

## DKB Group Global Guidelines

These Group Global Guidelines (hereinafter “Global Guidelines”) form an integral part of the employment relationship of all DKB-Employees incl. the DKB-Managers (hereinafter “Employee(s)”), who have to respect these Global Guidelines and comply with them at all times. All local guidelines (e.g. Employee Handbooks) will have to be applied in compliance with these Global Guidelines.

Generally the neutral term Employee is used in these Global Guidelines. In order to keep the Global Guidelines readable sometimes a masculine term only is used but applies equally to both genders.

### 1. Compliance with Laws, Rules and Regulation

DKB-Group, all its group companies and all the Employees comply with all legal requirements and all tax regulations in every country the Group is operating in. In particular, bribes, anti-competitive arrangements, and other similar behavior are forbidden and could lead to immediate termination of the employment relationship with the Employee and legal action against him.

### 2. Intellectual Property

DKB complies with the laws and regulations that govern copyrights and other forms of intellectual property and their protection. Copying, selling, using or distributing information, software and other forms of intellectual property in violation of applicable license agreements is prohibited.

### 3. Group Communication

In order to ensure a professional and common approach in terms of communication and public relation projects, all official statements, e.g. interviews in any media, such as radio, TV or newspaper and all other official statements require the prior approval of Group Communications in Zurich. All inquiries received from such media must be referred to Group Communication.

### 4. Human Resources

We see employees as the Group’s key investment, which deserves our special attention. Group Human Resources is therefore instructed to equip all the companies’ Human Resources Services and management at all levels with a target-driven HR policy, standard management guidelines and appropriate processes that also take into account local circumstances. In the interests of maintaining these resources according to the respective hierarchical level, involvement and approval by Group Human Resources is needed beforehand for any recruitment – including the assignment of the executive search partner –, termination of employment relationships, legal action, changes of compensation and benefits as well as for transfers, relocations or promotions to the following positions: Managing Director, Member of the local Management Team, Finance- and Human Resources Manager and for all Expats.

Any payments made to an Employee must be approved and disbursed beforehand and exclusively by the responsible Human Resources Department; this process requires proper documentation.

## **5. Discrimination and Harassment**

DKB does not accept or tolerate any form of discrimination, harassment or intimidation and will take any allegations of harassment and discrimination seriously. Violations of any rules of conduct relating thereto will not be tolerated. DKB will take appropriate corrective action to the fullest extent permitted by local law.

## **6. Secrecy**

**6.1.** During the term of the employment and thereafter, Employees shall not disclose to any unauthorized party within the employing DKB company or its affiliated companies or to any third party, and nor shall an Employee use for personal purposes any confidential business or other information relating to the employing company or its affiliates, which has become known to them during or as a result of the employment relationship with the DKB Group. This applies in particular to details of the business organization and customer relationships of the employing company or its affiliates, but does not prohibit any Employee from discussing the terms and conditions of his employment with other Employees or with his representative.

**6.2.** Employees must take precautionary measures to prevent unauthorized disclosure of proprietary and confidential information. They must ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored and discarded by means designed to minimize the risk that unauthorized persons might obtain access to proprietary or confidential information. They must also ensure that access to work areas and computers is properly controlled. They must not discuss sensitive matters or confidential information in public places.

## **7. Inventions**

Any invention, work product, improvement or work of authorship developed by an Employee in the furtherance of their activities for the company shall be assigned to the employing DKB Company for its exclusive use in accordance and within the framework of local law. To the extent permitted by local law, the Employee shall not be entitled to any additional remuneration for the assignment of such inventions, work products, improvements or works of authorship to or for their use by the employing company.

## **8. Own Business / Additional Occupation**

During the term of his employment with DKB, the Employee shall not engage in any business for his own account or for account of third parties and shall not accept any paid posts in any private or public organizations without the written consent of the employing company. For Managing Directors, Members of the local Management Teams, Finance Manager and Human Resources Manager the approval of the respective Group Management Member is needed.

## **9. Conflict of Interest**

Employees must avoid any conflicts of interest between themselves and DKB. A conflict of interest may occur when an Employee's personal interest is adverse to – or may appear to be adverse to – the interests of DKB. This can particularly be the case when customers, partners or principals offer presents or incentives to DKB Employees. Any potential conflict of interest must be reported to the the respective Managing Director of the DKB company who will decide whether a conflict of interest exists and whether any action shall be taken in order to resolve the conflict of interest. Also, every employment of and business relationship with relatives of an Employee requires the prior approval of the Managing Director and Group HR.

**10. Employee Loans**

DKB does not provide any loans to Employees. Exceptions require the prior approval of the Group Management.

**11. International Transfer**

In case of an international transfer of an Employee caused by DKB, DKB reimburses the costs of such an international transfer. The Employee will have to solicit 3 quotes from relocation companies, whereby one of the companies has to be Welti Furrer in Switzerland. Final approval is needed by Group Human Resources.

**12. Tax Responsibility**

To the extent permitted by the applicable tax regulations, Employees shall be solely responsible for the proper tax filing of their (global) revenues and fringe benefits, if any.

**13. Environment, Health and Safety**

DKB is committed to conducting its business in compliance with all applicable environmental and workplace health and safety laws and regulations. DKB strives to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment. Achieving this goal is the responsibility of all Employees.

**14. Use of IT Infrastructure**

DKB's telephone, e-mail, voice mail and computer systems must primarily be used for business purposes. These systems may not be used in a manner that could be harmful or embarrassing to DKB. They may not be used to transmit or receive electronic images or text of a sexual, harassing, offensive or lewd nature or that contains ethnic slurs or racial epithets or any other comparable inadmissible content. Personal communication using these systems must be kept to a minimum. To the extent permitted by local law, DKB reserves the right to access the company-owned IT infrastructure, including all PCs, at any time.

**15. Dual Signature**

Employees are not entitled to sign with sole signatory power on behalf of any DKB group company. To the extent they have been granted signature authority, such authority shall always only be a joint signatory power by two. Under no circumstances does any signature authority authorize any Employee to sign or approve any payments for himself.

**16. Business Expenses**

Business travels must be planned and undertaken on a coordinated basis and must serve a particular business purpose. They must be approved beforehand by the superior. Business travel expenses must be in proportion to the potential business earnings and must be limited to what is reasonable and necessary for the particular business purpose.

**16.1. Travel Expenses**

Reasonable and necessary business travel expenses shall be reimbursed according to the local travel policy and tax regulations, but only upon submission of proper and complete receipts.

**16.2. Approval of Travel Expenses**

Employees have to check the business travel expense receipts carefully and have to confirm the correctness of the respective receipts by signature. All business travel expenses must then be approved by the direct superior. Nobody is authorized to approve his own business travel expenses. The direct superior will review the receipts and authorizes by his signature the reimbursement of the expenses to the Employee.

**16.3. Air Travel**

All intercontinental flights have to be approved beforehand by the superior. Wherever possible the Employees have to take advantage from existing (local) arrangements.

All flights have to be booked in accordance with the applicable local travel policy.

Basically, Employees are not allowed to book First Class flights at the company's expense. Exceptions may be approved by the employing DKB company according to the applicable local travel policy.

For risk management purposes, the number of members of the Executive Board or of the Senior Management who may be booked on one and the same flight is limited to a maximum of three.

#### **16.4. Hotel Accommodation**

Hotel Accommodation has to be booked in accordance with the local travel policies and local hotel arrangements. Employees are not allowed to book Five Star Hotels.

#### **16.5. International Internal Meetings**

All international internal meetings have to be approved by the CEO or the respective Member of the Group Management beforehand.

#### **17. Incentive Trips**

Participation on incentive trips, offered by customers, partner or principals, has to be approved beforehand by the Managing Director or the respective Group Management Member. The entire duration of the incentive trips has to be reported to the local HR department as vacation; will be deducted accordingly from the remaining individual vacation/leave account.

These Global Guidelines and the local guidelines address a wide range of business practices and procedures. They cannot regulate every issue that may arise. If an Employee is unsure of what to do in any situation, he should seek additional guidance and information before acting; in particular, he should promptly contact a superior or Human Resource Representative.

*These Global Guidelines enter into force on 1<sup>st</sup> of January 2008.*

Zurich, November 2009

**DKB Group Management**