ensures that relevant laws are adhered to and sets high standards. Even in the development of our products, environmental friendliness and the safety are deciding factors.

F.2. Occupational safety

The health and safety of employees in the workplace is of high priority for DO & CO. Everyone is jointly responsible for supporting DO & CO in its efforts to provide safe working conditions. Responsibility towards employees and colleagues requires the best possible precautions against accident risks and applies to:

- * the technical planning of work stations, equipment and processes,

- * safety management and
- * personal conduct from day to day.

The working environment must be set out in such a way as to promote occupational safety. Every employee must pay constant attention to occupational safety.

G. COMPLAINTS AND NOTICES

Every employee can submit a complaint to his manager, the Compliance Officer, the head of HR, any other relevant person/position or even to an internal employees' representative.

Employees can file complaints anonymously and confidentially; all complaints will be processed. If necessary, appropriate steps will be taken.

All documents will be stored confidentially in line with the law. Reprisals of any kind against complainers will not be tolerated.

H. COMPLIANCE IMPLEMENTATION AND CONTROLS

Throughout the group, the management of DO & CO encourages comprehensive communication of this Code and ensures that it is implemented.

Adherence to the law and this Code will be regularly verified in all companies of the group.

A comprehensive compliance structure on the level of DO & CO, its subsidiaries and the sectors and divisions is in place to implement the DO & CO compliance programme in the entire company.

ANNEX

Treaties and recommendations of international organisations

Besides the laws and provisions in the various countries, there is a range of important treaties and recommendations of international organisations. They are primarily addressed to the member states and not directly to individual companies, yet they are a highly significant guideline for the conduct of an international company and its employees. DO & CO supports the calls of these conventions and recommendations.

Likewise, within its sphere of influence DO & CO undertakes to accept and promote the central values of human rights, basic employee rights, the environment and the prevention of corruption as an integral part of its business strategy and its business proper.

Under its voluntary obligation, therefore, DO & CO expects its employees, suppliers and business partners around the world to conform the following guidelines in particular:

- * The Universal Declaration of Human Rights (UDHR) of 1948 and the European Convention on Human Rights of 1950
- * The Tripartite Declaration on Multinational Enterprises and Social Policy of the International Labour Organisation (ILO), 1977, and the ILO Declaration on Fundamental Principles and Rights at Work, 1998 (with the following fundamental principles: abolition of child labour, elimination of compulsory labour, elimination of discrimination, freedom of association and the right to collective bargaining)
- * OECD Guidelines for Multinational Enterprises, 2000
- * Agenda 21 on sustainable development (product of the UN Conference on Environment and Development in Rio de Janeiro, 1992).
- * United Nations Convention against Corruption, 2005