



# CODE OF CONDUCT

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GUIDE FOR OUR ACTIONS

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# 1. WHY DOES SEW-EURODRIVE NEED A CODE OF CONDUCT?

As a globally operating family-owned company with more than 90 years of tradition, we can proudly count ourselves amongst the leading providers of drive technology and drive automation. However, as such we have a social responsibility – to our employees, customers, suppliers and the general public – which we want to fulfill. This responsibility includes abiding by applicable laws, respecting core ethical values and basing our actions around the 10 core principles of SEW-EURODRIVE. Misconduct that violates the Code of Conduct may cause damage to SEW-EURODRIVE and is therefore not tolerated.

This is not just the duty of management, but rather of every individual in the company – from management to employees. Everyone must know their responsibilities and act accordingly on a daily basis. Our Code of Conduct is intended as a guide for our actions:

- It covers compliance with all of the applicable laws.
- It underlines the values of our company: freedom, reliability, personal interaction.

If at any stage you are in doubt whether an action meets the requirements of the "Code of Conduct," we request that you ask your superior or the Compliance Organization for advice. We all share the responsibility for the reputation of SEW-EURODRIVE.

Morten Holmstrøm	Heidi Svensen	Tommy Johansson	Juha Korhola	Pasi Jokela
Northern Europe Cluster Manager Managing Director SEW-EURODRIVE A/S (Denmark)	Managing Director SEW-EURODRIVE AS (Norway)	Managing Director SEW-EURODRIVE AB (Sweden)	Managing Director SEW-EURODRIVE Oy (Finland)	Managing Director SEW Industrial Gears Oy (Finland)

“Across SEW-EURODRIVE, we focus on long-term customer collaboration – for both external and internal customers. For us in Denmark, this means that integrity and fair dealing with customers are the basis for long-term success. No employee may get involved in bribery, corruption, or any other ways of taking advantage. It is every single employee’s duty to oppose misconceived customer focus and to report any violation of the Code of Conduct in relation to customers and suppliers.”

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Morten Holmstrøm,  
Northern Europe Cluster Manager  
Managing Director SEW-EURODRIVE A/S (Denmark)



## 2. SCOPE OF APPLICATION

### TO WHOM DOES THE CODE OF CONDUCT APPLY?

Our Code of Conduct applies to SEW-EURODRIVE A/S (Denmark), SEW-EURODRIVE AB (Sweden), SEW-EURODRIVE AS (Norway), SEW Industrial Gears Oy (Finland) and SEW-EURODRIVE Oy (Finland). It is binding for every individual within SEW-EURODRIVE: for managing directors, for managers, and for all of our employees. It also applies to consultants and temporary employees.

Every single employee of SEW-EURODRIVE – throughout the world – is bound to the rules of conduct set out in the Code of Conduct.



“Across SEW-EURODRIVE, we believe that our personal integrity increases our collective strength. For us in Norway, this means that every employee needs to comply with the respective laws and regulations and is expected to speak up when violations of our core principles are suspected. Strong moral principles and reliability must form the basis for each individual’s actions.”

Heidi Svensen,  
Managing Director SEW-EURODRIVE AS (Norway)

## 3. CORE PRINCIPLES

### WHAT ARE THE CORE PRINCIPLES BEHIND OUR ACTIONS?

At SEW-EURODRIVE, we are conscious of our social responsibility and base our corporate activities on this responsibility.

With that in mind, we pledge to respect and follow the values and principles listed in the Code of Conduct and to ensure that they are complied with.

#### SUSTAINABILITY

Sustainability has always been part of the DNA of SEW-EURODRIVE. We always aim to use resources within the limits of their natural regeneration capacity from the social, economic, and ecological points of view. Our aim is to live this out in all parts of the company and to make it visible in all the company principles as the overarching premise for the Code of Conduct.

#### 3.1 Abiding by law

At SEW-EURODRIVE, we strictly abide by laws. We see this as a matter of course. The same applies to our orientation around the principle of legality.

We consider this not only to be compliant with the applicable laws in each country, but furthermore also compliant with any other relevant provisions, such as government directives, for instance.

Likewise, we are committed to the 10 core principles of the Global Compact Initiative of the United Nations.

#### 3.2 Management culture

All our managers take special responsibility for their employees and should act as role models. As such they are especially obliged to base their behavior on the Code of Conduct and report any violations of it that become known to them directly to the Compliance Organization.

#### 3.3 Human rights / ban on child labor / forced labor

We respect and comply with internationally recognized human rights at all times. With this in mind, we observe without restriction the respective national regulations and the regulations of the United Nations on children's rights and the elimination of forced labor. In particular, we commit to upholding the Convention concerning Minimum Age for Admission to Employment (Convention 138 of the International Labour Organization (ILO)) and the Convention concerning the Prohibition and Immediate Action for the Elimination of the Worst Forms of Child Labour (Convention 182, ILO).

#### 3.4 Labor rights

We respect the respective national statutory requirements on labor rights together with all of their provisions and support their application in our company.

For this reason, we comply with the fundamental employee protection rights whose principles are expressed in the international conventions of the United Nations (UN), in the standards of the ILO and elsewhere.

#### 3.5 Health and safety at the workplace

Safety at the workplace serves to prevent accidents at work, work-related illness and work-related risks to health. We ensure compliance with occupational safety and health as well as safety at work in accordance with the applicable national provisions. It is all of our duty to prevent hazards for people and the environment.

Furthermore, we support the continuous further development of occupational health and safety measures and health protection in order to improve our working environment. All of our operating facilities and equipment comply with the applicable legal and internal provisions for fire protection.

We always act in accordance with the applicable laws of the country.

All managers have a special responsibility and pay special attention to the regulations of the Code of Conduct.

We reject child and forced labor and are vigilant with regard to any human rights violations.

We respect all of the relevant applicable labor rights and support their application.

We place a major emphasis on the safety and health of our employees and support the continuous further development of safety measures.

## 3. CORE PRINCIPLES

WHAT ARE THE CORE PRINCIPLES BEHIND OUR ACTIONS?

### 3.6 Working together and the prohibition of discrimination

At SEW-EURODRIVE, we treat each other with humanity and respect at all times. We treat each other as we expect to be treated by others. We strive for qualification, motivation and identification throughout the company.

We want our dealings with each other to be unprejudiced and open and we commit to oppose any form of discrimination in line with the applicable law. In particular, we reject discrimination against people on the basis of their gender, race, any disability, ethnic or cultural origin, religion or world view, age or sexual orientation.

We respect each other and reject any form of discrimination.

### 3.7 Environmental protection

Sustainability is a major part of our company philosophy. For this reason, we commit to the goal of sustainable environmental protection for both today's generation and future generations. With that in mind, comprehensive environmental protection is an equally important objective in terms of safeguarding the future of the company and workforce as the high quality of our products and our efficient health and safety at work. We view the need to prevent hazards for the environment and to conserve resources as a matter of course.

For this reason, we base our actions on ISO standards 14001 (environment protection) and 50001 (energy management).

We always consciously act to minimize our impact on the environment and conserve resources.

### 3.8 Tax Compliance

SEW-EURODRIVE considers taxes and duties as an important part of its social responsibility. We encourage ethical and transparent business practices and do not employ legal entities solely for purposes of tax avoidance. All taxes and duties are paid and tax declarations are filed according to local laws and regulations in the countries where SEW-EURODRIVE operates. We promote an open and honest dialogue between tax policy makers and businesses as the basis for our daily work. Furthermore, any violation of tax obligations could lead to significant risks for our company, employees and reputation. Tax Compliance is therefore a major part of our company philosophy.

We remain committed to our tax obligations and constructively support the authorities entrusted with dealing with them.



“Across SEW-EURODRIVE, we believe that we must not only fulfill customer's expectations, but also exceed them. For us in Sweden, this means that we focus on market-oriented development and promote innovations to protect our leading position against competitors in the drive business. All employees bear the responsibility to comply with the requirements of fair competition and antitrust laws.”

Tommy Johansson,  
Managing Director SEW-EURODRIVE AB (Sweden)



## 4. CONDUCT IN BUSINESS RELATIONSHIPS

### HOW DO WE CONDUCT OURSELVES CORRECTLY IN OUR BUSINESS RELATIONSHIPS?

#### DECLARATION OF PRINCIPLES ON HUMAN RIGHTS STRATEGY AND ENVIRONMENTAL PROTECTION

##### Our commitment to human rights and environmental protection

At SEW-EURODRIVE, we respect and protect human rights and our environment at all times and in all places. We are therefore making the necessary efforts to ensure this protection in our own company, in particular through our employees, but also in our supply chain. For us, this is an expression of our corporate responsibility.

Our understanding and processes are based on the following international reference regulations:

- General Declaration of Human Rights of the UN,
- The principles of the UN Global Compact,
- The OECD guidelines for multi-national companies,
- The Sustainable Development Goals of the UN,
- The core work standards of the ILOs, and
- The European Convention for the Protection of Human Rights and Civil Rights.

We expect our business partners to also acknowledge respect for human rights and environmental protection, to commit themselves to establishing appropriate due diligence processes and to pass on these expectations to their own business partners. Our products are designed to help improve living and working conditions. They are also intended to help protect the environment. We therefore strive to use resources as economically as possible.

##### Analysis and identification of risks

We see our priority risks in our comprehensive international business model with a strong emphasis on local responsibility. That is why it is our task and challenge to ensure that human rights and environmental protection standards are applied even if there is a locally differing understanding, for example with regard to health and safety regulations.

We analyze our suppliers in detail with regard to country- and industry-specific risks. Depending on the result of the analysis, further checks will be performed subsequently.

We integrate the above-mentioned international reference regulations into the internal processes or guidelines that support our business activities. The regulations of this Code of Conduct apply to and obligate our employees.

##### Our measures for implementation

We regularly train our employees to use this Code of Conduct. We obtain appropriate contractual commitments from our suppliers, in particular to the effect that the suppliers undertake to comply with this Code of Conduct. Furthermore, we check the veracity of the statements made by the supplier by means of situation-related and regular audits.

We have defined clear internal responsibilities for observing and complying with our due diligence obligations with regard to human rights. The Human Rights Officer is appointed directly by the management. In addition, appropriate specialist departments such as Human Resources, Data Protection, Purchasing and the Works Council must be involved. They are responsible for implementing the necessary steps in their particular area of responsibility.

The management shall inform itself regularly, at least once a year, about the work of the Human Rights Officer. In addition, we have established a complaint procedure that can be accessed via an anonymous whistleblower hotline on our website and can therefore also be reached by third parties outside the company. Finally, we report on our activities in this context at least once a year.



“Respecting and safeguarding human rights together with environmental protection and protecting our natural resources in all of the actions taken by the company is one of the central focal points of our corporate philosophy. For us in Finland, this means that we safeguard these values along our entire value-added chain, i.e. also with our suppliers. This is the only way to ensure that we meet our highest standards in all areas and functions.”



## 4. CONDUCT IN BUSINESS RELATIONSHIPS

At SEW-EURODRIVE, we are conscious of our social responsibility and base our corporate activities on it. We are therefore committed to respecting and following the values and principles listed in the Code of Conduct and ensuring that they are complied with.

### 4.1 Conduct in relation to customers and suppliers

#### 4.1.1 Corruption

Corruption is a serious crime and can have serious criminal consequences. SEW-EURODRIVE wants to win customers through the quality throughout its divisions and functions – not through bribery and corruption – which is why we are strictly against them.

Bribery and corruption include:

- Payments as part of the assignment or arrangement of contracts or services that benefit single individuals.
- Preferential treatment and bribery of officials.
- Services that can be assumed to be partly or wholly for the payment of bribes.

Intermediaries that are commissioned by us to obtain authorization or receive orders therefore have to explicitly contractually commit not to make bribes, give preferential treatment or carry out any other form of unlawful or dishonest actions. Any commissions or fees that we pay to intermediaries must always be in proportion to the documented activity.

We reject any form of preferential treatment or bribery as part of our business dealings.

#### 4.1.2 Agreements

To rule out any suspicion of criminal offense, we document all of our agreements with customers and suppliers clearly, including any subsequent modifications and additions. This applies in particular to the regulations for payments of bonuses, advertising or sales promotion subsidies and to the selection of our suppliers and service providers. We choose the latter exclusively on a competitive basis and based on objective criteria such as total product costs, quality, performance, the economic stability of the supplier and risk criteria for the offered products or services.

If our company finds itself in a special market position, we will not illegally exploit this to enforce price discrimination, deliveries of unrequested products or the refusal of a delivery, for instance.

We rule out any suspicion of criminal offense in our agreements through consistent documentation.

#### 4.1.3 Gifts and invitations

Contributions in the form of gifts, invitations or of any other type are common throughout the world of business and are also generally permitted to a reasonable extent. But what is "reasonable?" This is not always unequivocally clear at first glance. With this in mind, when accepting and giving gifts and other contributions or rewards, we are especially cautious to ensure that they never influence any decision-making.

To rule out any risk of influencing decision-making, we therefore adhere to the following rules:

- **Gifts** from or to suppliers or customers with a value of up to 60 euros can be accepted or given as a basic principle. However, the total sum of the gifts from or to an individual customer or supplier within one fiscal year should not exceed 180 euros.
- **Invitations** to events or business meals from or to customers or suppliers with a value up to 100 euros per person can be accepted or given as a basic principle. The total sum of the events or business meals per customer or supplier within a fiscal year should not exceed a value of 240 euros per person.

– **Contributions** in the form of gifts or invitations **above the specified value thresholds** (the individual value or upper annual limit) are not always impermissible. However, they must be reported to the responsible Compliance Officer together with a reason and – if necessary – agreed with the Compliance Officer in advance.

- In case of any local regulations with our customers or suppliers we respect these.
- Furthermore, we send and receive gifts and invitations exclusively through the relevant company address.
- We never use or accept cash payments, vouchers or remittance as payment.

Attempts to influence decisions by customers or suppliers are not trivial offenses and are to be reported to superiors or the Compliance Officer if they become known. We may decide to end the business relationship or place a block on orders on a case by case basis.

Donations must never have an influence on decision-making!

# 4. CONDUCT IN BUSINESS RELATIONSHIPS

## 4.2 Conduct in competition – ban on cartels

Fair and free competition is protected by applicable competition and antitrust laws. We commit to comply with the regulations for fair competition in line with the statutory provisions and in particular the antitrust provisions.

Above all, the following are forbidden in relation to competition:

- Dividing up of territories or customers.
- Agreements on or the exchange of information about prices or price components, supply relationships and their conditions or about capacities or bidding behavior.
- The exchange of information about market strategies and investment strategies.
- In this regard, not only written contracts but also verbal agreements or tacit parallel behavior are fundamentally not permitted.
- Agreements on or the exchange of information about research and development plans are only permitted in strictly limited exceptional cases.

## 4.3 Conduct in the event of conflicts of interest

At SEW-EURODRIVE, we are committed to the welfare of the company. The company therefore relies on us to make our decisions based exclusively on objective criteria and ensure that personal interests that may conflict with those of the company do not influence us. Since even the suggestion of a conflict of interest may have negative results for our company, we always take special care to avoid them.

There may be a conflict of interest, for instance, if a member of the board, employee or close relative of an employee (partners, children, parents) has interests in a competitor, customer, supplier or service provider of SEW-EURODRIVE.

If a conflict of interest becomes known to us, we inform our superiors or the Compliance Officer about it to safeguard the welfare of the company.

## 4.4 Conduct in relation to information

### 4.4.1 Confidentiality

We commit to protect trade and business secrets. We do not hand over confidential information and documents or operational expertise to third parties and do not make them accessible to third parties in any other way, unless we are authorized to do so and we are sure that the secrets will be protected.

In this regard, the Security Policy provisions for classifying and handling information (public, business, confidential, secret) must be observed at all times. The provision on confidentiality retains its validity even after our business relationship ends.

### 4.4.2 Data protection

To protect the private lives of employees, customers and suppliers, we adhere to the applicable legal requirements in relation to the handling of personal data. To do this, we take state-of-the-art technical safety precautions to protect the information from unauthorized access.

Agreements that affect competitiveness are prohibited.

We always act in a way that puts the company's interests in the foreground and avoids any suggestion of conflicts of interest!

We handle information with care and always ensure the appropriate level of confidentiality.

We place a strong emphasis on the protection of personal data!

## 5. REPORTING IRREGULARITIES

### HOW DO WE WANT TO WORK?

The branches and business units are themselves responsible for communicating and complying with the contents and rules of our Code of Conduct within their areas of responsibility. Employees that violate the Code of Conduct are to be brought to account through internal disciplinary measures – independently of potential criminal prosecution.

It is important for us to avoid any damage to our company and therefore contribute to the enduring success of the company. With that in mind, we will inform our superiors or the Compliance Organization about any violations or situations that contravene this Code of Conduct.

In all of our regions, we have designated additional contact persons (local Compliance Officers) and established additional ways to report these issues. All of the information provided is treated with the strictest confidence and carefully pursued so that we can take appropriate corrective measures.

If we are made aware of any conduct or situation that contravenes our Code of Conduct, we will report it to our superior or the Compliance Organization immediately.



“Across SEW-EURODRIVE, our operations are characterized by good business ethics and the aim to foster sustainable earnings. For us in Finland, this means that we contribute to company-wide success that is not achieved by fraudulent means. Each employee assumes the responsibility to adhere to all respective international regulations.”

Juha Korhola,  
Managing Director SEW-EURODRIVE Oy (Finland)

**Drive Technology Center**

SEW-EURODRIVE Oy  
 Vesimäentie 4  
 FI-15860 Hollola  
 Tel. +358 201 589-300  
 sew@sew.fi  
 www.sew-eurodrive.fi

**Production plant**

SEW Industrial Gears Oy  
 Santasalonkatu 6  
 FI-03620 Karkkila  
 Tel. +358 201 589-300  
 sew@sew.fi  
 www.sew-eurodrive.fi

**Service Center**

SEW-EURODRIVE Oy  
 Keskikankaantie 21  
 FI-15860 Hollola  
 Tel. +358 201 589-300

**Service Center**

SEW-EURODRIVE Oy  
 Lossirannankatu 5  
 FI-95420 Tornio  
 Tel. +358 201 589-300  
 sew@sew.fi  
 www.sew-eurodrive.fi

**Drive Technology Center**

SEW-EURODRIVE A/S  
 Geminivej 28-30  
 DK-2670 Greve  
 Tel. +45 4395 8500  
 sew@sew-eurodrive.dk  
 www.sew-eurodrive.dk

**Service Center**

SEW-EURODRIVE A/S  
 Servicecenter Vest  
 Bødkervej 2  
 DK-7100 Vejle  
 Tel. +45 4395 8500  
 sew@sew-eurodrive.dk  
 www.sew-eurodrive.dk

**Drive Technology Center**

SEW-EURODRIVE AS  
 Solgaard skog 71  
 N-1599 Moss  
 Tel. +47 69 2410-20  
 sew@sew-eurodrive.no  
 www.sew-eurodrive.no

**Service Center**

SEW-EURODRIVE AS  
 Servicecenter Midt-Norge  
 Hornebergvegen 11B  
 7038 Trondheim  
 Tel. +47 69241020  
 sew@sew-eurodrive.no  
 www.sew-eurodrive.no

**Drive Technology Center**

SEW-EURODRIVE AB  
 Gnejsvägen 6-8  
 S-55303 Jönköping  
 Tel. +46 36 3442-00  
 jonkoping@sew.se  
 www.sew-eurodrive.se