



## Sartorius Code of Conduct

August 2010

## **Preamble**

The reputation of Sartorius and trust of our customers, employees, investors, business partners and the public crucially depends upon the behavior of each individual working for the company. Our behavior is defined by a law-abiding approach, a sense of responsibility and integrity. Management, in particular, must lead by example and act and make decisions in an ethically and socially competent manner.

This Code of Conduct comprises minimum standards relating to the law-abiding and ethical approach that all Sartorius employees across the world must meet. The Code provides guidance on responding to moral and legal challenges encountered on a daily basis in the workplace. This Code will be made available to the employees in English, German and French and conveyed in the local language.

If you can answer "no" to any of the following questions, your actions or decisions may be deemed questionable:

- Are my actions legal?
- Is my behavior in line with our values and guidelines?
- Is my behavior uninfluenced by personal interests that are not covered by employment contract provisions?
- Would my behavior stand up in the face of public examination? How would it come across in a newspaper report?

If any employees have any doubts about their own behavior or about questionable procedures in their workplace environment, Sartorius requests that these employees seek help and advice from their respective managers or from the Compliance Officer of our company.

## **1 Area of Application**

This Code of Conduct applies to all members of the Sartorius Group following ratification by each company concerned. The Sartorius Group comprises Sartorius AG and Sartorius Stedim Biotech S.A. as well as all companies in which Sartorius AG or Sartorius Stedim Biotech S.A. holds a direct or an indirect equity share of more than 50%.

## **2 Compliance with International Social and Environmental Standards**

The Sartorius Code of Conduct is based on international agreements and guidelines, including the Universal Declaration of Human Rights, the conventions of the International Labor Organization (ILO) and the United Nations Global Compact. These standards are available on the United Nation's website at [www.un.org](http://www.un.org).

### Environmental Protection

Sartorius is committed to helping protect the environment by developing, manufacturing and distributing its products in a resource-saving manner. The ecological effects of our business activities are regularly monitored and assessed. We orient our behavior regarding the environment according to international certifications, such as ISO 14001.

### Health and Safety in the Workplace

Sartorius is committed to offering all of its employees a safe and healthy working environment and to continually improving this environment. We therefore place considerable importance on adhering to external and internal health and workplace safety guidelines.

### Equal Opportunity

All Sartorius employees are required to adopt a task-oriented, open, friendly and fair approach to interacting with colleagues, employees and third parties, thereby helping to create an atmosphere of respectful cooperation. We do not tolerate employees being discriminated against, disadvantaged, harassed or excluded based on their sex, ethnic origin, life philosophy, race, religion, age, disability, appearance, sexual preferences and identity, origin or political position.

### Prohibition of Forced Labor

All forms of forced labor are prohibited.

### Prohibition of Child Labor

Child labor and any form of exploitation of children are prohibited. The special need to protect young employees is respected.

### Remuneration

The remuneration paid by Sartorius for regular working hours, overtime and compensation for hours worked in excess of contract or regular work schedules either meet or exceed the legal minimum wage or industry standards. Remuneration may not be withheld illegally or as a means of punishment. Remuneration shall be paid in accordance with the laws in force.

### The Right to Collective Bargaining and Freedom of Association

Sartorius respects the right of all employees to form and join unions and worker representative groups. The company works with employee representatives with the aim of constructively balancing the interests of all those concerned. Employees who are members of a union or of a worker representative group shall neither be treated preferentially nor be disadvantaged.

Workers' representatives will be granted access to workplaces in accordance with the local statutory provisions.

### **3 General Rules of Conduct**

#### **Compliance with Laws and Statutes**

It goes without saying that we comply with laws and statutes at all times. As an international company, we always adhere to the terms and conditions of the legal framework of the countries in which we operate.

#### **Fair Competition**

It is essential that our company employees act with integrity even when competing for market share. This means that Sartorius expressly supports fair competition. We comply with antitrust laws, which ban price fixing, market share and capacity agreements, the division of regional markets or customers and controlled pricing.

#### **Confidentiality and Data Protection**

Sartorius employees are obligated to maintain the confidentiality of internal company matters which are not public knowledge. Confidential matters include details relating to the company's business, production, research and development processes as well as to all figures generated by the internal reporting system and particulars relating to the company's organization and any issues relating to business partners. This obligation to maintain confidentiality shall also apply after termination of the respective employee's contract of employment.

Information that must be kept confidential may be made available only to those employees in the company who need to access them as part of their work. Excluded therefrom are notices of breach of this Code in accordance with No. 5 (Compliance with the Sartorius Code of Conduct)

All files, documents and plans – including records or notes – connected with Sartorius business activities are the property of Sartorius. They must be stored with care and returned to the relevant Sartorius Group company no later than upon termination of an employee's contract of employment. Persons external to the Group must sign a confidentiality agreement before being granted access to confidential information.

Personal data may be collected, processed and used only in accordance with the prevailing laws and regulations.

#### **Multiple Reviewers Principle**

To ensure high transparency, security, accountability and control, Sartorius works according to the multiple reviewers principle in critical operating processes. We use this approach in our signature authorization rules. Each company of the Sartorius Group must define and continuously monitor compliance with special signature authorization rules that require at least two signatures. All transactions that involve the personal interests of the person signing or arrangements made to this person's benefit, such as travel expense accounting, must always be countersigned by that person's direct supervisor.

### Insider Trading

All Sartorius employees are allowed, in principle, to buy or sell Sartorius AG or Sartorius Stedim Biotech S.A. shares on the stock exchange. However, this entitlement is subject to restrictions. Thus, employees are prohibited from using insider information to buy or sell shares for themselves or for a third party. It is irrelevant whether this information has been obtained in accordance with rules as part of the responsibilities of an employee's position or by a third party. Furthermore, it is forbidden to provide a third party with insider information or make such information accessible without authorization to do so or to provide a third party with investment tips based on insider information.

Insider information is specific information that relates to circumstances at Sartorius or Sartorius Stedim Biotech and that is not public knowledge and that could significantly influence our share price if made public. This may include, for example, information about business figures, planned acquisitions, alliances, new products or important contracts.

To prevent any breach of the laws on insider trading, Sartorius has implemented an interdiction against buying or selling shares for a specific time. Individuals who participate in preparing and communicating business figures may not purchase or sell shares within a four-week period before the publication of the business figures.

### Compliance with Export Control Provisions and Customs Regulations

Sartorius is a global group of companies that is required to comply with all legal provisions as part of its international business activities, including cross-border trade regulations. Sartorius strictly observes all national and international foreign trade regulations worldwide. Export control provisions require particular observance. All critical deliveries to or deliveries within critical countries must be agreed upon in advance with the Sartorius export control representative. A list of critical products and critical countries can be obtained from the Sartorius export control representative.

The companies within the Sartorius Group and their employees must also observe and comply with the relevant provisions of customs laws when importing and exporting goods and services.

Any breaches of these regulations may cause serious material or non-material damage to the Group as a whole. Managers must therefore take the necessary organizational precautions to ensure that these regulations are followed.

## **4 Dealing with Conflicts of Interest**

### Contractors

We select our contractors on a competitive basis alone. Any attempts by contractors to influence Sartorius employees in their awarding of contracts by offering various perks must be reported directly, or through the employee's manager, to the Sartorius Compliance Officer.

Employees and their family members may not accept gifts, monetary donations or benefits, e.g., discounts on private purchases or similar, from any company or individual with whom Sartorius has business ties. This regulation excludes the usual gifts, which are appropriate for the respective occasion, and advertising gifts. The employee's manager or the Group Legal Department must be informed about any gifts received that have more than just a symbolic value. Gifts having a value of more than 100 euros definitely exceed symbolic value and must be reported.

For further information and rules of conduct in conjunction with preventing and combating corruption, please refer to the company anticorruption guidelines.

Sartorius expects its contractors, suppliers and licensees to adhere to the requirements and standards of this Code and confirm this in writing. In case of breach, Sartorius will promptly trace these and take appropriate measures.

#### Customers

We compete to win contracts based on the quality and price of our products and services. Giving payments or gifts to (prospective) business partners with the intention of securing business or obtaining an order for an affiliated company is not permitted.

#### Staff Recruitment

New employees are recruited based on the principle of selecting a candidate who is professionally and personally suitable, taking into account legal requirements, such as protection of minorities. The recruitment decision must not be influenced by private personal interests or relationships.

#### Private Commercial Interests

No employee of our company may undertake business in the company name with a company in which he/she or a family member is involved or holds a stake. We expect our employees to disclose any personal relationships that may appear to influence a decision.

To avoid any conflict between company and private interests, business partners operating in the company's sphere of influence may not be requested to perform work for private purposes. Moreover, employees may not use company time to take care of their private business or personal matters. Any exceptions to this must be agreed upon with the employee's manager or the company's Compliance Officer first.

#### Social Commitment

Sartorius encourages its employees to show social commitment during their free time. The company may not become or be involved in any political campaigns or issues.

## **5 Compliance with the Sartorius Code of Conduct**

### **Use of the Code**

Every employee shall review whether his or her own behavior is in line with the rules contained in the Code of Conduct. Managers, in particular, are obligated to lead by example and to exemplify this integrity-based approach through their behavior in day-to-day business operations.

### **Questions about the Code**

Any questions should be directed to the Compliance Officer as quickly as possible. This also applies to any uncertainties about the interpretation of individual rules. Any conflicts with existing laws, decrees, ordinances, contracts, agreements or instructions that are identified must be reported without undue delay.

### **Reports**

All employees are expected to report any wrongdoing on their own part or on the part of other employees of the Group. This misconduct can be reported in strict confidence to the employee's manager, workers' representatives or Compliance Officer. Any wrongdoing can additionally be reported anonymously to the Compliance Officer.

Sartorius shall ensure that whistleblowers do not suffer any personal or occupational disadvantages as a consequence of reporting wrongdoing. This protection also applies to cases in which the whistleblower has involved an external body, as it was necessary for the avoidance of immediate dangers or criminal acts or an internal remedy could not have been expected.

Persons accused of a breach of the Code of Conduct will not suffer any personal or occupational disadvantages unless said breach has been proven.

### **Consequences of Any Breaches**

Companies of the Sartorius Group shall enforce compliance with the rules set down in this Code of Conduct. Any breaches of this Code must be resolved and eliminated as a matter of priority. This behavior may lead to disciplinary measures, legal prosecution under criminal or civil law or to other measures related to criminal, civil or labor laws depending on the type of incident involved. The workers' representatives at the affected location shall be involved in the resolution as stipulated by local statutory provisions.

### **Modifications**

Sartorius reserves the right to modify, develop and make specific amendments to this Code of Conduct. The rights of workers' representation shall be observed.

#### **Auditing Compliance with this Code of Conduct**

Compliance with the regulations of the Code of Conduct shall be audited regularly by the Group's Internal Auditing unit and by other instruments of the internal control system. A report shall be made once a year to the competent committee of the Supervisory Board or, if said committee is not constituted with workers' representatives, the report shall be submitted to the local workers' representation.

#### **Effective Date**

This Sartorius Code of Conduct shall enter into effect as a legally binding document following ratification by the executive or supervisory board or committee responsible at the respective Sartorius Group company.