

Code of Conduct

for the adherence to Corporate Compliance Guidelines

Preamble:

RECARO Aircraft Seating GmbH & Co. KG (hereinafter referred to as "RECARO") is one of the world's leading suppliers of aircraft passenger seats with its headquarter in Schwaebisch Hall, Germany and a part of the RECARO Group.

The RECARO Group management is committed to the interests of the Group, its customers and employees. Expertise, responsibility, commitment, integrity and abiding by the law are values to which the RECARO Group firmly adheres.

Observing the law is self-evident for the RECARO Group. The RECARO Group commits to ethical conduct in business. Business decisions must be based solely on performance, and not based on personal advantages. There is no tolerance for bribery in the RECARO Group. The RECARO Group respects the OECD standards and guidelines and takes them as an orientation. RECARO expects the same also from its business partners.

The Supplier undertakes to support the RECARO Group in adherence with the RECARO Compliance Guidelines by ensuring the adherence to compliance guidelines which are at least equivalent to the following guidelines.

The compliance guidelines cannot describe every possible situation which may occur in the course of day to day professional work. However, it represents a binding guideline for the Supplier and the employees of the Supplier. Naturally, the Supplier shall adhere to law also in situations that are not explicitly regulated.

§ 1 STIPULATIONS ON HOW TO ACT IN SPECIFIC SITUATIONS

1.1 In general:

a) The Supplier shall ensure that each of its employee is individually responsible for observing the applicable legislation and the defined code of conduct.

b) The fact there are no regulations or guidelines provided in this Code of Conduct or in any other guideline or instruction for specific situations does not release the employees of the Supplier and the Supplier itself from their legal and contractual obligations. The same applies if statutory or contractual provisions are broader in scope than the compliance guidelines laid down in this Code of Conduct.

Any kind of discrimination based on ethnicity origin, skin colour, gender, religion or personal worldview, disability, age or sexual orientation is not tolerated by the Supplier. Sexual harassment, bullying, insulting behaviour, hostile or aggressive verbal behaviour towards others will be not be tolerated by the Supplier. These principles also apply when dealing with external partners.

By maintaining an appropriate organizational structure the Supplier shall ensure that the Supplier itself and any of its employee comply with the compliance guidelines.

1.2 HUMAN RIGHTS

The Supplier supports inclusion and an ethical corporate culture in accordance with the relevant conventions of the ILO.

The Supplier rejects illegal child labour and commits to compliance with all rules for the prevention of human trafficking.

1.3 HEALTH AND SAFETY AT WORK

The Supplier complies with health and safety regulations and works together with its employees to create a healthy and safe and hazard-free working environment.

1.4 FOREIGN TRADE AND EXPORT CONTROLS

The Supplier complies with all national and foreign legislation and regulations on foreign trade, export control, war weapons control as well as with the applicable embargo regulations.

1.5 CASH TRANSACTIONS/AVOIDING MONEY LAUNDERING

Money laundering is a criminal offence. The Supplier therefore expects all its employees to comply with statutory regulations on prohibiting money laundering. Cash transactions must be kept to a minimum.

1.6 CONSULTANTS/AGENTS

Any involvement of consultants or agents requires of the Supplier a selection with utmost care in order to ensure that:

- a) The consultant/agent renders a proper service of equal value.
- b) Consultation and agreement is reached or applicable approvals are obtained, which are commensurate with the scope and content of the contract.

1.7 INFORMATION SECURITY AND DATA PROTECTION

The Supplier warrants secure and unimpaired IT systems and the sensitivity of all its employees for the significance of information security. The Supplier commits to ensure that all laws and internal guidelines on information security and data protection are observed and that the security of all business information is guaranteed. In particular, the data pertaining to customers, suppliers and employees of the Supplier, must be carefully protected by the Supplier and any unauthorized use must be prevented.

1.8 PURCHASING AND SALES (AND OTHER FUNCTIONS)

Developing and maintaining business relations with customers, suppliers and other business partners is a high priority both in purchasing and in sales. However, the need to maintain business relations entails the risk of conflicts of interests up to corrupt conduct which might lead to prosecution. Other employees in other functions may also be at risk to run into a conflict of interests when in contact with business partners or potential business partners.

The Supplier undertakes not to tolerate such conduct.

The Supplier commits to prohibit its employees to demand, request or accept gifts, favours or donations either directly or indirectly from suppliers, potential suppliers or other business partners. The Supplier commits to except from this prohibition only such favours, articles of value, gifts, invitations or other donations which, because of their insignificance, do not exceed what is usually expected in that particular situation to be received as a favour.

1.9 EXTERNAL SERVICES

When purchasing various services and supplies from external third parties the Supplier commits to ensure that all legal requirements are observed. This particularly includes observing all tax and social security regulations. The Supplier rejects in particular the use of any form of quasi self-employed labour.

1.10 ACCOUNTING AND AUDITING

The Supplier commits to ensure that the annual financial statements and the accounting methods used to produce them accurately and completely reflect all of the company's transactions and that all incoming and outgoing are recorded precisely. The Supplier agrees to work in an open and cooperative way with its auditors. The Supplier agrees to ensure that the auditor confirms the proper accounting of the Supplier in its own responsibility.

1.11 FAIR COMPETITION

The Supplier acknowledges fair competition. Offences against fair competition, such as unfair, misleading or unclear advertising or the defamation of competitors shall be avoided by the Supplier.

1.12 AVOIDING CONFLICTS OF INTERESTS

The Supplier commits to ensure that all decisions of its employees are taken on the basis of objective facts. They may, however, be exposed to a possible conflict of interests while working for the Supplier. A conflict of interests means a situation in which an employee, who performs particular activities as part of its work for the Supplier, may have a strong personal interest which is likely to impair the performance of its tasks. The Supplier commits to ensure that all its employees declare any potential conflict of interest whenever there is a possibility that such conflict may have an influence on the employee's work.

1.13 COMPETITION AND ANTITRUST LAW

The Supplier acknowledges free competition and therefore rejects any business conduct intended to obtain economic benefits as a result of unfair conduct or anticompetitive agreements. Actions the Supplier shall reject are those such as agreements pertaining to price fixing, market shares, capacity agreements, sharing out regional markets, sharing out customers and the misuse of market power. Furthermore the Supplier shall not tolerate concerted actions or informal 'gentlemen's agreements'.

1.14 AVOIDING CORRUPTION

The Supplier shall prohibit of its employees any form of corrupt conduct. They are particularly prohibited from influencing decision-makers, authorities or governmental institutions by offering, promising or guaranteeing some form of benefit. The Supplier shall also prohibit its employees from requesting, obtaining promises of or accepting such benefits in business dealings with third parties.

1.15 ENVIRONMENTAL PROTECTION AND SUSTAINABILITY

The Supplier confirms that its self-understanding includes responsibility for the environment. The Supplier's conduct shall contribute to ensuring sufficient resources and a sustainable environment for both our generation and future generations. Consequently, aspects like product responsibility, responsible use of resources and health and safety at work play an important role for the Supplier.

1.16 REPRESENTATION AND SIGNING POWER

The Supplier shall ensure to be represented properly both when concluding contracts and when conducting other business. The Supplier confirms the application of the dual control principle.

1.17 CONFIDENTIALITY

The Supplier is obliged to ensure that all its employees treat internal company affairs which have not been publicly announced, confidentially and that such confidentiality obligation continues to apply even after termination of an employee's employment agreement.

1.18 HANDLING OF INFORMATION

The Supplier shall ensure a correct and accurate reporting. The same applies to relationships with employees, customers, business partners as well as with the public and all government bodies. The Supplier agrees to comply with the generally accepted principles of proper accounting.

1.19 INSIDER RULES

The supplier commits to ensure that individuals in the possession of insider information must not provide third parties with any information, nor may they use such information for their own non-work related purposes.