

## D C Unannounced Inspections

### (Attachment 1 to the Policy on Global Antitrust Compliance)

Date of issue:	1. September 2015
Issued by:	Group Legal Services
Status:	Approved by EC on 19 <sup>th</sup> May 2015
Replaces the following document:	none
Contact person in case of questions:	Head of Group Compliance

#### Table of Contents

- I. Scope of Application ..... 2
- II. Purpose ..... 2
- III. Responsibilities ..... 2
  - 1. Inspections at Oerlikon Group level..... 2
  - 2. Inspections on Oerlikon Segment level ..... 3
- IV. Appendix ..... 3
  - 1. Appendix 1: Group Template on Alert Diagrams for Inspections ..... 3
  - 2. Appendix 2: Guideline on Rules of Conduct during Inspections..... 3

### I. SCOPE OF APPLICATION

This Directive on Unannounced Inspections (hereinafter referred to as Directive) applies worldwide to all employees of OC Oerlikon Corporation AG, Pfäffikon and its affiliates ("**Oerlikon Group**") regarding unannounced inspections ("**Inspections**") by authorities such as police, tax, customs, export control, environmental and antitrust authorities (Investigating Authorities).

This Directive applies not only to Inspections of Oerlikon Group's business premises, but likewise to Inspections of residential premises and vehicles of employees of Oerlikon Group.

### II. PURPOSE

Inspections represent a serious invasion of the right to privacy and are therefore allowed only in certain specific circumstances.

Announced inspections are less invasive in nature and can be prepared by the competent functions. Therefore the focus of this Directive lays on the Inspections as defined above.

This Directive serves to ensure that all persons involved conduct themselves in a lawful and professional manner.

### III. RESPONSIBILITIES

The responsibilities relating to Inspections are set out as follows in relation to **Oerlikon Group**:

#### 1. Inspections at Oerlikon Group level

- The Group CEO (or in his absence, the Oerlikon Group CFO or another member of the Executive Committee) defines the Head Representative of the Oerlikon Group. He shall supervise the reaction of Oerlikon Group to the Inspection, shall determine the persons involved and shall be the primary contact person for the Investigators.
- The Oerlikon Group General Counsel (or in his absence a defined deputy) shall assist the Head Representative of the Oerlikon Group during the Inspection. He shall welcome the investigating authorities jointly with the Head Representative of the Group and shall coordinate the actions of the persons involved in the Inspection according to the instructions of the Head Representative of the Group. Furthermore, he shall advise the persons involved on issues concerning sealing, refusal to give evidence and any other legal questions.

## 2. Inspections on Oerlikon Segment level

The responsibilities relating to Inspections are set out as follows in relation to **Oerlikon Segments**:

- The Segment CEO (or in his absence, another member of the Segment Management Team) defines the Head Representative of the Segment, respectively. He shall supervise the reaction to the Inspection, shall determine the persons involved and shall be the primary contact person for the inspectors.
- The Segment Legal Counsel (in his absence a defined local deputy) shall assist the Head Representative of the Segment during the Inspection. He shall welcome the investigating authorities jointly with the Head Representative of the Segment and shall coordinate the actions of the persons involved in the Inspection according to the instructions of the Head Representative of the Segment. Furthermore, he shall advise the persons involved on issues concerning sealing, refusal to give evidence and any other legal questions.
- The Segment CEO (or in his absence, another member of the Segment Management Team) shall immediately inform the Oerlikon Group CEO, the Oerlikon Group CFO and the Oerlikon Group General Counsel and consult with them on the reaction to the Inspection. Each Segment CEO shall be responsible for the implementation and continuous updating of the Group Template on Alert Diagrams for Inspections (**Appendix 1**) in the respective segment companies as well as the information and training of the segment's employees pursuant to the attached Guideline on Rules of Conduct during Inspections (**Appendix 2**). In case of an Inspection by an antitrust authority, the Oerlikon Group General Counsel at Oerlikon Group level and the Segment Legal Counsel at segment level shall assess as soon as possible and in consultation with the respective Head Representative of the Oerlikon Group/Segment and/or an external consultant whether it is advisable to immediately apply for leniency if there is a leniency program available in the respective jurisdiction.

## IV. APPENDIX

1. **Appendix 1: Group Template on Alert Diagrams for Inspections**
  2. **Appendix 2: Guideline on Rules of Conduct during Inspections**
-