

# Code of Conduct

HOCHTIEF Aktiengesellschaft



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Turning Vision into Value.  **HOCHTIEF**

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As of August 1, 2007

## Dear Colleagues,



Combining entrepreneurial activity with ethical principles is a key factor in our long-term success and is a well-established HOCHTIEF tradition.

As early as the 1990s, HOCHTIEF introduced an ethics management system and thus assumed a pioneering role in the construction industry. Out of a sense of conviction, we stand for fair competition and transparency in the construction sector and have committed ourselves to a rigorous anti-corruption program.

Ethical principles form an important part of HOCHTIEF's Vision and Guiding Principles, which represent the key standards of conduct and strategies of our company.

HOCHTIEF's reputation in the business world is one of our most valuable assets. It is crucially shaped by the way we conduct ourselves in business life. Our clients, business partners, subcontractors and shareholders must be able to count on us to observe high ethical standards in all our operations, to meet our commitments reliably and to act honestly and uprightly in our business relations.

This Code of Conduct provides binding and unequivocal rules for the way we operate. We expect the employees of all HOCHTIEF companies to act in accordance with our ethical principles. We expect and require all the executives of our company to live by and communicate these principles. They are the first persons to turn to when employees need advice on ethical issues.

Every employee has a responsibility to ensure that his or her conduct conforms to the principles governing the way in which HOCHTIEF does its business. It is our aim to make observance of our internal guidelines a regular assessment criterion for all managerial staff and employees. Infringements of the guidelines will lead to appropriate action, which can include termination of employment. Civil prosecution, including claims for damages, is another possible consequence. In this connection, we explicitly point out that bribery and corruption in national and international business is a criminal offence, given even stricter significance by the OECD Convention of December 17, 1997 and the associated changes in the German Criminal Code of February 15, 1999.

Since its introduction, our ethics management system has been steadily refined and adapted to new requirements. Our constant endeavor is to anchor it firmly in our company. That is also why we offer internal training on our Code of Conduct.

“We are committed to our ethical principles and do everything we can to promote fair business conduct.” That statement forms part of our Guiding Principles. We trust and expect every one of our employees to live up to this standard at all times.

Sincerely yours,

A handwritten signature in blue ink, reading "Herbert Lütkestratkötter". The signature is written in a cursive style and is enclosed in a light blue rectangular box.

Dr.-Ing. Herbert Lütkestratkötter  
Chairman of the Executive Board, CEO  
HOCHTIEF Aktiengesellschaft

# HOCHTIEF Business Ethics: Principles



Business ethics and integrity ensure our credibility. It goes without saying that all HOCHTIEF companies and employees should observe the laws and regulations of the countries they work in and can be counted on to fulfill their obligations reliably. They must demonstrate honesty and fairness in all aspects of their business activities. We expect the same standards of conduct from our partners.

We are convinced that ethical and economic values are mutually dependent and that business needs to be done in a spirit of fairness within the framework of existing rules.

Our principles:

- Local and international laws and regulations are strictly observed.
- Employees receive regular training so they know how to handle ethical issues.

- Employees are required to report infringements of these ethical guidelines or principles. Generally speaking, the first person they should consult is their direct line manager.
- Employees or business partners who encounter situations in actual or potential conflict with these guidelines and principles can also call the ethics hotline\*, anonymously if necessary.

If, in the individual case concerned, an employee has to assume that a criminal offence has been committed, he or she is obliged to inform the ethics hotline or Corporate Center Auditing without delay.

- No employee should be disadvantaged at HOCHTIEF as a result of observing ethical principles.

\* Employees who call the ethics hotline (see Indoor for telephone number) are put in touch with a qualified attorney at Corporate Headquarters with whom they can discuss ethical issues and ethically relevant situations with absolute confidentiality without going through the normal reporting channels or observing the normal hierarchies.

A central compilation of all Executive Board circulars and Group directives including additional regulations on ethics management is available on Indoor (Home > Sub-Community "Code of Conduct/Ethik").

The HOCHTIEF Group promotes and supports adoption of the principles contained in the code of conduct of the International Chamber of Commerce (ICC Rules of Conduct to Combat Extortion and Bribery in International Business Transactions) and the Business Principles for Countering Bribery in the Engineering & Construction Industry (2003).

# Conflicts of interest



\* A participating interest is basically any form of business involvement in a competitor, supplier or client. It also includes any form of significant employment, such as the acceptance of mandates, consultancy contracts or comparable assignments.

\*\* Small gifts up to a value of 50 euros are excepted from this ruling. Gifts in the form of money must never be accepted.

\*\*\* For example, persons or companies with business links with HOCHTIEF must not be awarded private contracts which could unduly profit the employee and/or harm the interests of HOCHTIEF.

HOCHTIEF expects all its employees to demonstrate loyalty to the company.

All employees must avoid situations where their own personal or financial interests conflict with those of the HOCHTIEF Group. In particular, it is prohibited to acquire a participating interest in or enter into private business relations with competitors, suppliers or clients if this could result in a conflict of interest. A conflict of interest exists wherever the nature or scale of a participating interest could in any way influence how employees perform their duties for HOCHTIEF.\*

No employee should accept anything—especially in the form of a personal gift\*\* or a benefit arising from a HOCHTIEF business relationship\*\*\*—that could reasonably be assumed to have a potential impact on business decisions or transactions. Invitations must be within the bounds of normal business hospitality.



## Confidentiality

Company and business secrets must be treated confidentially. This also applies to any other information where HOCHTIEF, its contractual partners or its clients have an interest in secrecy. Such information must not be disclosed to unauthorized persons without permission. This obligation persists beyond the termination of a person's employment.

\*The Securities Trading Act essentially aims to prevent misuse of non-public information on listed companies. In particular, it prohibits the exploitation of such information for the purchase or sale of stocks or the disclosure of such information to third parties.

## Insider rules

All employees are required to observe the insider rules of the German Securities Trading Act (WpHG)\*, for example the prohibition of insider dealing.

It is also prohibited to disclose non-public information about other companies and persons. This is especially so where the information in question could significantly influence investment decisions by third parties.

# Bribery and corruption



No employee may secure undue benefits from any form of business activity for business partners, their employees or other third parties. Such a state of affairs could be presumed, in particular, where the nature or scale of a benefit might have an inadmissible impact on the recipient's actions and decisions\*.

\*Even isolated violations of the corruption ban could jeopardize HOCHTIEF's future (disqualification from contract awards, loss of share value, loss of trust, etc.).

Third parties (e.g. consultants, brokers, sponsors, representatives or other agents) must not be used to circumvent this rule.

As a matter of principle, infractions are punished by termination of employment.



## **Observance of anti-trust rules**

HOCHTIEF is committed to promoting fair and open competition in the world's markets. Our companies and employees are not allowed to engage in unlawful and/or criminally relevant practices such as illegal bid-rigging to exclude, restrict or distort competition.

## **Documentation of business transactions**

All business transactions must be fully and properly documented in accordance with statutory regulations and internal HOCHTIEF rules.

## Donations and sponsoring



HOCHTIEF's business units and companies do not make any direct or indirect donations to political organizations, parties or individual politicians. Any exception to this rule needs to be clarified in advance with the Corporate Governance unit.

Sponsoring and donations for other, non-political recipients must not be used to circumvent the rules of this Code of Conduct.

## Dealing with internal knowledge



All employees are required to ensure a swift, smooth exchange of information within the company. Knowledge that is relevant for our activities must not be wrongfully withheld, falsified or selectively communicated. Apart from cases in which other interests take priority (e.g. confidentiality), information must be forwarded to other business areas correctly and in full.

## Health and safety



All HOCHTIEF companies and employees are required to ensure a safe and healthy working environment. An essential prerequisite for this is the strict observance of our safety regulations and practices. Employees are obliged to report contraventions of these principles immediately to the relevant company officers. Any irregularities in this respect must be rectified without delay.

## Implementation and monitoring



The rules set out in this directive form a core element of our corporate culture. Group-wide and uniform observance of these principles is imperative—every employee shares responsibility for this. This is not intended to restrict the scope of employees to act on their own responsibility within permissible limits.

The Executive Board of HOCHTIEF Aktiengesellschaft has assigned the task of implementing and monitoring the HOCHTIEF Code of Conduct to the Corporate Governance unit. Responsibility for verifying observance of the Code's principles also rests with Corporate Governance, which reports to the Executive Board annually on its findings.