

SAL Compliance Standard	
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## 1 GENERAL

Compliance stands for respecting statutory provisions and voluntary regulations to which one commits to with the intention of risk minimization.

SAL Heavy Lift GmbH is committing to such.

Background to this is the objective and target for economic success, a high level of integrity and corporate responsibility. The management, the employee our business partners and our customers can trust that our business conduct is based on reliability and fairness and that by doing so we contribute to corporate responsibility.

Breaches which have influence on the reputation and which endanger the existence of the company and indirectly can endanger the member of the SAL shall be avoided. Also via compliance every individual of the company shall be protected to make serious and expensive mistakes.

### 1.1 Purpose and Scope

As affiliated company to Kawasaki Kisen Kaisha, Ltd. and hence as a member of the “K”- Line Group SAL is bound to the STD 012.03 Charter of Conduct and the Implementation Guideline including compliance.

The intention of this Standard is to highlight general principles of compliance for day to day work i.e. it serves as orientation and guidance for decisions and operations of the company and for every individual.

### 1.2 Modifications

This guideline is subject to modifications and interpretations in order to adapt to change in legislation or practice.

### 1.3 Abbreviations and Definitions

#### Abbreviation

SAL	<b>SAL Heavy Lift GmbH</b>
CEO	<b>Chief Executive Officer</b>
COO	<b>Chief Operating Officer</b>
EO	<b>Executive Officer</b>
“K”-Line Group	<b>Kawasaki Kisen Kaisha, Ltd. and any subsidiary</b>
i.e.	<b>Id est</b>



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## Definitions

- gender rule            This document uses for female and male employee the term employee. Same applies equally for other gender specific terms.
- employee              Anybody employed by SAL Heavy Lift GmbH
- Board                    Is the joint definition of the CEO, COO and the EO(s) of SAL.

## 1.4 Major changes compared to last revision

New Document



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## 2 RESPONSIBILITY AND AUTHORITY

Chief Executive Managing director, Member of the Board  
Officer

Chief Operating Managing director, Member of the Board  
Officer

Executive Officer Proxy holder with sole power of representation, Member of the Board, coordination point for compliance matters

Compliance officer In-house lawyer, appointed by Managing Director to implement and maintain a compliance management system

Employee **Binding effect**

As non-closing document this standard defines the minimum standard toward the behavior.

This means that it is expected that every employee is exercising his job in earnest, impartial and in such a manner that the company is in abashment.

Every employee is expected to comply with any applicable statutory provisions. Also SAL internal regulations are binding.

Breaches are not tolerated. Same can lead to consequences and irrespective to further civil- or criminal provisions can lead to disciplinary actions or can lead to the termination of an employment contract.

Board Is the joint definition of the CEO, COO and the EO(s) of SAL.

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### 3 KEY ELEMENTS

The following gives concrete directions for behavior for selected topics.

#### 3.1 Intercourse with clients and third parties

##### 3.1.1 COMPETITION LAW/ ANTI TRUST LAW AND CORRUPTION

###### 3.1.1.1 COMPETITIONS LAW/ ANTITRUST LAW

We respect the competition and antitrust laws of all countries in which we are active. Amongst others such laws prohibit formal or informal agreements and arrangements between competitors on price, terms of sale or the sectioning of markets.

#### [Appendix 1 – Compliance Policy Statement to competition law / antitrust law: Golden Rules](#)

###### 3.1.1.2 CORRUPTION

###### *Introduction to corruption*

Corruption is about the misuse of a special position of trust in a function in the economy, administration, politic, justice or a noneconomic organization and association. Corruption is aimed at achieving a material or immaterial benefit to which no legal or factual- objective based claim exists.

###### *Anti-trust general rule*

Employee, supplier, partner and other third parties which act on behalf of the company are not allowed to give or accept presents or hospitalities in case such have influence on the ability to judge or can be seen as an influence.

#### [Appendix 2 – Corruption policy statement](#)

##### 3.1.2 COMBATTING MONEY LAUNDERING

Money laundering is recognized as the factual possession, the trade or the assistance to possess or trade asset values which have been achieved by a criminal offence. Especially following criminal offenses are prior criminal offences to money laundering: theft, drug traffic, terrorism, accounts fraud and corruption.

Such actions are not supported and are not tolerated.

SAL applies the four eye principal so that important decisions cannot be made by one person. Any invoice needs to be countersigned by a superior and is such subject to further control.

Any SAL employee is obliged to report suspicious behavior. The applicable accounting regulations have to be accepted.

##### 3.1.3 TRADE CONTROLS

We respect all export control- and customs regulations as well as any regulations which apply in the countries of or business trade.

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### **3.1.4 BUSINESS RELATIONS**

#### *3.1.4.1 GENERAL RULE*

SAL is expecting from business partners to comply with the STD 012.03 Charter of Conduct and implementation Guideline and this STD 011.03 SAL Compliance Standard.

#### *3.1.4.2 BACK TO BACK*

Business partners shall (i.e. where appropriate and reasonable) be held liable to respect the content of these standards and to assure that its employees and other persons working on their behalf do respect the values of this guideline.

#### *3.1.4.3 INSURANCES*

Proof of existing appropriate insurance cover is to be requested from business partners where appropriate and reasonable.

### **3.2 Avoiding conflict of interests**

#### **3.2.1 GENERAL RULE**

Every employee is responsible to avoid situations and relations which imply actual or potential conflict of interests. A conflict of interest can occur when an employee makes an arrangement which is not in the interest of the company or is in conflict with the interests of the company or that is in conflict with your ability to efficiently fulfill your function. Activities that give the impression that an employee does not fulfill the function impartially or integrally shall be avoided.

#### **3.2.2 COMPETITION TO SAL**

Whilst employed by SAL you are not allowed to compete with the company.

#### **3.2.3 SECONDARY EMPLOYMENT**

Without the prior approval of the company SAL employee will not for their own benefit or for the benefit of a third party maintain a business or be business partner in another company hence will not take in a secondary employment.

#### **3.2.4 HANDLING OF COMPANY PROPERTY**

SAL employees have to treat company facilities and property with upmost degree of care. Such objects are only to be utilized for an intended, purposive, efficient way and in a cost-conscious manner.

#### **3.2.5 BALANCE AND BOOK KEEPING**

We request faithful and correct record and reporting regarding finances so that responsible decisions can be made. All books and records and accounts have to reflect the business transactions correctly and in compliance with the principals of accounting and company and finance guidelines. No document is subject to counterfeiting. No black accounts can be opened with company fortune.

SAL employees are to be aware of results which do not correspond with services they are based on and to transaction without visible business purpose.

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SAL employees are requested to answer all inquiries of the management, auditors and investigators correct and outright. No important information can be hold back. SAL employee are requested to keep documents in line with the applicable laws and according to the internal rules on archiving.

### **3.2.6 INSIDER KNOWLEDGE**

The provisions of the Securities Trade Act to insider information and trade of securities have to be respected.

It is illegal to purchase or sell shares/ stocks or other securities based on insider information. It is also illegal to communicate insider information to other persons so that they can purchase or sell shares/ stocks or other securities. When you are in possession of insider information of a company you are not permitted to trade or pass on such information to others with the intention that they can trade.

Insider information is any non-public information which an investor potentially classes as important to make an investment decision.

### **3.2.7 CONFIDENTIALITY**

The employee is obliged to keep silence about knowledge he has received concerning procedures or business activities no matter how they reached him. This applies especially for company secrets and business secrets. It includes observations and experiences he made during the work. This duty to secrecy applies also after the end of his contract but in respect to the own experiences only to that extent that this knowledge is not necessary for the own occupational development.

I.e. we treat all business matters of which we receive knowledge in connection with our function strictly confidential irrespective if they are connected to the “K”- Line Group or to a customer and treat them with the utmost degree of care when archiving such. To forward or treat information received subject to confidentiality unfaithfully is not tolerated.

### **3.2.8 INTELLECTUAL PROPERTY**

SAL and its employee respect the intellectual property of others and last also respect the intellectual property of SAL, i.e. especially copy rights and property rights as trademarks, patents, laws against unfair practices and business secrets also by entering and complying to non-disclosure agreements.

## **3.3 Data protection and data security**

SAL respects the privacy of all employees and contracting parties. SAL respects all applicable provisions in regards to collecting, treating and using of data in connection with persons. All data in connection with persons have to be treated with the due diligence and need to be protected from attacks. Data security is taken care of by respective security systems.

## **3.4 Environment, Security and Safety, health and work safety**

The protection of the environment, security and safety, health and work safety has priority and is taken care of by respective management systems. Each employee has to contribute to these values by his own behavior and needs to pay attention to same.

## **3.5 Anti- discrimination**

In the process of choosing employee and in the continuous development of employee we are bound to the principal of change equity without discriminating due to age, disabilities, ethical origin, color, sex, pregnancy,



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sexual identity, nationality, religion, civil status or other criteria. We judge our employee based on their performance and give them frank feedback. We do not tolerate false or harmful assumptions or similar behavior which can do harm to our customers, employee, shareholder or SAL.

### 3.6 Press and public relations

Also outside your business activity SAL employees are obliged to act in a manner not to influence to reputation of the company. For concrete inquiries reference is to be made to the department for Marketing also in charge for communication or directly to the board. Without prior approval from a member of the Board you are not allowed to make any declarations in the name of the company towards press, newspapers or other sources. In case you direct inquiries to the department for marketing same will clarify the matter.



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#### 4 COMPLIANCE ORGANIZATION

The compliance officer is ordered to implement, maintain and control the compliance system. In addition the compliance officer is contact person for all employees for questions relating to compliance. He is also in charge for collecting information on possible compliance breaches.

It goes without saying that the employee can also address matters to their superior or other appointed persons or compliant institutions.



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## 5 IMPLEMENTATION TO SUBSIDIARIES

Subsidiaries of SAL are requested to implement the content of the STD 012.03 Charter of Conduct and implementation Guideline as well as this standard accordingly in their respective legal systems.



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**6 RECORDING AND ARCHIVING**

Doc No / Title	Who	Where	Duration
STD 011.03 - SAL Compliance Standard	Compliance Officer	Archive Brooktorkai 20 compliance officer legal	Minimum 10 years



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## 7 CROSS REFERENCES

Reference	Title
1.1.2 PURPOSE OF THIS SAL COMPLIANCE STANDARD	STD 012.03 - Charter of Conduct and implementation guideline



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## 8 APPENDICES

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## [Appendix 1 – Compliance Policy Statement to competition law / antitrust law: Golden Rules](#)

### **Golden rules (day to day)**

- DO NOT discuss pricing with competitors including rates for fuel surcharges, terminal handling fees and other surcharges.
- DO NOT share other confidential information with competitors, such as matters concerning costs, customers, market conditions or forecasts.
- DO NOT make any agreements with competitors which inhibit you from competing for accounts.
- DO NOT discuss any collaborative service or operational arrangements and /or agreements with competitors without prior senior management approval.
- However DO report as soon as possible to your immediate manager, Managing Director and/or Compliance Officer, if you become aware of any circumstance that may indicate a breach of any of these rules by one of your staff. Or equally if you learn of any third party approaches which may be in breach of the rules.

If you have any doubt at all regarding a proposed discussion, agreement or activity, ask for advice and guidance at any time.

### **“Hotlining” is strictly prohibited**

It is also very important to note that „HOTLINING IS STRICTLY PROHIBITED”. For example, you must never contact other lines to find out about their individual rates or tariffs, commercial strategy, operational costs, or client lists.

### **Golden rules (trade associations)**

At trade association meetings, you cannot exchange any recent or current information as to prices and charges.

Nor can you adopt any decisions or recommendations as to prices and charges.

Equally you cannot discuss individual capacity plans, long- term capacity withdrawal plans and other forms of capacity regulation, non- utilization deals or “freezes”.

The same is also true for short term capacity programs to deal with an unexpected emergency, for instance in the case of war.

And with the EC legislation, tariffs for inland or multimodal transport cannot be discussed or can information be exchanged on output and sales, unless it is sufficiently historic and aggregated.

Further forbidden actions at trade meetings would be to adopt membership rules aimed at excluding particular members, or indeed the adoption of mandatory standard terms and conditions to be used by all members.

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## Appendix 2 – Corruption policy statement

1. Employees are not permitted to grant or accept to ask for or request presents or other attentions form customers, potential customers, suppliers, potential suppliers or other persons appearing in connection with official business which hereby potentially have influence to business decisions of our company; not decisive is the occasion or cause of the present or the attention.
2. Employee are especially not allowed to accept presents or attentions form customers or suppliers or third parties in case the intention behind it is to reward or acknowledge a decision in connection with the business duties respectively with decisions that have been made in connection with the employment.  
  
I.e. monetary attentions are not to be accepted at all. Presents or attentions are only allowed to be accepted under the condition they do not exceed a value of Euro 50 and due to lack of accumulation and based on the circumstances of the individual case are not suitable to influence dishonest. Such attentions need to be made transparent.
3. When dealing with public official no the exchange of any kind of attention is prohibited.
4. Any present and any attention outside the scope of 2 sentence 3. has to be rejected unless same would be unappropriated under the concrete circumstances. The offer of the acceptance of such a present of attention has to be reported to the superior. Where indicated same has to check more detailed. Any present or attention based on 4 sentence 1 has to be reported to the compliance officer. Such presents or attentions will be donated to a charity institution.
5. For the entertainment to customers, potential customers, suppliers, potential suppliers, contract parties to the company and potential contract parties as well as further by our employees the following applies: presents or attentions can only be granted in case they are within the limit of a value of 50 Euro and due to lack of accumulation and based on the circumstances of the individual case are not suitable to influence dishonesty. Such action needs to be made transparent.  
  
Same applies for the entertainment of employee by customers, potential customers, suppliers, potential suppliers, contracting companies, potential contracting companies and other third parties.  
  
Public officials are not to be granted presents or any kind of attention nor is it allowed to receive such services from them.
6. SAL only grants donations for education, science, culture, art and for social or humanitarian purposes but not for political purposes. Donations can only be granted to a charitable institution receiving a donation note triggering the deductibility. No donations can be granted if same is asked for by a public official. Any donation is subject to prior approval by of EO or superior.
7. Sponsoring is in the sole discretion of EO or superior. Such activities need to be transparent, based on a written contract, intended for legitimate purposes and in need to be proportional to the counter value, which the host offers.
8. Exceptions from above are subject to prior written approval of EO or superior.
9. In any case any applicable regulation of in foreign countries to be respected.