



**TÜV SÜD Code of Ethics**  
**“Ethical conduct adds value for us and our clients“**

**I.) Statement of the Board of Management**

Ladies and Gentlemen,  
Dear Colleagues,

Ethical principles are significant elements of private and company matters. They are an integral part of our corporate policy and internal management principles.

TÜV SÜD's public reputation, in particular among our clients and business partners, is one of our most valuable assets and extremely important for our company. We support and certify organizations and their products according to a host of technical standards, thus choosing certainty and cost-effectiveness for us and our clients in a world characterized by increasingly complex technology.

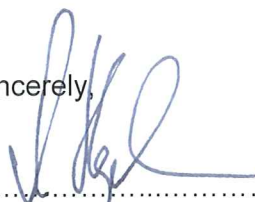
However, we offer our clients more than just outstanding technical expertise. Companies are not assessed by their economic performance alone. They are communities of values and, in business too, increasingly judged by the methods they use to generate their results and the principles to which they adhere. As an internationally operating technical service provider we are aware that our responsibilities extend beyond mere technical and economic aspects. In our globalized world, ecological sustainability, fairness and social accountability are taking on increased significance. Given this, we base our work on high ethical standards and the enclosed TÜV SÜD Code of Conduct to ensure that our obligations towards our clients and the society in general are reliably fulfilled.

Timely advice may frequently help to prevent violation of laws. Advice and assistance is provided by both the appropriate supervisors and the experts active in our Corporate Divisions and our external ombudsman scheme.

We expect our executives to lead by example and to actively live out and communicate the ethical principles set forth in this TÜV SÜD Code of Conduct which form an integral part of Corporate Compliance at TÜV SÜD. All staff shall be responsible for ensuring that their business conduct complies with this Code of Conduct. We will not tolerate any violation and will apply appropriate disciplinary actions, which may, depending on the level of severity of the violation, even include termination of employment.

Ethical and fair corporate conduct are indispensable elements of our community of values. We trust each of our employees, and expect them to live up to this ideal.

Munich, <sup>9.9.2011</sup>.....

Yours sincerely,  


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Dr. Axel Stepken

- Chairman of the Board of Management -



## **II.) TÜV SÜD Business Ethics – Core Principles**

Our corporate conduct is characterized by loyalty and integrity, which is reflected in the following **core principles**:

- We operate worldwide in compliance with recognized standards, and observe local and international laws and regulations wherever we conduct business.
- We are accountable for our actions and stand by them. Staff are continuously informed and trained to raise their awareness on how to address ethical issues.
- We are committed to continuous improvement. Staff shall report internal violations of this TÜV SÜD Code of Conduct. The first point of contact where such violations are reported is always the direct supervisor who may call in the Chief Compliance Officer and the relevant experts from Corporate Divisions (in particular Legal, Human Resources, Finance and Accounting) for support.
- We maintain integrity and build confidence. Should staff or business partners be confronted with violations of the TÜV SÜD Code of Conduct, they may also contact an external ombudsman scheme in person or anonymously, which is committed to confidentiality and anonymity.
- We are accountable for our staff. Nobody may suffer disadvantages from compliance with the TÜV SÜD Code of Conduct.
- We reject unethical business practices and operate our business free from corruption or bribery.

## **III.) TÜV SÜD Code of Conduct: Lawful and responsible behaviour**

### **1.) Service integrity**

Our quality and professionalism provide measurable value-added to our clients and are key characteristics of our services.

- We provide our services independently and professionally in compliance with the relevant technical standards and in line with the methods, standards and processes applicable at TÜV SÜD.
- We document all results of our services accurately and completely.

### **2.) Integrity of our financial and corporate documentation**

Transparency in external and internal relationships and orientation to the standards applicable to companies listed on the stock exchange are the criteria of our business operations.

- We record all business transactions in the appropriate accounts and use the correct documents.
- We retain the above documentation in line with the relevant legal requirements and the internal regulations applicable at TÜV SÜD Group.



### **3.) Avoiding conflicts of interest**

Loyalty towards the company and staff is one of the key elements of our corporate values and business principles.

- We avoid situations which may lead to conflicts between personal or financial interests on the one hand and the interests of TÜV SÜD on the other hand. This applies in particular to shareholdings in suppliers to or clients and competitors of TÜV SÜD and to starting private business relations (e.g. consulting contracts).
- We do not accept or award any direct or indirect benefits, in particular kick-backs or personal gifts/invitations, which may reasonably be assumed to influence business decisions or transactions. Excluded from the above are socially acceptable gifts or invitations within the scope of normal business hospitality.
- We do not accept any secondary employment outside TÜV SÜD without prior approval by the respective supervisor.

The above list of conflicts of interest is not exhaustive and serves as an example only. Conflicts of interest may arise from any situation in which the interests of TÜV SÜD are at odds with the personal interests of staff, their relatives or other persons with whom they are in close personal contact. We avoid any appearance of a conflict of interest. In cases of doubt, possible conflicts of interest must be communicated to the supervisor for decision making.

### **4.) Bribery and corruption**

The impartiality and integrity of our services are of the utmost importance for the reputation of our company. We keep private and business spheres separate and, both in Germany and abroad, strictly refrain from

- any actions that may give impermissible direct or indirect benefits (e.g. offering or presenting money or other personal benefits) to business partners or authorities and their staff or any other third parties. This applies in particular to benefits of a type and scope that may unduly influence the recipient's conduct or decisions.
- calling in any third parties (e.g. consultants, brokers, sponsors, representatives or other agents) without first obtaining approval to do so or to circumvent the above regulation;
- building and setting up "black accounts" under circumvention of and outside the Group's general consolidated accounting;
- making donations or otherwise supporting third parties without prior approval.

Any gifts, hospitality and invitations must be associated with business relations or a real business purpose and remain within the socially and legally acceptable limits.

Violations of this provision are not in the "company's best interest" as they may result in personal prosecution under criminal law or high fines, supplementary tax claims and civil claims for damages.



## **5.) Competition and antitrust law**

We are committed to fair and open competition in a free market economy. We strictly refrain from

- illegal practices and/or practices prosecuted under criminal law (e.g. illegal collusive tendering or price fixing) which exclude, restrict or distort competition;
- exchanging information with competitors
- discriminating against competitors through abuse of a market dominating position.

Violations of the above provisions are subject to penalties or significant fines and may result in the corresponding agreements becoming null and void or in exclusion from invitations to tender or public bidding procedures. Apart from the above, they may also result in considerable claims of damages under civil law.

## **6.) Non-disclosure and data protection**

Client confidence and trust in our staff is one of the key business principles of our organization. We respect and observe

- operational and business secrets of TÜV SÜD and its business partners;
- non-disclosure agreements concluded with third parties;
- provisions of the Data Protection Act.

## **7.) Embargos and trade regulations**

As a globally operating company, we must comply with national and international agreements when providing our services. We comply with

- appropriate national and international restrictions on trade (embargos), and;
- in particular, with the provisions set forth in the Foreign Trade and Payments Act and the EU Regulation on export controls for dual-use items and the fight against terrorism.

## **8.) Occupational health and safety, equipment and product safety and environmental protection**

Protection of people and the environment is one of the fundamental principles of TÜV SÜD. This applies equally when we carry out work for our own company and when we provide services to clients and business partners. We comply with

- the laws and regulations governing environmental protection, occupational health, and
- equipment, product and occupational safety.

## **9.) TÜV SÜD and third-party assets**



Responsible handling of our own assets, the assets of others and intangible assets, e.g. know-how and industrial property rights (brands, patents), ranks high at TÜV SÜD. We apply due care in the handling of

- our own assets and the assets of others;
- our own know-how and industrial property rights and equally respect the know-how and industrial property rights of others.

### **10.) Money laundering**

For TÜV SÜD, a company actively participating in competition, appropriate service remuneration plays an important role.

- We comply with German and international money laundering regulations.
- We refrain from involvement in any business serving to exchange or transfer money which is directly or indirectly criminally obtained or to smuggle other directly or indirectly criminally obtained assets in the legal circular flow of money.

### **11.) Interaction among employees and with TÜV SÜD business partners**

Fairness and respect at work and when dealing with clients and business partners is a key element of TÜV SÜD's corporate philosophy. Every employee also represents the company to the public. In both internal and external relationships, we

- show respect to colleagues and clients, and
- refrain from any discrimination (on the basis of gender, age, disabilities, sexual orientation, ethnic origin or religious belief) or workplace bullying.

## **IV.) Implementation and monitoring of the TÜV SÜD Code of Conduct**

### **1.) Commitment**

The TÜV SÜD Code of Conduct is an integral element of the TÜV SÜD Corporate Compliance Programme.

The TÜV SÜD Code of Conduct is a guideline to which the Board of Management, all bodies and all management teams of TÜV SÜD have pledged their commitment, is mandatory for all staff of TÜV SÜD companies worldwide in which TÜV SÜD holds a majority shareholding, and specifies how they should conduct their business activities. TÜV SÜD will advocate appropriate implementation of its Code of Conduct in companies in which it has only a minority shareholding.

We hereby commit ourselves in particular to operating our business free from bribery and corruption. In this context, we follow the code of conduct of Transparency International which defines the main principles and values in international trade, including transparency, accountability, integrity, solidarity, courage, justice and democracy.

We therefore deliberately refrain from maintaining business relations to third parties of whom we are aware that they practice business by giving and demanding undue benefits.





As a company committed to long-term thinking and sustainable action, we are convinced that this type of corporate policy will help us operate even more successfully in global competition in future while presenting no contradiction to profitability and growth.

## **2.) Personal accountability**

We are all personally accountable for complying with the TÜV SÜD Code of Conduct. For this purpose, the respective management teams will distribute the TÜV SÜD Code of Conduct to their staff – as far as necessary also in the national language in question. The same approach must be applied to newly recruited personnel. Additionally, the TÜV SÜD Code of Conduct will be available in the Intranet and Internet in German and English.

All executives of TÜV SÜD are obliged to ensure that their staff strictly comply with this Code of Conduct and to act as role models by actively applying its principles in their personal and business actions. No member of staff may be disadvantaged as a result of complying with the TÜV SÜD Code of Conduct. All members of top management must also provide an annual statement of compliance in which they confirm their compliance with the TÜV SÜD Code of Conduct. This statement will be retained in the personnel files.

Within the scope of their quarterly risk reporting, the management teams of TÜV SÜD Group must also report violations of the TÜV SÜD Code of Conduct and any risks resulting therefrom.

Within the scope of its assessments, the Auditing Corporate Division will also verify compliance with the TÜV SÜD Code of Conduct and include the latter's principles in its audit criteria.

## **3.) Chief Compliance Officer**

The TÜV SÜD Board of Management has appointed a Chief Compliance Officer (CCO) who will be responsible for the implementation of this Code of Conduct and for settling all issues associated therewith. The CCO is also responsible for monitoring the TÜV SÜD Corporate Compliance Programme and is not obliged to follow any instructions in this respect. Any deviations from the TÜV SÜD Code of Conduct on the basis of local characteristics must be agreed with the CCO in advance. The CCO also coordinates all initial and advanced training measures within TÜV SÜD. All staff are obliged to provide comprehensive information to the CCO to support the latter in fulfilling his/her tasks.

All reports – unless filed via the ombudsman scheme– or applications for approval filed by staff must first be addressed to their direct supervisor, who will escalate them to the CCO for decision making if necessary. The same applies to any suspected violation of this TÜV SÜD Code of Conduct and any undue benefits demanded from or offered to staff by third parties. Irrespective of the above, the CCO may also be directly contacted by all staff, in particular, in cases of doubt or conflict.

The CCO and the contact persons in the ombudsman scheme will maintain strict confidentiality of all questions and all suggestions and will ensure appropriate follow-up measures are implemented in line with the respective matter on hand. At the employee's request he/she will also be informed about the measures initiated on the basis of his/her report.



All TÜV SÜD staff may also reach the CCO via post, telephone, fax or e-mail:

**Chief Compliance Officer**

Bernhard Behm (Lawyer)  
c/o TÜV SÜD AG  
Westendstr. 199  
D-80686 München  
Tel: +49-89-5791-1698  
Fax: +49-89-5155-1746  
Mobile: +49-160-3602112  
E-Mail: [bernhard.behm@tuev-sued.de](mailto:bernhard.behm@tuev-sued.de)

Additionally, the following external ombudspople or internal contacts may be contacted, also anonymously:

**For staff in Germany and/or the Europe region:**

Dr. Manfred Böck (Lawyer)  
c/o Rechtsanwälte Böck, Oppeler, Hering  
Lipowskystr. 12  
D-81373 Munich  
Tel.: +49-89-7466100  
Mobile: +49-178-3726325  
E-Mail: [boeck@bohlaw.de](mailto:boeck@bohlaw.de)

**For staff in the Americas' region:**

Mark Ventola (Lawyer)  
c/o Sheehan, Phinney, Bass + Green, P.A.  
One Boston Place, 38th Floor  
Boston, MA 02108  
Tel.: +1-617-897-5630  
Fax: +1-617-439-9363  
E-Mail: [mventola@sheehan.com](mailto:mventola@sheehan.com)

**For staff in the Asia/Pacific region:**

EthicsPoint Inc.  
13221 SW 68th Parkway,  
Portland, OR 97223  
USA

Contact should be established preferably under <http://www.tuv-sud.sg/thecode/> or the various country-specific free telephone numbers communicated under this link.



Internal contact:

**Global Compliance Officer**

Dr. Christine Köhncke  
c/o TÜV SÜD AG  
Westendstr. 199  
D-80686 München  
Tel: +49-89-5791-1787  
Fax: +49-89-5155-1746  
E-Mail: [christine.koehncke@tuev-sued.de](mailto:christine.koehncke@tuev-sued.de)

Third parties who are not members of TÜV SÜD may also contact the above persons if necessary.

**4.) Compliance Committees**

To support the CCO, Compliance Committees will be established in each strategic business segment and in the Asia-Pacific and Americas' regions. The Heads of the business units in question and/or the Chief Regional Officer and their Commercial Managers in question will be represented on these committees. One employee from the Legal and Compliance Corporate Division will be assigned to each Compliance Committee to provide support and assistance if needed.

In December of each fiscal year, the Compliance Committees will prepare a Compliance Report and submit it to the CCO. The information provided in this report must include the number and type of violations identified in the reporting period, corrective action initiated, and other planned and implemented initial and advanced staff training measures. On the basis of these individual Compliance Reports, findings from the ombudsman scheme and findings of the Auditing Corporate Division, the CCO will then prepare the TÜV SÜD Compliance Report to be submitted to the Board of Management of TÜV SÜD AG. This TÜV SÜD Compliance Report will then be incorporated in the Board of Management's annual report to be submitted to the Supervisory Board of TÜV SÜD AG.

V-R/be 05.09.2011