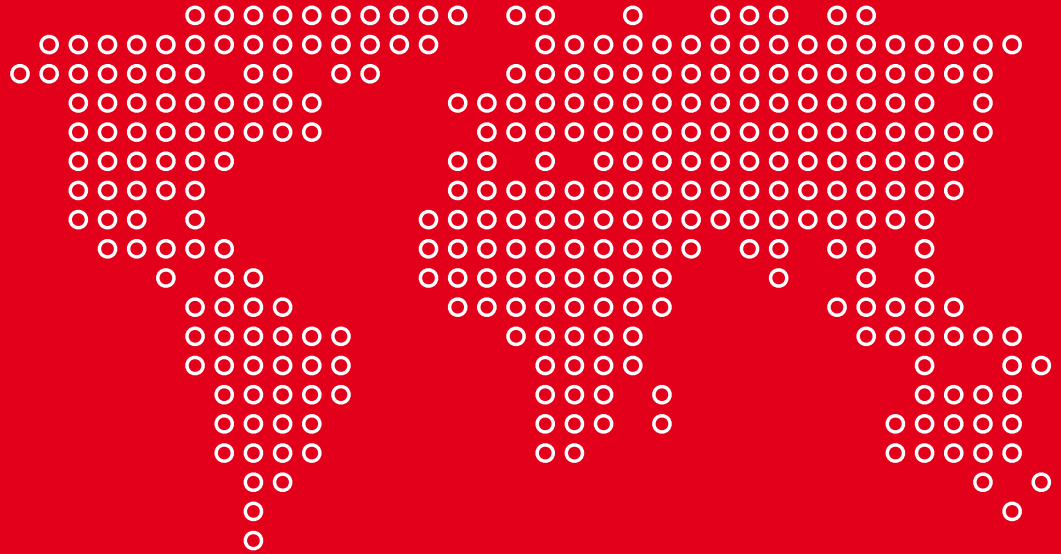
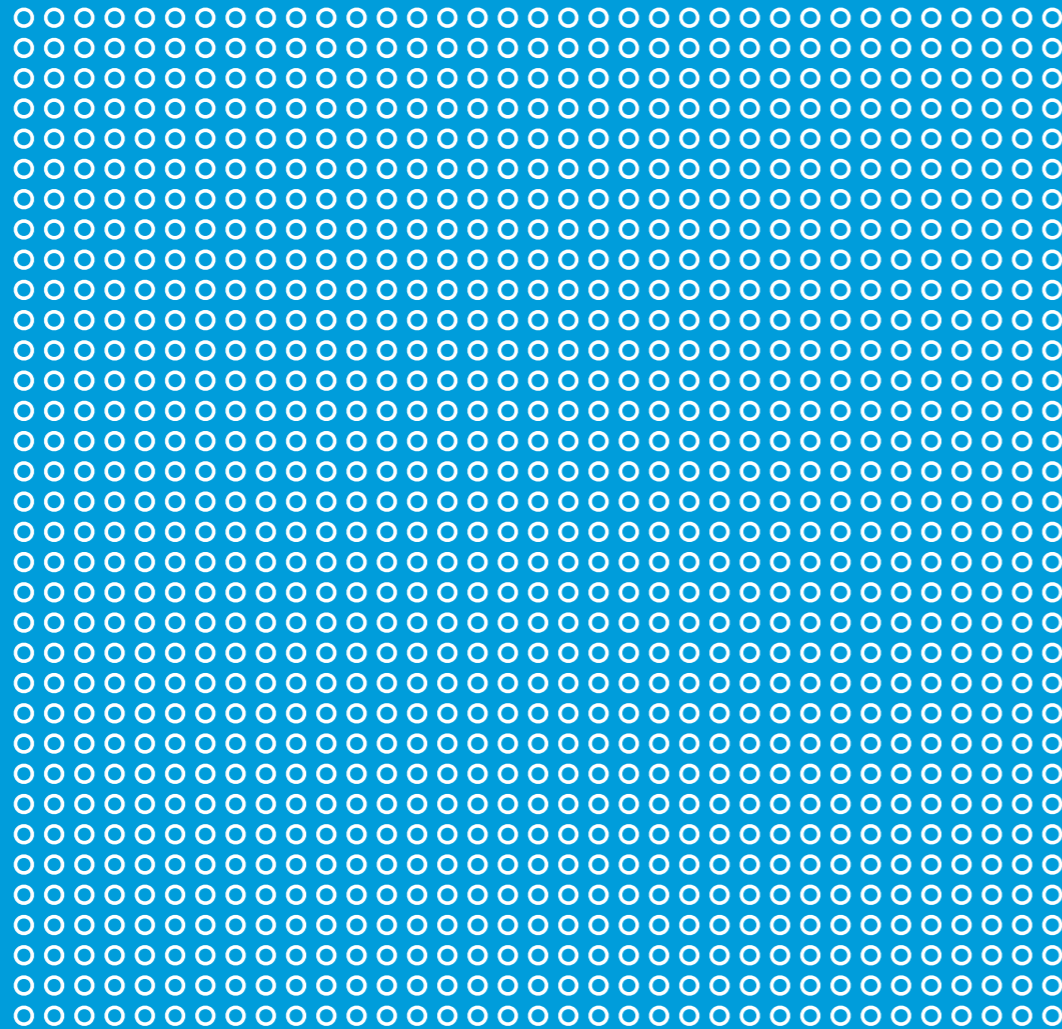


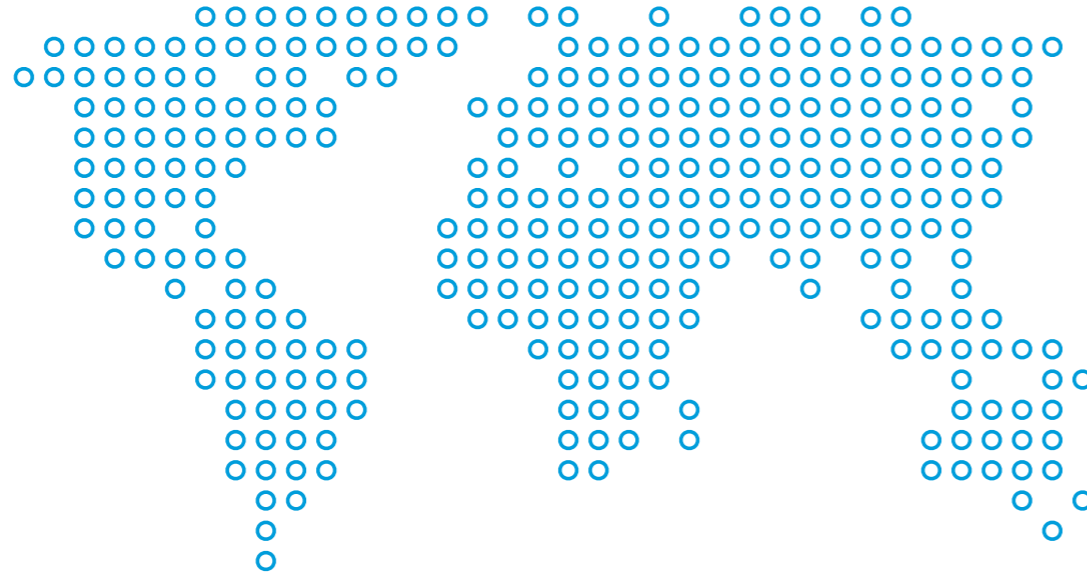
# The tesa Code of Conduct





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# The tesa Code of Conduct



○ The tesa Group has developed a number of shared standards that apply to all employees, both management and non-management, that have and continue to guide the Group's activities over many years.

In order to give written expression to these standards and to help us in communicating and implementing these principles throughout the Group worldwide we have established the following tesa Code of Conduct (tCoC).

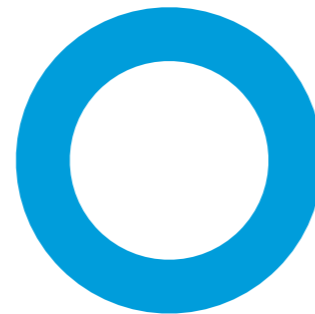
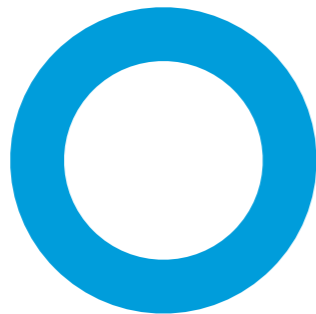
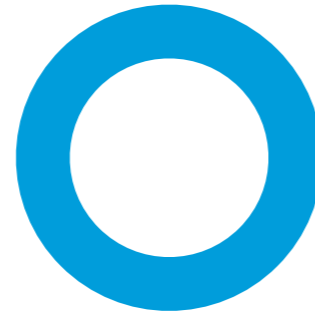
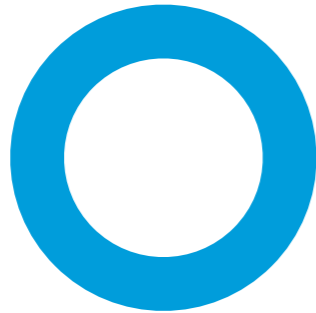
These standards are not intended to be complete, but to address the essential areas. They are sometimes complemented – and may in the future be complemented further – by more specific rules having regard to local conditions or particular positions of responsibility, but in any case without undermining the basic principles.

An atmosphere of trust, honesty, and integrity is continuously sought and valued as key prerequisite for complying with the Code's principles and keeping them alive in daily work. All tesa employees are expected to use their common sense and best judgement when addressing issues related to business conduct and to seek support in case of doubt.

# Preamble

tesa is committed to increasing its value to customers, employees and shareholders by profitably providing beneficial products and services to worldwide markets. We will fulfill this commitment while upholding the highest level of ethical conduct and meeting our responsibilities as a good corporate citizen.

Although laws and customs will vary in many countries in which we operate, our basic ethical standards do not vary and are fixed in this guide. Adherence to this Code of Conduct is a requirement for belonging to the tesa Group.



I.



# Compliance Policy

- We will do business legally and ethically in all aspects of our global operations.

## 1. General Legal Compliance

It is tesa policy that all Group Companies and each employee must apply in all areas all laws and regulations of the countries where they do business.

Violation of these laws can seriously damage tesa's reputation, subject the Company to liability and even subject individual employees to personal liability. Line management must fully support each employee in this responsibility and provide resources necessary for compliance, and the Company must create an atmosphere of trust which emphasizes the importance of compliance.

## 2. Reporting Integrity

It is tesa policy that employees and others acting on tesa's behalf have a responsibility for the accuracy, thoroughness and timeliness of actual and forecast financial information and for compliance with tesa's internal controls over financial reporting, disclosure controls and procedures and auditing policies. We ensure compliance with these policies through our own actions and through our internal and independent auditors.

## 3. Corporate Governance

It is tesa policy to focus our corporate governance on the sustainable and transparent development of the tesa Group in line with the applicable legal regulations. Constant review of the key aspects of our management and controlling systems, and modification as required, ensure that we are able to reach our economic goals.

# II.



# Fair Dealing Policy

- tesa engages in fair competition and complies with antitrust and competition laws globally. Failure to comply with these laws could lead to criminal and civil penalties, significant business disruption and harm to tesa's reputation.

tesa will not gain unfair advantages of customers, contractors or competitors through unfair practices.

## 1. Dealing with Customers

All of tesa's activities are focused on our customers being satisfied with the high quality of our products and services.

We strictly prohibit bribes, kickbacks (under table money) and any other form of business courtesies and improper payment by or to any customer in order to obtain a contract or some other commercial benefits.

## 2. Dealing with Suppliers

We strive to build up long-term partnerships with suppliers that meet tesa's standards of quality, integrity and compliance.

[For more detailed guidelines regarding the tesa standards to suppliers you may refer to the tesa Purchasing Charter.](#)

## 3. Dealing with Governments and Related Authorities

We do not engage in the making or acceptance of bribes, kickbacks (under table money) to a representative of a government in order to obtain an unfair advantage.

## 4. Acceptable Business Inducements

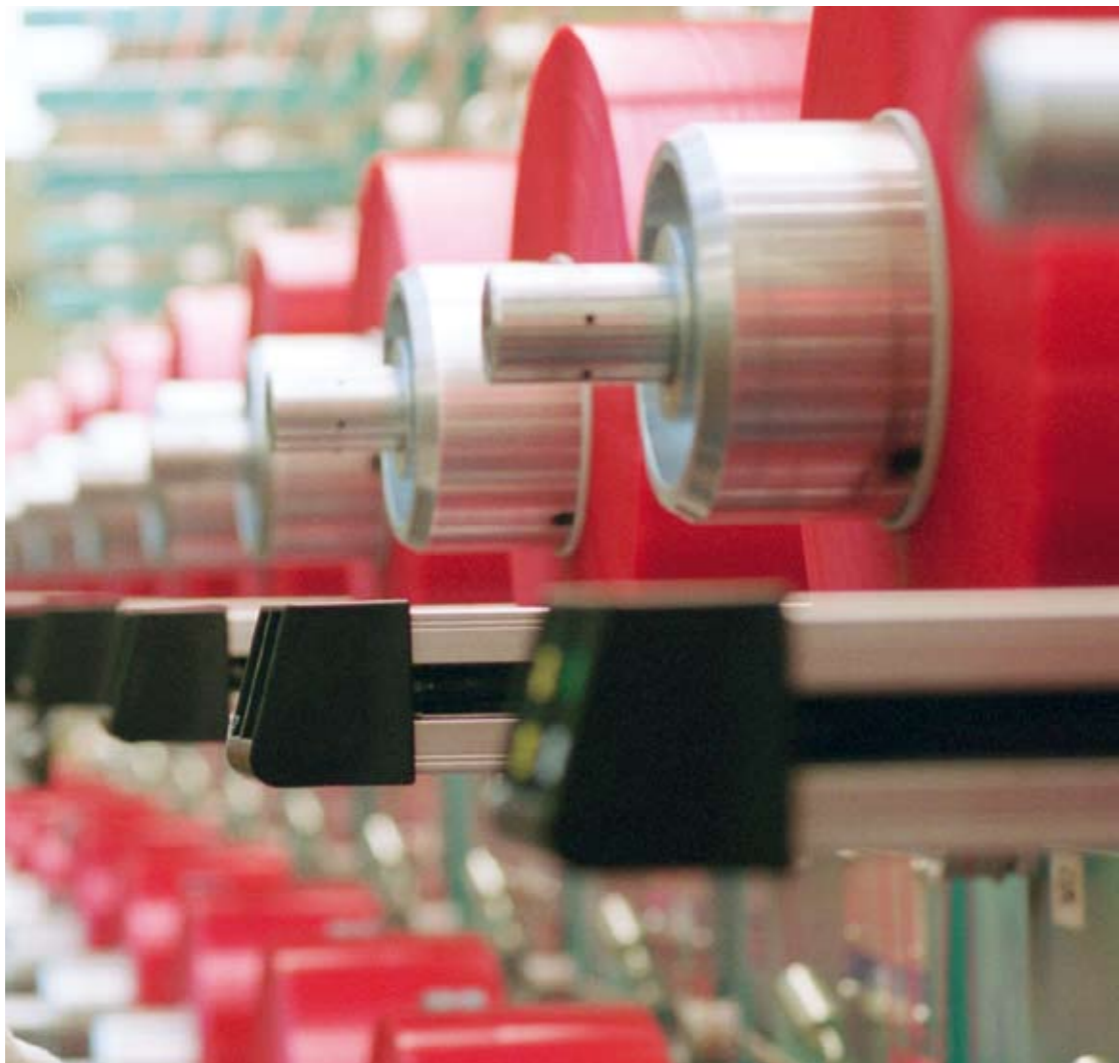
On occasion, the provision or exchange of items of modest value such as gifts, meals and entertainment is a permissible way to establish goodwill and trust in business relationships.

At tesa it is permissible to provide and accept such gifts as long as they

- are lawful,
- are given or accepted infrequently,
- are of modest value,
- cannot be construed as a bribe or pay off and
- reflect good taste and judgement.

In case of doubt, every employee should seek advice from his/her superior.

# III.



# Company Asset Policy

- Proper protection and use of Company assets, including proprietary information, is a fundamental responsibility of each employee.

It is tesa policy that all employees share responsibility for the protection of the tangible and intangible as well as intellectual assets of tesa within their sphere of activity. Tangible assets include property such as company equipment or company cars. Intangible assets and intellectual property include software, data and informational assets such as business secrets and/or know-how and technologies.

Information provided by suppliers, customers and other business partners might also require protection.

## 1. Using Company Assets

Company assets are to be used for business purposes. Personal use of company property is permitted only if it is lawful and appropriately approved.

## 2. Protecting Company Data and Communication Systems

Company data transmitted and/or stored electronically are assets requiring unique protection. All employees are requested to use the communication systems only in an ethical, legal and courteous manner and to use the provided security tools (e.g. password, etc.) to protect tesa's data.

Personal data need also to be treated with a high standard of protection.

## 3. Protecting Confidential Information

Employees and others acting on tesa's behalf are responsible for protecting tesa's confidential information from unauthorized disclosure whether internal or external. This responsibility does not end with the end of employment.

## 4. Protecting tesa's Reputation

Social and economical acceptance for our business activities are a prerequisite for sustained commercial success in the long term. Our reputation is influenced by the approach, action and behavior of each individual of our Company. Each employee shall respect the social standing of the tesa Group and act accordingly.

# IV.



# Working Environment Policy

- It is tesa policy to provide a workplace that attracts and retains highly talented and motivated people, while helping them to achieve their full potential. The motivation, competence and effectiveness of all our staff ensures our long-term success. All individuals employed with tesa will be treated with respect, dignity and equality. Everybody is responsible to create and support a working environment that rewards high performance and a commitment to excellence, in particular an atmosphere of open and honest communication, trust and respect.

## 1. Health and Safety

tesa provides a safe working environment for all employees. Group Companies are to take care to adopt all measures necessary to ensure the protection against health and safety risks in the workplace.

For more detailed guidelines regarding the tesa standards to suppliers you may refer to the [tesa Safety Guidelines](#).

## 2. Harassment

tesa provides a workplace free from all forms of discrimination, unlawful harassment (including sexual harassment), intimidation, threats and violent acts.

## 3. Child and Forced Labor

All tesa Group Companies must refrain from any form of unlawful forced or child labor.

## 4. Employee Representations

tesa strives for good partnership with all employee representatives to act as partners for the benefit of employees and business.

## 5. Equal Employment Opportunity

tesa provides equal employment opportunity for all qualified employees and applicants for employment.

V.



# Employee Integrity Policy

tesa is committed to uphold the highest levels of personal integrity and fairness within our workforce at all times.

## 1. Fair Dealing Practice

No employee should take unfair advantage of anyone (customers, contractors or competitors) through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

## 2. Accepting Business Courtesies

Gifts including cash or cash equivalents, favors, entertainment or other inducements should not be accepted by tesa employees from any person or organization that does or seeks to do business with or is a competitor of the Company.

On occasion, the provision or exchange of items of modest value such as gifts, meals and entertainment is a permissible way to establish goodwill and trust in business relationships.

At tesa it is permissible to accept such gifts as long as they

- are lawful,
- are given or accepted infrequently,
- are of modest value,
- cannot be construed as a bribe or pay-off and
- reflect good taste and judgement.

In case of doubt, every employee should seek advice from his/her superior.

## 3. Avoiding Conflict of Interest

Employees must be free from conflicts of interest that could adversely influence their judgement, objectivity or loyalty to the Company in conducting tesa business activities and assignments.

Conflicts of interest may occur in different forms. Any circumstance, including family or other personal relationships, which might dissuade the employee from acting in the best interest of the Company is a potential conflict of interest. Each employee is obliged to make prompt and full disclosure in writing of any situation which may involve a conflict of interest to management and obtain appropriate approval.

## 4. Sideline Activities

Integrity and loyalty are also indispensable in relation to private employee activities that may have an effect on tesa. All employees must ensure that any second or additional occupation, sideline activities or spare-time work have been previously disclosed to their supervisor or the respective Human Resources function.

## 5. Insider Trading

All tesa employees are forbidden to make use of insider information to buy or sell for their own account or the account of a third party shares or other securities issued by tesa/Beiersdorf, or to recommend the purchase or sale of insider securities to another person based on insider information.

# VI.



# Corporate Citizenship Policy

tesa is guided by the principles of sustainability. We are aware that natural resources are in short supply and that we have a responsibility to future generations. We therefore ensure that our products and manufacturing processes comply with the requirements of sustainable development based on the three elements of ecology, economy and social commitment. Each employee shall act accordingly at his or her place of work.

tesa and its Group Companies strive to be a good corporate citizen. To underline our understanding of good corporate citizenship we embrace, support and enact the principles of the Global Compact initiative.

For more detailed guidelines regarding the tesa standards of environmental protection you may refer to the tesa Environmental Guidelines.

## 1. Environmental Responsibility

tesa and its Group Companies are to actively promote the protection of the environment.

## 2. Social Responsibility

tesa and its Group Companies assume social responsibility through expressing support for fundamental human rights and avoiding participation in business activities that abuse human rights. We do this by acting in a socially responsible manner, within the laws, customs and traditions of the countries in which we operate, and contributing in a responsible manner to the development of communities.

We take on responsibility in society. Special emphasis is put on protecting and aiding children, particularly on promoting their education.

The purpose, use and allocation of donations must be transparent, justifiable and controllable at all times. The recipient of the donation and its specific application on the part of the recipient must be known and plausible. Furthermore, it must be possible to justify all donations in public at any time.

## 3. Economic Responsibility

We ensure the satisfaction of tesa's shareholders by continuously adding value to our Company, so that shareholders continue to invest in our Company and, in turn, our job security. Consideration is given not only to the interest of our shareholders, but also to the interest of our customers, our employees, our suppliers, our financiers and other investors.

We take a proactive role in shaping our future and view every change as an opportunity. Innovation in technologies, processes, and products is the basis of future growth.

You will find more detailed guidelines regarding the tesa donation practice in the tesa Corporate Giving Policy.

# Compliance Procedure

## 1. Communication of the Code

This Code of Conduct must be easily accessible to each employee. tesa strives to provide its employees with the information and training needed to assist employees in avoiding situations that might violate the law, our Code of Conduct or other Company Policies.

Every manager in the tesa Group is responsible for ensuring that his/her staff is familiar with this Code of Conduct. If employees have any question or concerns about compliance with the subjects described in the Code, it is their responsibility to seek clarification from their manager.

If not meaningful or practical, they should contact the responsible Human Resources Manager or In-house-legal Counsel.

## 2. Violations of the Code

Every manager with personnel responsibilities is responsible to ensure that these principles are applied. Any employee who is aware of or suspects illegal activity, fraud or any other violation of the Company's ethical standards, must report his or her concern immediately.

If he/she has doubts, how the Code of Conduct relates to his/her job or how it may apply to a specific situation, he/she should talk with his/her supervisor, his/her supervisor's manager or his/her local or regional Human Resources Department.

### 3. Corporate Compliance Manager

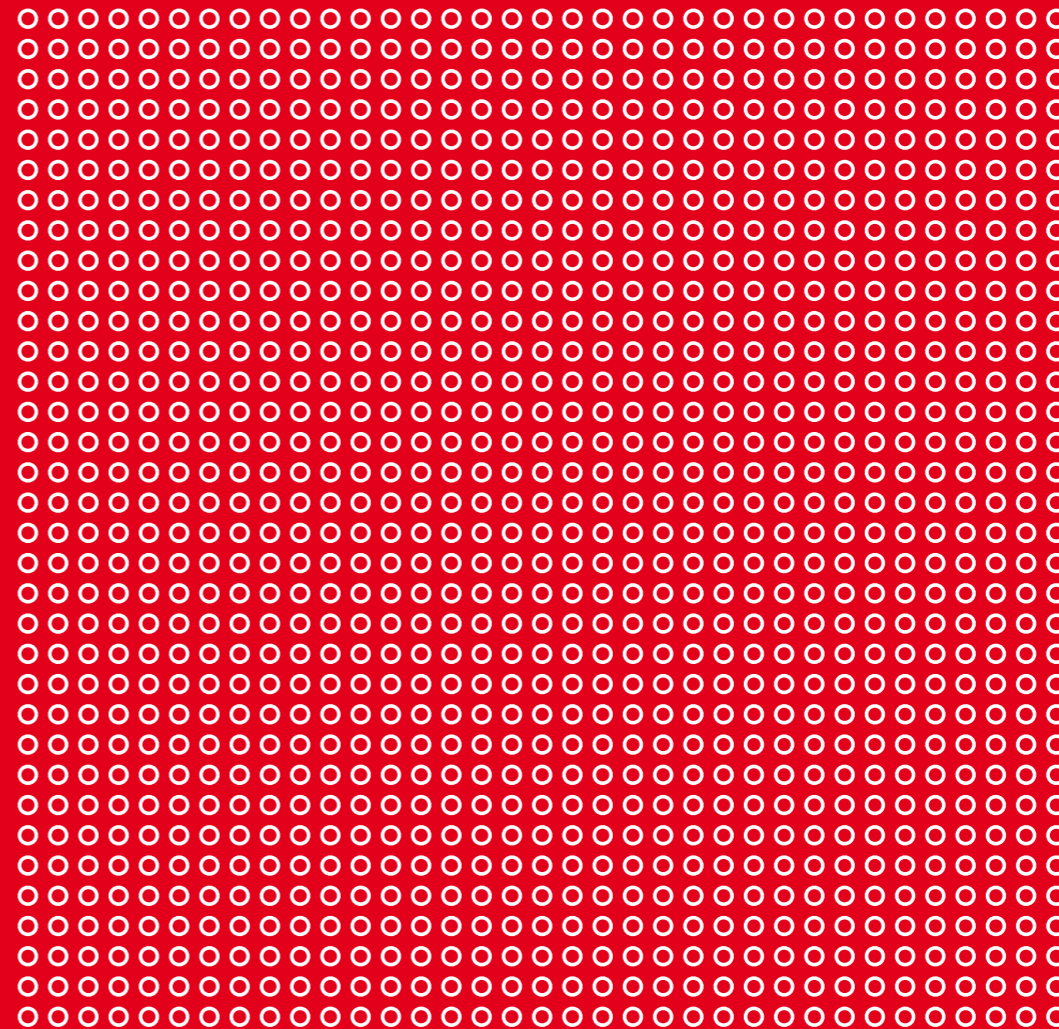
Matters that cannot be solved locally must be addressed to the tesa Corporate Compliance Manager

**Mrs. Inken Klein**  
**Human Resources tesa**  
**Quickbornstrasse 24**  
**20253 Hamburg**  
**Germany**  
**Telephone: 0049 40 4909 2446**  
**Mobile Phone: 0049 172 411 04 21**  
**Mail to: [inken.klein@tesa.com](mailto:inken.klein@tesa.com)**

The tesa Compliance Manager is authorized to give advice, to assist in the report and to discuss such issues confidentially. The Compliance Manager is responsible for administering the Code of Conduct and is available to everybody who wishes to raise a concern about potential violations.

### 4. Corporate Responsibility Committee

The Corporate Compliance Manager must report any serious violation of the Code of Conduct or suspicion of violation to the Corporate Responsibility Committee. The Committee decides about the necessary investigations and any follow-up activities. Any investigation of such complaints will be treated as confidential as possible.



The Code of Conduct will be continuously completed and adapted to the ever-changing legal and economic environments. You will find updates as well as the other guidelines this Code is referring to in the tesa intranet.



**tesa AG**

A Beiersdorf Company