

**WINCOR**  
**NIXDORF**

# Code of Conduct



Published by  
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Printed in Germany, Mai 2007

## **Dear Reader,**

Operating within the global arena, Wincor Nixdorf is fully committed to acting in conformity with social and ethical standards worldwide. This approach is based on our corporate culture, which embraces the values of trust, transparency, reliability and fairness in the company's dealings with customers, shareholders, business associates and employees.

In order to act in accordance with these standards, we have defined a set of rules. They form the basis of our Code of Conduct, which is outlined in this company brochure. The Code of Conduct has been designed to assist you with your day-to-day work and offer you guidance. After all, growing globalization has brought markets and cultures closer together, while also adding complexity to business activities.

The Code of Conduct applies worldwide and is binding upon all Wincor Nixdorf employees – in day-to-day operations, but also in dealings with the public, government bodies and institutions. It takes into account the legal and cultural framework of those countries in which we operate. Please note that these rules also apply where prevailing legislation and local customs or conventions are less stringent than the provisions set out in our Code of Conduct. If the regulations or conditions associated with a specific country or region are more far-reaching than our own guidelines, it goes without saying that we will observe the local rules and adjust our Code of Conduct accordingly.

Misconduct or failure to comply with these rules may severely jeopardize the image of our company and cause considerable financial damage. Therefore, we shall not tolerate any violations of the company's Code of Conduct and will initiate appropriate measures in cases of non-conformity.

The objectives associated with this Code of Conduct can only be met if all those involved make an active contribution. With this in mind, I expect each and every member of staff to observe and apply the rules and recommendations set out in the Code of Conduct – to their full extent. Only by pursuing this approach can we apply our corporate culture in a credible manner, act as a trustworthy partner and secure our company's success in the long term.

Kind regards,

**Eckard Heidloff**

President and CEO of Wincor Nixdorf AG



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## **I. Basic principles**

The aim of the Wincor Nixdorf Group (referred to below as Wincor Nixdorf) is to create and offer best-in-class products and solutions for its banking and retail customers in the field of hardware, software and services and in doing so to achieve a sustained increase in the value of the Group to the benefit of our employees and shareholders.

This Code of Conduct contains a set of conditions to be applied in pursuit of these aims. It defines the values and standards of conduct to be adopted by Wincor Nixdorf employees in their relations with outside groups such as customers, shareholders, business partners and official bodies, and also details the nature of the internal relations between employees and between employees and the Group. These rules of conduct are based on nationally and internationally recognized legal and ethical principles.

This Code of Conduct represents a standard that is binding upon all Wincor Nixdorf employees. The Code applies equally and in all respects to all employees of Wincor Nixdorf, whatever their position within the Group.

The Code of Conduct forms the basis for all regulations and guidelines at Wincor Nixdorf that are more specific or detailed in nature. The Code of Conduct must be applied in conjunction with the laws and legal systems of each country and in particular with existing legislation on employment and industrial relations. The rules of this Code of Conduct must be observed even in those cases where a national legal system or an internal regulation prescribes a lower standard.

All employees are responsible for the implementation of the Code of Conduct. Senior management at Group and individual company level are responsible for creating an open and transparent environment in which managers and employees do not merely refrain from illegal or dubious actions but are also made aware of the kind of ethically and morally questionable transactions they may encounter. Managerial staffs are expected to guide the business and working practices of employees in line with this Code of Conduct. However, it is also the responsibility of each employee to implement the values contained in the Code and to take care that its legal and ethical standards are respected at his or her place of work.

## **II. Relations with outside groups**

### **1. Fair competition**

Wincor Nixdorf believes without reservation in the principle of fair competition with rival companies and in fair contractual negotiations with its business partners. We conduct our business by legally and ethically sound means and expect the same from our business partners, suppliers and customers.

We will not enter into any unethical or illegal agreements directly with our competitors or via our business partners, whether in our daily operations or when taking strategic decisions, in relation to prices, market share, production capacity or the allocation of regional markets or customers. We will avoid all informal discussions and unwritten gentlemen's agreements in relation to behavior that could have an impact on competition. We will strive to avoid even the appearance of such action. It should be particularly noted that agreements contrary to this Code of Conduct cannot be justified where entered into in the context of a crisis-ridden business situation, even where no blame is attached to the individuals responsible for that situation.

Consequently, information must not be exchanged with our competitors on customer relations, prices, impending price changes and costs. Likewise, calculations, production capacities or plans must not be disclosed. The obligation of secrecy and non-disclosure shall also apply subsequent to the termination of an employment relationship. The only exception to this principle may be made for the setting up of a joint venture subject to a suitable non-disclosure agreement.

If there is any doubt as to the correctness of certain actions, advice may be sought from the Compliance Officer or the legal department.

### **2. Conduct towards shareholders, customers, business partners and official bodies**

The capital provided by our shareholders forms the basis of our business activity. Among the Group's key aims are the safeguarding of this capital, the securing of an appropriate market return and the implementation of a transparent and responsible policy towards our shareholders. As part of our efforts to meet the needs of customers, we strive to develop suitable and efficient solutions. In order to achieve this, it is important to offer our customers solutions based on our entire product range (hardware, software and services). We therefore see it as our duty to submit our products to regular scrutiny and to adapt them to potential new market requirements.

We treat our suppliers with fairness. Decisions regarding transactions with our suppliers are taken solely on the basis of quality, price, reliability, technical standards, product suitability, the absence of any problematic relations, certification standards, legal constraints and quality management.

Consultancy agreements are only signed with those consultants who are demonstrably well-qualified to contribute towards the development of Wincor Nixdorf. Decisions on when to employ consultants and on the selection and duration of their contracts are taken on the basis of a documented set of requirements and a job framework. Where they are acting on behalf and under the instructions of Wincor Nixdorf, consultants are obliged to declare in their contracts that their activities will breach neither legal regulations nor the provisions of this Code of Conduct.

We endeavor to maintain a cooperative and open relationship with all those official bodies with which we come into contact. In our dealings with government representatives and official bodies we must refrain from any actions that might unduly influence their decisions.

### **3. Conflicts of interest**

All Wincor Nixdorf employees must take care not to enter into a conflict of interest as a result of their relations with business partners, customers, suppliers and official bodies or relations of a personal or family nature. Under no circumstances should private interests influence an operational and especially a personnel decision. The appointment of a personal family member or the involvement in intermediary activities relating thereto must be disclosed and shall be subject to the prior approval of the relevant line manager and of Corporate Human Resources.

No one may conclude a transaction in exchange for which he or she has been offered particular benefits or where such benefits were envisaged. No employee or family member of an employee may have a private interest in the placing of an order with a particular business partner, e.g. by means of significant shareholdings or through an offer of particular benefits from suppliers, customers, agents or consultants.

All outside activities, holdings or consultancies of whatever kind that conflict directly with the business interests of Wincor Nixdorf or with the individual's own work (e.g. working hours) must be reported to and approved by the responsible Human Resources Department.

### **4. Benefits, bribery, corruption, donations**

Wincor Nixdorf supports international efforts to prevent corruption. For us, this means taking action against attempts to engage in corrupt activities in all business areas and in all countries. This applies both to internal work and to activities involving our business partners. Our transactions should in all cases be based on a lawful and correct foundation.

No employee, Group company or subcontractor of Wincor Nixdorf may directly or indirectly (e.g. not repayable loans) offer or give financial bribes, gifts or other benefits even in cases where such benefits could be in our economic interest.

All demands to receive financial bribes or other benefits, whether of a business or private nature, must be rejected immediately and reported to

the responsible line manager. We will not take any part in transactions where there is a well-founded suspicion of bribery or corruption.

Equally, no employee, Group company or other company with which we collaborate, may directly or indirectly accept or demand financial bribes. We will not tolerate employees who are actively involved in cases of bribery. Any employee who notices such actions is expected to help document and uncover the circumstances immediately and with full cooperation.

Employees are not permitted to accept benefits outside their activities for Wincor Nixdorf that might persistently influence their professional actions. This does not include invitations or other items, as long as they are appropriate in scope and do not influence the employee's professional objectivity (e.g. small festive gifts).

As part of our endeavors to maintain a transparent relationship with official and other public bodies, gratuities or other benefits (bribes) may not be offered or given to state officials or public service employees.

All donations must be approved by the Managing Directors and must not breach any provisions of the law. They may only be made to charitable institutions.

## **5. Insider knowledge**

To safeguard the integrity of Wincor Nixdorf, it is vital to avoid the transfer of confidential information that is acquired through access to specific knowledge while carrying out duties on behalf of the Group. No employee with internal knowledge of the Group's or a Group company's intentions or specific facts that have not yet been made public may pass this knowledge on to other persons within or outside the Group. This requirement to maintain confidentiality applies particularly to information that could influence the share price. It is essential that all employees subject to insider regulations observe the restricted periods during which they may not purchase or sell Wincor Nixdorf shares.

Employees may not pass on special project knowledge to others who are not involved in the specific project in question or to third parties, except for the purposes of the project and where all necessary measures have been taken to protect the confidentiality of the information.

Where there is any doubt, advice should be sought from the Compliance Officer.

## **6. Social responsibility**

Wincor Nixdorf is also conscious of its social responsibilities towards all the Group's employees in those countries where we have a presence. We place great importance on the active implementation of current international social standards (SA 8000 – Standard for Social Accountability) in our organization. These include, for example, a prohibition on the use of child and forced labor, the right of free association and collective

wage bargaining and demands for and the introduction of decent working conditions.

The Group is actively involved in measures to protect the environment and in promoting sustainable development. We support national and international efforts to ensure the health of the environment. In our operations and projects, we take care that environmental laws are properly observed and resources used efficiently.

## **III. Internal relations**

### **1. Fairness and respect for employees**

Wincor Nixdorf is aware of its responsibility towards its employees. At the same time, we expect all staff to be mindful of the company's best interests in their conduct towards others both inside and outside the business. In particular, it is expected that all employees behave in a friendly, professional and fair manner towards their colleagues and others outside the organization.

No one should be disadvantaged, favored, harassed or excluded on the basis of sex, ethnicity, race, origin, belief, disability or age. No actions should be taken that might undermine the dignity, personal rights or privacy of employees.

Long-standing conflicts should be resolved by the appropriate line manager and the personnel department, taking into account the interests of all those involved. Discrimination, harassment of employees, e.g. unfounded accusations, sexual harassment and bullying, will not be tolerated.

First and foremost, the conduct of all staff shall be based on trust. This is primarily achieved by ensuring that we are open in our communications. In turn, this openness also lies behind all decision-making. All staff must endeavor to contribute their own expertise to the relevant decision-making processes and to encourage their colleagues to do the same.

### **2. Staff development and training opportunities**

The career progress and professional development of our staff are vital to the success of the business. All managers are expected to hold a meeting with their team members at least once a year. During this meeting the manager should appraise and discuss the quality of the employee's work over the last year while giving the employee an oppor-

tunity to comment on his or her own duties, performance and working conditions and on the performance of the manager. Both should then agree a set of measures for the professional development of the employee.

The outstanding work performed by staff is vital to our growth. Consequently, we strive to support those with particular talents who contribute to the ongoing success of the business through their professional and social skills. Wincor Nixdorf provides suitable courses in professional and personal development and encourages its staff to make use of these opportunities.

It is in the best interests of the Group as a whole if employees can reconcile their working commitments with their private lives.

### **3. Occupational safety**

One of the principal objectives of the Group is to ensure the safety of its employees at the workplace. All staff who work in a dangerous environment either on or with hazardous equipment or products must be made individually aware by the responsible line manager of the safety rules which apply to the activity. All worker protection, occupational safety and environmental regulations must be strictly observed. All employees are responsible for ensuring that this is carried out in their own area. Safety rules must be applied without exception in the interests of each employee and his or her co-workers. Line managers are expected to set a particular example.

All plant and equipment must be carefully designed, regularly checked and serviced. Employees who use the equipment must be thoroughly instructed and trained. Instructions concerning accident prevention must be repeated at regular intervals.

Our aim is to supply customers with high-quality products that do not present any concealed risks. In the event that actual or potential risks are identified through the use of our products or in combination with our products, they must be reported immediately to the Quality Assurance officer. Buyers of Wincor Nixdorf products must be advised of all risks associated with the use of those products.

### **4. Safeguarding knowledge and research products**

The results of our developments in the fields of hardware and software are valuable assets of Wincor Nixdorf. Inventions, patents and other knowledge are of vital importance to the Group's future. Our developers and technicians are expected to carry out and document their work to the highest possible standards, in addition to passing on details of such activities in a manner that is conducive to the effective transfer of knowledge. The right to sole use of our inventions is the result of our investment in research and development. It is essential therefore to ensure that they are afforded proper legal protection.

Employees may not pass on operational knowledge or confidential business information to others outside the organization. Processes and techniques must be kept secret in all circumstances. The issue of licenses and the transfer of knowledge must be checked in detail by the responsible departments. In the case of product development, it is important to assess the legal situation particularly with regard to possible third-party industrial property rights. All such third-party rights must be respected. The same applies to third-party licenses.

Employees must not attempt to procure and make use of confidential information belonging to others outside the Group. Without exception, information about third parties should only be derived from generally accessible sources. Attempts to uncover details about the development work carried out by colleagues or others outside the organization are prohibited.

### **5. Protection of Group property**

Wincor Nixdorf provides its staff with equipment in order to complete their duties, e.g. appliances, machines, office material, computers and data carriers, for operational purposes. The private use of Group property is only permitted with the approval of the responsible line manager without whose consent the property may not be removed from the business premises. We will take action under labor and criminal law against anyone involved in theft or misappropriation of Group property. Computers are to be regarded as working resources and must only be used for operational purposes. Private data may only be stored within reasonable limits. The storage and use of computer games is prohibited.

Internet access, the Intranet and e-mail systems are also regarded as working resources and must only be used for operational purposes. In particular, the use of Internet access to view websites with sexual or racist content or sites that glorify violence is prohibited.

Employees who have direct or indirect access to cash flows relating to the Group must exercise a particular duty of care. The "four eyes" principle must be applied strictly to all transactions involving the transfer of monies or assets. In relation to inflows or outflows of cash and the posting of invoices, all conspicuous circumstances or irregularities that lead to the personal enrichment of an employee or another person outside the organization must be reported immediately to the responsible line manager or the Compliance Officer. Action will be taken under criminal and labor law against anyone involved in the theft or misappropriation of cash.

## **6. Data security**

All documentation and (electronic) data carriers must be locked securely away. This particularly applies to sensitive data concerning employees and to confidential business information. Computers must be protected from unauthorized access by changes of password. Transcripts or copies of data may only be made for operational purposes. Employees are not entitled to access information that is unrelated to their own activities. It is essential to maintain the confidentiality of postal correspondence and telecommunications.

All documents and records must be organized carefully so that the relevant work can be performed by a substitute at any time where required. To this end, all employees must ensure that they organize their records in a complete, clear and understandable fashion.

## **7. Duty of notification, sanctions and contact persons**

All employees are expected to report infringements of the values set forth in this Code of Conduct to their line manager, the responsible Human Resources Department or the Compliance Officer immediately and in full. Reports may be submitted in writing or verbally. However, to ensure credibility, reports should not be submitted anonymously. The report may be submitted anonymously in those cases in which a member of staff is of the opinion that the provision of such information could be to his or her detriment.

Managerial staff must organize their individual areas in such a way that reports of particular infringements reach them without delay. They are also responsible for actively initiating a dialog with employees and tracking compliance with the Code of Conduct.

All staffs are expected to review their conduct in the light of these guidelines and where necessary to make regular improvements within their own work areas to ensure that they comply with the Code. All employees have an individual responsibility to observe the Code of Conduct.

The Group's internal audit team conducts regular checks to ensure compliance with the rules and principles laid out in the Code of Conduct. This may involve interviews with staff, inspections of documentation and visits to local production sites.

The Code of Conduct lies at the heart of all our relations. It represents the fundamental values and duties of employees in their contact with others inside and outside the organization. All staff are required to familiarize themselves with its contents. Those in managerial positions are required to sign to indicate their acceptance of the Code and are responsible for ensuring that employees are made aware of its contents.

Disciplinary measures may be taken against anyone breaching the Code of Conduct and may, depending on the severity of the actions or failures, include termination of employment and further criminal proceedings.

Inevitably, there will always be questions about the interpretation of this Code of Conduct. If employees are in any doubt as to the correct course of action to take in particular circumstances, they should discuss the matter with their line manager or personnel department. Should it not be possible to clarify the situation in this way, further advice may also be sought from the contact persons listed below.

Paderborn, May 15th, 2007

**Contacts:**

**Legal Department:**

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