

Kick-Back Payments Directive

29 August 2013

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1. General provisions

Kick-back payments are defined as certain amounts of money that are paid back by the one contractual party to the other (e.g. payment of a certain amount to a customer of AFG on the basis of the revenue generated). The following provisions shall also be applicable for all types of commission payments. Such payments are generally only permitted on the condition that the preconditions mentioned in the following are fulfilled. In the event of non-compliance with these provisions, AFG Arbonia-Forster-Holding AG, its group companies or its employees can be held liable under Swiss law or foreign law.

2. Payments to third parties

Making kick-back payments to third parties is permitted under the following cumulative conditions:

- a) The basis for making kick-back payments is always a written agreement.
- b) Kick-back payments shall be made to companies that have generated the revenue that serves at the basis for the kick-back payment and is a contractual party.
- c) Kick-back payments shall always be paid by bank transfer. Cash payments are not permitted.
- d) The transfer shall go to an account held in the name of the company that is entitled to the kick-back payment.
- e) The account to which the transfer is made must be held at a bank in the country of domicile of the entitled company.
- f) The company that generated the revenue that serves as the basis for the kick-back payment shall be sent a statement of the kick-back payments.

No sham contracts may be entered into to circumvent these provisions or the provisions of national laws (e.g. tax law).

3. Payments to employees

All agreements between AFG employees and a customer which are intended to give the employee a pecuniary advantage are not permitted. One example of the acts prohibited is the promise of an employee to give the customer a discount, with a simultaneous agreement to split this discount between the customer and the AFG employee.

4. Sanctions

Non-compliance with these provisions can result in labour, civil and/or penal law consequences.

5. Disclosures

Disclosures in conjunction with the Kick-Back Payments Directive are made by the Head of Legal & Compliance.

6. Effective date

This directive shall enter into force immediately.

Arbon, 29 August 2013

AFG Arbonia-Forster-Holding AG

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