

Code of Conduct
for
BOMAG GmbH and FAYAT BOMAG GmbH & Co. Unternehmensführungs KG
(hereafter referred to as "BOMAG")

I. Objective and scope

BOMAG aspires to be a modern company with a viable long-term future providing outstanding services and having a commitment to maintaining its core values. BOMAG is responsible for creating and maintaining a corporate culture whereby compliance with all relevant statutory requirements and regulations and ethical principles is safeguarded to the maximum extent. It is not feasible to provide the prescription for every conceivable situation due to the number of laws and official regulations in place. However, BOMAG has issued this Code of Conduct to guarantee that actions conform to laws and ethical values as closely as possible. It states the general criteria for conduct in business, legal and ethical matters and is applicable to dealings with colleagues, customers and business partners.

The Code of Conduct applies to all employees including management. Every individual is expected to comply consistently with this Code of Conduct together with additional internal guidelines relevant to their area of responsibility. Please read this Code of Conduct carefully together with any other internal guidelines which apply to you.

Compliance with this Code of Conduct is required where applicable laws or regulations in any given country are less rigorous. However, please note that where any country has more stringent laws and regulations in place than those set out in this Code of Conduct, then the local laws and regulations shall have precedence.

Management would like to thank you for playing your part in complying with this Code of Conduct. In this way we will maintain the high standards that we set for ourselves in dealings with each other as well as with customers and business partners, and through which you will play your part in securing the successful future of our company.

Boppard, 15 October 2012

II. Topics covered in this Code

1. Fair competition

The company has a clear interest in complying with regulations covering restrictive practice and competition since non-compliance can have serious consequences. Fines or other types of financial penalty may be imposed on the company, agreements may be deemed void, third parties may be able to claim damages and there is the risk of reputational damage and negative press reports where breaches of the law become public.

The following points must therefore be meticulously observed to avoid harm to the company through breach of anti trust and competition law.

Entering into agreements of any kind or engaging in concerted conduct (e.g. informal cooperation) with competitors or customers which are aimed at restricting competition or which have an anti-competitive effect are considered breaches of the anti trust law. Even business discussions with competitors may in themselves be viewed or construed as being breaches of the anti trust law. If a business-related discussion is to be held with a competitor on one or more of the following topics, then you shall not participate in the discussion or you should leave it, as they constitute or could at least be an indication of anti-competitive cooperation:

- Agreements aimed at fixing or controlling prices (e.g. minimum prices, minimum charges or discounts)
- Exchanging information on prices, terms and conditions of sale, price reductions and sales promotion activities
- Agreements to divide markets by territory
- Requests for quotes to be submitted or received
- Agreements to divide or allocate customers
- Restrictions on production or on sales of products
- Agreements to boycott certain suppliers or customers
- Agreements on vertical restraints (e.g. bans on passing on discounts).

Written documents must be carefully worded in all cases. Ambiguous statements which could be misunderstood or misconstrued are to be avoided.

2. Data protection

Data protection is the protection of an individual's privacy and of their self-determination in the use of personal information, i.e. the right of each individual to self-determination in forwarding and use of personal data such as their name, postal address, e-mail address, telephone number, financial circumstances, etc. Data protection is required to avoid the infringement of fundamental personal rights.

BOMAG gives high priority to the protection of personal data. As a result BOMAG does not process (i.e. collect, save, amend or transmit) or use personal information in principle, unless full compliance with applicable law has been previously ensured. Any use of data must involve a transparent process for the individual concerned. The right of the individual to be notified that their personal data is being used and to require that any necessary data revisions be carried out must also be guaranteed. The same applies to the right of the individual to object to use of their personal data or to demand the deletion or disabling of personal data.

In those countries where data of legal entities is protected to the same extent as that of the private individual, this data must also be processed and used in compliance with the applicable law.

You may only process or use personal data which has been disclosed to you or to which you have access within the scope of work for the company where there is a legal basis for this (which may include the need to save or use data for the purpose of a contractual relationship) or where you have the consent of the individual concerned. This also applies where personal data is exchanged between companies within the group of companies.

The actual criteria and requirements imposed by law on the use of personal data in your area of responsibility can be obtained from the Data Protection Officer or through training sessions.

3. Protection of third-party intellectual property rights (e.g. copyright, trademarks, design patent and other patent rights)

Any unauthorised use of third-party intellectual property rights is prohibited and is unacceptable to BOMAG. Copyright laws in particular prohibit the reproduction, disclosure, licensing or presentation of works protected by copyright without the prior permission of the copyright owner. Permission is also required from the copyright owner for the creation of derived works. Trademark laws protect names, logos and other corporate symbols.

You must also ensure that an agreement exists with the owner of the right where you intend to use their intellectual property. You should therefore consult your local Legal Department in the event that there is uncertainty and before you make use of a name, logo or any other symbol within the course of business.

4. Compliance with laws aimed at combating money laundering

BOMAG is under the obligation to comply with all laws aimed at combating money laundering. The obligations under these laws include duties to identify the relevant contractual partner, to select permissible forms of payment and to know how potential money-laundering transactions can be identified.

You should report any suspicion of money laundering to your line manager or to a member of the managerial staff immediately. You should pay particular attention to transactions that appear suspicious on account of the considerable or unusually high amount of cash involved. The same applies to transaction structures aimed at avoiding notification obligations or at circumventing proper accounting procedures.

5. Import and export controls

BOMAG complies with all export control and customs laws and regulations, including regulations on embargos that apply to business activities in relevant countries. Export controls generally apply to the transfer of goods, services, hardware, software or technology across certain country borders, including via e-mail. Export control laws can apply in connection with direct or indirect exports or imports from or to countries subject to sanctions, or in connection with third parties against whom e.g. there are suspicions concerning national security or involvement in criminal activity. Breach of these laws and regulations can lead to extreme penalties, e.g. financial penalties and official disqualification from further engagement in simplified import and export procedures.

All employees involved in the import and export of goods, services, hardware, software or technology are under the obligation to comply with all laws and regulations on economic sanctions, export controls and imports, and with all guidelines and processes arising from their business activity.

6. Accounting and documentation

BOMAG requires that all accounting records, documents, accounts and other documentation relevant to accounting purposes (hereafter referred to as "documentation") meet the highest standards of accuracy and reliability. BOMAG maintains documentation in such a way that all transactions are stated meticulously, thereby allowing financial statements to be created in accordance with the law and with the relevant general principles of proper accounting procedure.

If your activities include documenting BOMAG financial transactions then you must ensure compliance with these principles of conduct. Conscious misrepresentation or omission of material facts represent a breach of the law in this respect. The same applies to wilfully inducing others to misrepresent or to omit material facts.

Where accounting falls within your area of responsibility then you are expected to know the latest versions of all finance and accounting principles and be attentive to any potential breaches. You are responsible for the fact that all cash funds, bank accounts and other assets are entered meticulously and in good time in the official accounts; effecting or creating false invoices or other misleading documents or making payments to unknown bank accounts or numbered accounts are strictly prohibited. It must be possible for all documents to be examined at all times. A signed receipt or similar document must be submitted with a cash payment. Proof of identity, a declaration of purpose and an order must be submitted where payment is made by cheque. You must also cooperate with the statutory auditors, company auditors, etc. at all times.

7. Dealings with the media

As a company active on a global scale, our reputation depends to a significant extent on our image in and our effect on the outside world, and in particular on dealings with the media. For the sake of our public image therefore it is essential that we appear consistent and make statements that are truthful to the outside world.

All media queries must therefore be forwarded first of all to the Communications Department. You are not permitted to make written or oral statements to representatives of the media on behalf of or about our company without the prior consent of the company.

Publications, presentations and interviews that make reference to the company should also be agreed with the Communications Department in order to preserve a consistent image with the public.

If you are granted permission to speak about our business with representatives of the media or in public then you must exercise good judgement at all times. If you have concerns about certain media queries our Communications Department will provide you with the necessary information and assistance.

8. Environment and technical safety

Protecting the environment and preserving natural resources are high in our corporate objectives. BOMAG wishes to organise its business activities in an environmentally sustainable way through appropriate leadership responsibility on the part of management and through employee commitment. We ensure that laws are complied with and set high standards of performance. Environmentally friendly design, technical safety and health protection are fixed targets at the development stage for our products. Every employee is required to make a contribution to these objectives.

9. Occupational safety

The health and safety of employees at their workplace is a high priority for BOMAG. Each individual shares a responsibility in supporting BOMAG in its efforts to create safe working conditions. Responsibility towards employees and colleagues requires optimum protection against risk of accidents and applies to:

- the technical planning of workplaces, facilities and processes
- safety management and
- personal conduct in everyday working life.

The work environment must comply with requirements related to an approach focused on health.

Each employee must pay attention to occupational safety at all times.

III. Conduct at the workplace and in the business environment

1. Drugs

Drug abuse represents a serious risk for the health, safety and productivity of the company and its employees. As a result the company will not tolerate the possession, consumption or procurement of drugs upon business premises.

The term "drugs" relates to substances, the possession, consumption, procurement or attempted procurement of which are prohibited or only permitted to a limited extent under local law. A situation where any employee is under the influence of drugs during business hours will not be tolerated.

2. Honesty, integrity and a working environment free from discrimination and harassment

All employees, customers and suppliers have a right to be treated fairly and politely with respect and dignity and without discrimination. We maintain an obligation to this principle and guarantee this right in our company. We respect the personal dignity, privacy and personal rights of every individual. We work with individuals from different ethnic origins, cultures, religions and ages, irrespective of disability, skin colour, sexuality, ideology or gender. In accordance with our core corporate principles and the labour laws in those countries where we operate, we tolerate no form of discrimination based on these characteristics, sexual harassment or any other form of personal assault on individuals.

These fundamental principles apply both to internal cooperation as well as to conduct towards external partners. We make decisions relating to staff, suppliers, customers, business partners, etc. based only on factual considerations and never for reasons such as discrimination or coercion.

We are open and honest and live up to our responsibilities. We are reliable partners and only make promises that we can keep. BOMAG expects its employees to behave with similar honesty.

3. Dealings with property and rights of the company

Use of the Internet, Intranet and e-mail

The Internet, Intranet and e-mail communication are essential tools for our daily work.

Inappropriate use of the Internet, Intranet, e-mail or computer systems is not permitted. Inappropriate use includes in particular accessing another user's e-mail account without permission, unauthorised transmission of secret or confidential information, sending offensive materials or messages, transmitting materials that breach third-party copyrights as well as other unlawful or unethical activities. Please ensure that you comply with all internal regulations on handling information and communication technology.

Protection of intellectual property

BOMAG has significant rights and licences to intellectual property at its disposal, such as patents, copyrights, associated rights and trademark rights. You should take appropriate steps to protect the company at all times when dealing with these intellectual property rights. Unauthorised usage may lead to these rights being lost or may result in a significant loss in value.

Safekeeping of documents

You must store all documentation properly and carefully in your area of responsibility so that the company is able to comply with its duty of safekeeping. You are also responsible for the integrity of the documentation and must be aware of data storage and access related to the documentation for which you are responsible.

Please also ensure that you know which documents are subject to duty of retention in your area of responsibility and in what form this is required (e.g. as originals or in electronic form). The destruction or modification of documents which are subject to duty of retention before the retention period has expired can significantly hamper or obstruct investigations, (tax) audits and the successful conduct of judicial proceedings and can cause considerable damage to the company as a result.

4. Confidential information

BOMAG entrusts you with information on a daily basis for the purposes of carrying out your activities and tasks. Any information which is identified as confidential or can be recognised as such ("confidential information") must be protected and not disclosed. Information which has been communicated to the company by business partners under a confidentiality agreement is subject to the same obligation of confidentiality.

You must comply with the following points to protect confidential information:

- Confidential information may not be forwarded to other individuals within or outside of the company (this also includes colleagues and family members) either during or following the end of your contract of employment with the company, unless this is necessary for you to carry out your work for the company.
- Confidential information may not be discussed in public locations (reception areas, corridors, public transport, public places, toilets, etc.) either in person or on a mobile telephone where a conversation may be overheard.
- Store all documents that contain confidential information so that it is not possible for unauthorised persons to gain access.
- Care must be taken in particular that visitors do not gain access to company documents. Visitors must therefore in principle be accompanied at all times when they are on the company's business and office premises.
- Send all confidential information via appropriate communication channels which guarantee the confidentiality of this information. Any confidential information received in error is to be destroyed and may not be reused or forwarded.

5. Gifts and gratuities

BOMAG requires transparency within the company for all dealings with customers, suppliers and authorities. International standards to combat corruption along with national and local regulations covering corruption and bribery must be complied with.

Business decisions and contracts should come into existence based solely on performance and quality-related criteria which are open to scrutiny. This can only be achieved if each employee is jointly responsible for compliance with the following regulations.

Offering gifts of any type whatsoever to individuals or companies with which the company maintains or wishes to establish a business relationship and which influence or may influence the business decision of the individual or the company are prohibited in principle. Accepting or making demands for gifts of any type whatsoever are also prohibited in principle.

Offering and accepting gifts, payments or other benefits are only permitted where the company does not decide that benefits of this type belong to or are to be provided by the company, and they take place as part of proper business conduct, i.e. if no laws are breached, and these

- represent general and ethically reasonable customary local business practices (e.g. small gifts with a low value where the recipient is not required to conceal their acceptance and does not enter into a relationship which gives rise to a dependency based on obligation, or invitations to dinner which can be expected within the framework of regular social relations between business partners) or
- a gratuity which is customary for the location

If you do not know in a specific case whether your conduct is permitted or if benefits have been offered to you which could exceed a low value then you are to consult your manager or the Legal Department.

6. Dealings and cooperation with authorities

BOMAG will work with national authorities with trust on the basis of applicable laws. As a result, all legitimate requirements of national authorities must be followed in consultation with managers, with the statutory rights of BOMAG also being observed at the same time.

Official representatives or holders of an office may direct specific queries to BOMAG in the normal course of business or within the framework of an official formal investigation. In the event that you are confronted with official queries or investigations you must in every case contact the local Legal or Finance Department, be cooperative and observe the applicable internal regulations.

IV. Conflicts of interest

Conflicts of interest may give rise to doubts in terms of the quality of business decisions made and the integrity of the individuals making such decisions. Conflicts of interest as well as the perception of these must be avoided at all times. If it is not possible to avoid a conflict of this type then it must be dealt with actively, openly and honestly. In the event that there is a potential conflict of interest you are required to make a pro-active approach to your manager and agree the next steps. The following conflicts of interest must be avoided in particular:

1. Secondary employment

Accepting secondary employment is linked to the provisions in your contract of employment. If a contract of employment does not contain any provisions related to secondary employment then you must obtain written consent from the Personnel Department. The Personnel Department will approve secondary employment if this type of employment does not conflict with the company's legitimate business interests and no discernible impact can be shown on the activities of the company.

As a BOMAG employee you may not also accept a leadership role (e.g. as a managing director, member of an executive board, supervisory board or board of advisers) in any other enterprise without the company's consent where this other enterprise is either in competition with the company or transacts business with the company.

2. Political activities

Involvement and support for political parties on behalf of the company also requires agreement from the company as donations or other contributions in the form of monetary payments or material assets on behalf of the company. The same applies to the organisation of political events in any way on company grounds or on the company's premises.

You are of course free to be involved in politics privately as long as you do not act in any capacity as an employee or representative of the company. The company's prior consent must be obtained in the event that the company's interests are affected by any political involvement.

V. Implementation of the Code of Conduct

1. Questions and guidance

This Code of Conduct cannot act as a detailed guide for conduct in each and every individual situation. The company's guidelines provide you with further assistance. Application and implementation of the criteria presented in this Code of Conduct and in other internal guidelines in everyday business life will also require clarification in certain instances.

Please refer to your manager or to the specialist department responsible if you are uncertain about a correct course of conduct in a particular case.

2. Integral part to the contract of employment

This Code of Conduct is an integral part of the contract of employment and is essential for the company's business operations. Any breaches of the binding regulations in this Code of Conduct cannot and will not be tolerated. Not reading or not recognising this Code of Conduct does not release you from your responsibility of compliance. Depending on its seriousness, breaches of this Code of Conduct may lead to employment consequences which may include termination of a contract of employment. Where a breach of this Code of Conduct also represents a breach of law then claims for compensation and/or criminal prosecution may arise.

In the light of previous statements, management requires you to act responsibly and to observe this Code of Conduct for your own benefit and for the benefit of the company.