



Corporate Guideline

LABOR PRACTICE & HUMAN RIGHTS DECLARATION OF COMMITMENT

utimaco[®]

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Intro

UTIMACO GROUP includes all businesses operated by Utimaco Group companies (here: Utimaco).

LABOR PRACTICE AND HUMAN RIGHTS DECLARATION OF COMMITMENT

It is our policy to comply with all applicable laws, rules and publically know and available regulations concerning labor practice and human rights in all the countries in which we operate. All employees, managers and directors shall be treated fairly and with respect.

At Utimaco we take our social responsibilities very serious. The purpose of this commitment is to set out the values, principles and responsibilities Utimaco adheres to and expects from all of our employees, partners, distributors, resellers, advisors, consultants, contractors, agents and other intermediaries representing us with regard to labor practice and human rights.

Compliance with this commitment is a mandatory requirement.

Our LABOR PRACTICE AND HUMAN RIGHTS DECLARATION OF COMMITMENT is guided by the broad principles of the Universal Declaration of Human Rights (<http://www.un.org/en/universal-declaration-human-rights/index.html>) and the declarations of International Labour Organization (<http://www.ilo.org/public/english/bureau/leg/declarations.htm>).

1 LABOR PRACTICE & HUMAN RIGHTS

Utimaco depends on hiring the most talented employees in the industry. We are committed to respect our employees' rights at work.

- We prohibit discrimination based on culture, race, ethnicity, age, gender, sexual orientation, gender identity or expression, and physical or mental disability.
- We support a workplace that is free of violence and harassment.
- We respect the rights of our employees to organize and to be represented by the companies' works council in accordance with applicable local laws, and we support a constructive dialogue with employee representatives.
- We comply with local minimum age laws and requirements. At our company child labor and forced labor do not exist.
- We guarantee that our employees are compensated with salaries that meet the legally required minimum or exceed it.
- We prohibit physical abuse and harassment, and the threat of it.
- We limit the working hours per days and grant recovery time according to the labor laws.
- We guarantee the rights of our employees for leisure time and recovery in accordance with local labor laws.
- We provide a safe and health-promoting workplace for our employees worldwide according to local labor protection laws.
- We minimize exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicles and fall hazards) through proper design and safe work procedures.
- We identify and assess emergency situations (e.g. fire in the building or injury of a person) and minimize their impact by implementing emergency plans like evacuation procedures and having trained first-aider as member of the staff.
- We invest in education and human resources development to keep up and increase our employees' long-term employment.

This commitment extends to all of our business dealings and transactions in all countries in which Utimaco and/or our subsidiaries operate. Local custom and practice is never a justification for departing from this commitment. Every employee and every person associated with Utimaco business is covered by this declaration of commitment.

Employees will never be penalized for compliance with these policies and procedures, even if Utimaco loses business or money as a result. If employees have concerns or suspicions about anyone's conduct or instances where there may be non-compliance with these policies, our employees are required to report them quickly to allow those concerns and suspicions to be promptly investigated and responded to.

Each of us must take personal responsibility for abiding with this commitment.

If an employee have such suspicions and he doesn't report them, he could face disciplinary action up to and including termination of his employment.

2 SCOPE

Universal application

This commitment applies to all of Utimaco business units and extends to all our majority owned business dealings and transactions in all countries in which we or our subsidiaries and associates do business. This commitment applies in all countries in the world regardless of local practice and custom.

This commitment applies to all staff, officers, directors, and employees (including temporary workers) in our business worldwide. It applies as well to our agents, partners, resellers, distributors, contractors, and other intermediaries acting on our behalf or representing Utimaco. All activities carried out on Utimaco behalf must be compliant with this commitment regardless of local laws or culture.

Utimaco operates a policy of individual accountability. We are each accountable for compliance with this commitment.

Disciplinary procedure

Failure to comply with this commitment will be grounds for termination or other disciplinary action. Any questions concerning this commitment may be addressed to Utimaco's Managing Directors.

Administration of the commitment

Utimaco's Chief Financial Officer or a dedicated Nominee from the legal department will conduct the day-to-day administration and enforcement of this commitment. Utimaco's Board retains the ultimate responsibility for ensuring that we all comply with the zero-tolerance approach to human rights.

Any form of discrimination, retribution or retaliation against anyone who has, in good faith, reported a possible violation of this commitment or refused to participate in activities that violate this commitment is prohibited and will be treated as a serious disciplinary matter.

Utimaco's board will review the implementation of this commitment to test its adequacy and effectiveness from time to time and shall make improvements as appropriate.

3 RESPONSIBILITY

Every one of us must take individual responsibility for complying with this commitment.

Each employee of Utimaco must read, be familiar with, and strictly comply with this commitment which shall be available on-line and in hard copy via our HR function. Training on all applicable laws and regulations shall be compulsory upon joining the organization and from time to time by way of refresher and up-date.

The Utimaco's board of directors has overall responsibility for this commitment, and for reviewing the effectiveness of actions taken in response to concerns raised under this commitment. Various officers of Utimaco have day-to-day operational responsibility for this commitment, and must ensure that all managers and other staff who may deal with concerns or investigations under this commitment receive regular and appropriate training.

Utimaco Human Resources Managers and Utimaco Managing Directors will review this commitment from a legal and operational perspective regularly.

All of Utimaco staff are responsible for the success of this commitment and should ensure that they use it to disclose any suspected danger or wrongdoing. Staff is invited to comment on this commitment and suggest ways in which it might be improved. Comments, suggestions and queries should be addressed to your local Human Resources Manager or to Utimaco Managing Directors.

Any questions or concerns relating to this commitment should be addressed to Utimaco's CFO directly: frank.nellissen@utimaco.com

Aachen, 10 February 2016

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