

Code of Conduct

1. Introduction

Underpinning RoodMicrotec's commitment to responsible corporate citizenship and the pursuit of a sustainable future - economic, social and environmental - the Code of Conduct set out guiding principles on integrity and ethics in business conduct. They govern RoodMicrotec's business decisions and actions throughout the world and apply equally to corporate actions and to the behaviour of individual employees in conducting RoodMicrotec's business. They are subject to applicable laws.

The Code of Conduct are not all-encompassing, but formulate minimum requirements of behaviour. They leave free to specify further local rules of business conduct. The Code of Conduct, which have been adopted by the Board of Management and approved by its Supervisory Board, are reviewed on a regular basis and revised if necessary.

2. General commitment

RoodMicrotec's mission is to be a knowledge and technology driven service provider in the field of modern devices that is able to handle the whole chain for complex requirements as well as individual services. In a world where technology increasingly touches every aspect of our daily lives, RoodMicrotec aspires to be a leading solutions provider in the semiconductor industry in the areas of Automotive, Industrial, Healthcare and HiRel/ Aerospace.

RoodMicrotec wishes to be a responsible partner in society, acting with integrity towards its shareholders, customers, employees, suppliers and business partners, competitors, governments and their agencies and others who can be affected by its activities. RoodMicrotec duly observes the applicable rules of the law of the countries in which it operates and regularly reviews its interests and those of affected persons or entities in order to ensure a healthy, long-term relationship with them. RoodMicrotec endeavours to adapt to local situations in order to take the most appropriate approach to possible problems within the bounds of applicable law and responsible conduct. In this respect RoodMicrotec supports the principle of dialogue and cooperation with all parties involved.

2.1. Human rights

With due regard to the Universal Declaration of Human Rights, which states that all parties in society, including corporate persons, have a duty to respect and safeguard human rights, and within the framework of the legitimate role of businesses, RoodMicrotec supports and respects human rights and strives to ensure that its activities do not make it an accessory to infringements of human rights.

2.2. Free market competition

RoodMicrotec supports the principle of free market competition as a basis for conducting its business and observes applicable competition laws and regulations.

2.3. Product safety

RoodMicrotec aims, at all times, to supply safe products and services.

2.4. Privacy

The privacy of personally identifiable information about customers, employees, business partners and other individuals will be protected.

2.5. Environmental protection

Consistent with RoodMicrotec's commitment to sustainable development, it will do all that is reasonable and practicable to minimize any adverse effects of its activities on the environment.

3. Commitment towards customers

RoodMicrotec goal is to constantly delight each customer with breakthroughs both large and small. To this end, the company seeks to maintain an ongoing dialogue with its customers. RoodMicrotec is committed to listen to and learn from them, so that it is able to design and deliver the solutions they really want and need. RoodMicrotec will always deal with its customers in a fair and forthright manner, maintaining the highest levels of integrity.

4. Commitment towards shareholders

It is of central importance to RoodMicrotec to conduct its operations in accordance with the highest standards of internationally accepted principles of good corporate governance. RoodMicrotec aims to achieve long term value creation and a satisfactory return on equity, while at the same time retaining sufficient funds in the company to generate profitable growth. RoodMicrotec attaches great value to its relations with its shareholders and the financial markets and provides timely, regular and reliable information on its activities, structure, financial position and performance.

5. Commitment towards employees

RoodMicrotec values its employees as a key resource. An atmosphere of good employee communication, involvement and responsibility is of central importance, and an employee's personal development and optimum use of talents is encouraged.

5.1. Employee relations

RoodMicrotec shall – within the framework of (local) law and common local practice – inform its employees at least once a year about the general course of the business.

5.2. General statement about Conventions of the ILO

The Conventions of the International Labour Organization are addressed to member states of the International Labour Organization, not to individuals or companies. RoodMicrotec supports the aim of the International Labour Organization to arrive at universally accepted labour standards. RoodMicrotec has adopted internal procedures and guidelines with respect to topics covered by the seven Fundamental Conventions of the International Labour Organization, such as forced labour, the right to organize, collective bargaining, discrimination and child labour.

5.3. Right to organize

RoodMicrotec recognizes and respects the freedom of employees to choose whether or not to establish or to associate with any organization of their own choosing (including labour unions) without RoodMicrotec's prior authorization. RoodMicrotec will not make the employment of a worker subject to the condition that he/she shall not join a union or shall relinquish labour union membership. Furthermore, RoodMicrotec will not cause the dismissal of – or otherwise prejudice – a worker by reason of union membership. RoodMicrotec will not interfere with or finance labour organizations or take other actions with the object of placing such organization under the control of RoodMicrotec.

5.4. Collective bargaining

RoodMicrotec respects – within the framework of law, regulations and prevailing labour relations and employment practices – the right of its employees to be represented by labour unions and other employee organizations. RoodMicrotec will engage in negotiations, either on its own behalf or through employers' associations, with a view to reaching agreement on employment conditions.

5.5. Employment conditions

Employees will be informed about the outcome of the negotiations on employment conditions with employee representatives, if applicable, and RoodMicrotec shall ensure that employment policies regarding pay and/or job grading, working hours, health and safety, are clear and transparent and fully compliant with all applicable national laws.

5.6. Discrimination

Every employee has equal opportunities and will be treated equally in employment and occupation. RoodMicrotec offers equal pay for equal work performed at equal levels at similar locations. No form of harassment or discrimination in respect of employment and occupation will be tolerated, such as discrimination based on race, colour, sex, language, religion, political or other opinion, national or social origin, property, birth or other status.

5.7. Health and safety

RoodMicrotec will do all that is reasonable and practicable to protect the health and safety of its employees.

5.8. Equal and fair treatment

Every employee has equal opportunities and will be treated equally in employment and occupation regardless of personal background, race, gender, nationality, age, sexual preference or religious belief. The same applies to the recruitment of employees. RoodMicrotec strives to offer equal pay for equal work performed at equal levels at similar locations. No form of harassment or discrimination will be tolerated.

5.9. Wages and payment

Remuneration must be consistent with the provisions of all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. Any disciplinary wage deductions must be in conformity with local law. Wages will be paid regularly via bank account. Employees will be informed about the composition of their pay and benefits in a detailed and clear manner.

5.10. Working hours

Working weeks are not to exceed the maximum set by local law and should not be more than 60 hours, including overtime, except in emergency or exceptional circumstances to meet short-term business demand. Employees will be allowed at least one day off per seven-day period. Overtime work shall be voluntary, unless agreed in a collective labour agreement or union contact, or, in emergency or exceptional circumstances, to meet short-term business demand.

5.11. Employee development

Both RoodMicrotec and its employees have a commitment to each other to make every effort to ensure high levels of performance and employability. To this end, RoodMicrotec will provide relevant training opportunities to its employees.

5.12. Harassment

RoodMicrotec will not tolerate harsh and inhumane treatment, including sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of RoodMicrotec employees, or the threat of any such treatment.

6. Commitment towards suppliers and business partners

RoodMicrotec pursues mutually beneficial relationships with its suppliers and business partners. It seeks to award business to suppliers and business partners who are committed to act fairly and with integrity towards their stakeholders and who observe the applicable laws of the countries in which they operate.

7. Assets and information

7.1. Use and protection of assets

Each employee is responsible for the proper use, protection and conservation of RoodMicrotec's assets and resources as well as confidential information disclosed to RoodMicrotec by its business partners.

RoodMicrotec's assets and resources as well as any opportunities arising by virtue of one's position, are to be used solely to pursue and achieve RoodMicrotec's goals and not for personal benefit.

7.2. Improper disclosure

RoodMicrotec regards information for the purpose of its business as a corporate asset that must be protected against loss, infringement and improper use and disclosure.

RoodMicrotec is committed not to make use of information disclosed to it by a third party if it is suspected that the discloser thereby violates an obligation of confidentiality, unless the information:

- is generally available to the public other than as a result of disclosure by RoodMicrotec;
- has been independently developed by RoodMicrotec;
- or becomes available to RoodMicrotec either on a non-confidential basis from a third party who is not bound by any confidentiality obligations or by operation of law.

7.3. Insider trading, all employees shall comply with RoodMicrotec's insider trading rules.

This means that non-public information which might influence the market price of RoodMicrotec shares shall be kept in strict confidence until publicly released by authorized management. Furthermore, employees who have sensitive information which could influence the price of RoodMicrotec shares and related rights, must refrain from directly or indirectly executing transactions in RoodMicrotec shares and related rights.

Additionally, employees have to comply with statutory rules and regulations concerning insider trading with respect to securities of other listed companies.

8. Engagement outside RoodMicrotec

RoodMicrotec expects its employees to be fully dedicated to the proper fulfilment of their jobs and to avoid any (potential) conflict of their personal or business activities and financial interests with such commitment. Any engagement outside RoodMicrotec and any financial interest (direct or indirect such as via a family member or acquaintance) which could give rise to a conflict of interest should always be promptly disclosed to the next level of management.

Financial reward received for services rendered to third parties should be made over to the Company. However, if the service in question is rendered largely in the employee's own private time, management may grant the employee permission to retain all or part of the compensation. Compensation received in respect of part-time posts held, professional not direct related to RoodMicrotec, with permission, may be retained. This provision does not apply to compensation for services rendered by a person in his private time, which are not related in any manner to his professional activities for RoodMicrotec.

9. Business integrity

9.1. Bribery; records of transactions

RoodMicrotec insists on honesty, integrity and fairness in all aspects of its business. Bribes in any form are unacceptable; commission payments and personal gifts or favours may only be made or accepted in strict accordance with these directives. RoodMicrotec strives to comply with the highest levels of transparency and accountability throughout the company. Records of transactions should be maintained in an accurate, complete and timely manner in accordance with RoodMicrotec accounting principles. No unrecorded funds or assets should be established or maintained.

9.2. Gifts

The acceptance of gifts or personal favours of commercial value is not acceptable. It is to be made clear to third parties that personal favours can only influence the business relationship negatively and that business decisions are based solely on benefits to the Company and not on considerations of past or future personal gain. In general, a gift (the value of which does not exceed € 50) may be accepted if given voluntarily and if there is no reasonable likelihood that it will influence your judgment or actions in performing duties for RoodMicrotec.

When refusing a gift would be discourteous, the gift must be promptly turned over to the compliance officer. RoodMicrotec will, in case that it happens, consider to donate such gifts to charitable institutions. If you have any doubts in a given situation, please discuss with your management or the compliance officer.

Some other guidelines with regard to gifts:

- Personal financial assistance of any kind provided by a supplier or another business contact, other than a financial institution acting in the ordinary course of business, is prohibited.
- Attendance at sport events, restaurants, bars, shows, etc. as the guest of a business contact is permissible only up to two times a year per business contact and only if the hosting company representative is present.
- Travel and overnight accommodation paid for by a (potential) supplier is not allowed.

9.3. Third-party interests

Employees are not allowed to have any direct or indirect financial interest in a supplier or competing company with the exception of a financial interest in a publicly traded company.

9.4. Payments to third parties

Any payment for a company's products or services must be made to the company, not to an individual. All payments must be properly and fairly recorded in appropriate books of account available for inspection. There must be no 'off the books' or secret accounts. No payments will be channelled through an Agent. All payments made to an Agent should be intended for the Agent itself. Cash payments are not permitted; all payments should be made to a bank account designated in writing. Payments to a so-called numbered account with a bank are not permitted. RoodMicrotec only makes payment to the provider of goods or services received. A request to divert a payment to an entity or person offshore shall always be rejected

9.5. Commission payments

Commission payments to third parties is too difficult and complex a topic to be addressed exhaustively in specific guidelines. The objective is to make sure that the hard rule laid down in the Code of Conduct on the

prohibition of bribes in any form is not circumvented by commission payments. Against this background, the acceptability of a commission payment has to be determined on the basis of a thorough evaluation and assessment, by responsible management, of all relevant information in respect of the proposed commission as well as the third party to whom it is to be paid. In this respect, it is recommended that Board of Management consult with Supervisory Board. In the event of reasonable doubt as to compliance to local and international laws and regulations and/ or the Code of Conduct, and if this doubt cannot be eliminated in consultation with a legal advisor, the payment should not be made and the contract should not be concluded. Any commission payment to a third party should be justified by clear and demonstrable services rendered by that party to RoodMicrotec. In the event of the commission payment also covering a substantial part of the activities that are generally included in cost of sales, the level of the commission may vary from country to country. In this respect it is recommended that management compare the selling price of the order with quotations offered by competitors. If the RoodMicrotec price differs substantially from that of the competitors, management has to make sure that the difference is not due to a difference in the amount of commission to be paid. A commission payment equalling a double-digit percentage is not acceptable, except in the event of extreme circumstances and without prejudice to the above.

9.6. Agents, distributors, commissioners

The remuneration of an agent, distributor, commissioner and the like (hereinafter: Agent) may not exceed the normal and reasonable commercial rates for the legitimate service rendered by the agent. An Agent shall be appointed by virtue of a service contract in writing, which shall always incorporate a reference to the Code of Conduct. All such contracts shall be registered in the country. The background of the Agent must be reviewed thoroughly by the person proposing the Agent in close cooperation with the country management; evidence of such review must be available in the file. An Agent may not be a Government official. A record will be maintained of the names and terms of engagement of all Agents.

9.7. Facilitating payments

Facilitating payments are small payments made in money or in kind, which have to be made, in accordance with publicly known and widely followed local custom and practice, in connection with the performance, by officials in documentation, customs clearance and other matters, of their normal duties. A characteristic of facilitating payments is that the service obtained as the result of such payment represents the legitimate function of the official concerned and does not render undue advantage to the payer in comparison with other companies. Facilitating payments do not fall within the scope of the OECD Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. In some countries, however, the legislation to implement the Convention also covers facilitating payments, as a consequence whereof an officer (or, under certain circumstances, the company) who has made such payments abroad, could be prosecuted in his home country. In general, RoodMicrotec is opposed to the making of facilitating payments. The Company will promote measures to eliminate such practices; at all events applicable laws and regulations should be complied with.

9.8. Political payments

RoodMicrotec companies shall not pay advisory fees, make payments or donations, in money or in kind, to political parties, political organizations or individual politicians. Subject to applicable laws and regulations, exceptions to this prohibition may be made – where legally permissible – only if explicitly approved by the Board of Management. In those exceptional cases where payments or donations are made, all requirements regarding public disclosure of such payments or donations shall be complied with in full.

9.9. Money laundering

RoodMicrotec will not participate in "money laundering" by entering any arrangement which is known or there is reason to suspect that it will be used to facilitate any acquisition, retention, use or control of any property or money intended to disguise the proceeds of crime. An employee who suspects a situation of money laundering shall inform the Compliance Officer.

10. Internet, Intranet and e-mail use

No RoodMicrotec employee may use RoodMicrotec's internal e-mail system, Intranet or Internet in any way that is illegal or might otherwise damage RoodMicrotec's reputation, such as by:

- deliberately accessing, creating, displaying, transmitting, soliciting, printing, downloading or otherwise disseminating messages, information or material that is or could be construed as threatening, fraudulent, pornographic, discriminatory, sexually oriented, abusive, libellous, derogatory, defamatory, obscene, harassing, disparaging or otherwise unlawful or inappropriate;
- deliberately copying, reproducing, transmitting, distributing, posting or otherwise disseminating or using materials in violation of intellectual property laws or any other applicable law or regulations;
- knowingly "spamming" (the practice of sending e-mail in bulk to (random) e-mail accounts), or using information captured via the Intranet or the Internet for "spamming";
- knowingly sending unsolicited e-mails, such as product promotions etc., to individual consumers unless they opted-in to such communications;
- using it for personal gain (e.g. through on-line gambling or non-RoodMicrotec business activities).

No RoodMicrotec employee may use RoodMicrotec's internal e-mail system, Internet (mail) or Intranet in any way that may interrupt its efficient and effective operation or compromise the security of RoodMicrotec's or third parties' systems, such as:

- purposely circumventing security measures to gain unauthorized access to systems or data, whether belonging to RoodMicrotec or a third party;
- purposely compromising any computer system, whether belonging to RoodMicrotec or a third party (e.g. through deliberate introduction of a virus or hacking);
- intentionally creating an excess volume of non-business communication that may impair operation of the messaging environment.

RoodMicrotec may take measures to monitor compliance with this directive and with local laws.

11. Observance of the Code of Conduct

11.1. Sanctions

All RoodMicrotec employees must comply with the Code of Conduct. Violation may lead to disciplinary action, including dismissal, notwithstanding any further civil or criminal action that may be taken.

11.2. Whistle-blower policy

In order to promote the reporting of violations of the Code of Conduct, a whistle-blower policy is in place, enabling employees to submit complaints on an anonymous basis without fear of the complaints leading to disciplinary action.

11.3. Compliance

Compliance with the Code of Conduct is monitored via a compliance officer, who regularly report to the Board of Management and Supervisory Board on the deployment of the Code of Conduct and on ethical issues in general. Reporting on compliance with the Code of Conduct is also an integral part of the Corporate Governance statement issued annually by the Board of Management, Supervisory Board and Corporate Management Team as part of a cascade process leading to certification of the RoodMicrotec's annual accounts. Compliance processes and procedures are reviewed by RoodMicrotec's Supervisory Board.

11.4. Compliance Officer

It is recommended that the chief financial officer (CFO) should be appointed as Compliance Officer. In this capacity he/she reports to the Board of Management and Supervisory Board respectively