



FEC – CODE OF CONDUCT 2015

FOREWORD

The FEC (Federation of the European Cutlery, Flatware, Hollow ware and Cookware Industries and Brands) is a Non-Profit Association according to the 1901's French Law. Its purposes are to determine and consider problems of common interest to its members and to represent their mutual interests, especially in the following fields:

- a) lobbying activities relating to general interests in the sector, towards European, and national, and if necessary international authorities,
- b) standardization and normalization,
- c) safety and health issues concerning end-consumers and employees,
- d) environmental issues,
- e) social compliance,
- f) quality and values criteria.

STATEMENT

The FEC carries out its activities according to applicable laws, in particular anti-trust law. The FEC thinks it is important to confirm this by adopting a Code of Conduct. This Code of Conduct shall be binding on all members as well as on other participants irrespective of their membership grade, the role they fulfill, or their respective jurisdiction, when taking part in activities of the FEC.

PROCEDURES

- 1) Meetings of the FEC will only take place after the members have been officially invited in written form. The invitation has to show the agenda of the meeting specifying the topics to be discussed and resolutions to be made.
- 2) These meetings will always be documented in minutes. They will be sent to all or at least to the participating members. Every participating member is entitled to comment to the minutes in case it feels that important aspects are not shown accurately. Such comments have to be sent by the FEC at least to all addressees of the original minutes as well. These minutes and any comments hereto must be kept by the secretariat for a minimum of 10 years.

CODE OF CONDUCT RULES

1) ACTIVE TOPICS

The following topics constitute the core interest of most of the FEC's activities. The topics do not represent any conflict under applicable antitrust law. Any topics being in conflict with applicable antitrust law are thus prohibited (see Section 2, Prohibited Topics).

a) Gathering cyclical economic sector data and information on the sectors business climate in order to aggregate and if required to release in aggregated form, to represent the sectors macro economical developments. The released data will never directly or indirectly disclose information on any individual (member) company or any other information in contradiction to antitrust law.

b) Lobbying activities relating to general interests in the sector and concentrating on legislation and standardization and other public issues which may affect the sector.

c) Standardization issues as long as

- the standard-setting procedure is transparent and open for participation by any interested party
- there is no obligation to comply with the standard - except when governed by law
- access to the standard is provided on fair, reasonable and non-discriminatory terms
- any discussions within the standard-setting procedure are restricted to technical aspects.
- standardization is aimed at the compatibility of products and of technical progress, to the benefit of the end user.
- standardization is aimed at the declaration on the products, on the packaging or the instruction manual to be clear and correct.
- standardization is aimed at pictograms, labelling and hallmarks which have to be used to be easily understandable and instantly recognizable as well as common to the profession.
- these concern the designation of origin which will be respected as far as a clear "country of origin legislation" exists.

d) Safety and health issues

The FEC actively promotes, and its members have to consider the most actual health and safety aspects for their products. This refers to the end user but also to the methods used for production and the working environment of the employees.

e) Environmental issues

The FEC actively promotes, and its members take responsibility for the environmental aspects of their products, for packaging, process engineering, logistics and manufacturing environment .

f) Social compliance

The FEC members

- interact with each other in a fair and straightforward way and are honest and loyal
- respect the dignity and personality of every individual and do not tolerate any discrimination, harassment or offensive behavior
- bear personal responsibility not to damage the reputation or integrity of the business sector
- commit themselves to ensure that the products commercialized are manufactured under proper working conditions respecting human integrity, without the use of child labour.

g) FEC members comply with applicable antitrust law worldwide.

2) PROHIBITED TOPICS

THE FEC and any of its members undertake to refrain from any action or behavior that is or may be deemed to be a violation of applicable antitrust law. This includes – but is not limited to - the following topics which are strictly prohibited and out of bounds during, before, and after meetings of bodies, committees, etc... within the FEC, in particular when information on these topics is exchanged between companies which might be considered as active or potential competitors, irrespective if this information is exchanged formally or informally:

- a) sales prices, rates, (intended) price adjustments, recommended prices, discounts, mark-ups and other price-related topics concerning products or services of member companies
- b) division / sharing of the market, e.g. by allocating a specific geographical area, specific customers or specific groups of customers to specific members
- c) restriction of production or sales
- d) pre-consultation referring to responses to invitations for making offers to potential clients
- e) exchanging market information by the individual members, i.e. information about production, turnover, sales, investments , divestments, R & D expenses and other information, as far as this is related to specific product groups or services that may be regarded as commercially sensitive information
- f) exclusivity for specific members to represent producers or importers

g) boycotting specific suppliers or customers

h) corruption in any possible form paying or accepting bribes

i) any other topic that could lead to co-ordination of market behavior restricting competition

j) any other topic that could decrease the general uncertainty of the members about future market relevant actions of the other members.

3) TOPICS THAT MAY REPRESENT A PROBLEM.

The following topics might (under certain circumstances) cause a problem from an antitrust law point of view. Such topics can only be discussed after proper consultation of an expert in antitrust law.

a) general terms and conditions of sale and delivery. If these pertain to sensitive competitive parameters (e.g. prices, rates, manner of indexation, on-charging specific costs) or if the use of the conditions is mandatory, the competition authorities might object and might initiate further proceedings.

b) in principle the Secretariat of FEC is allowed to collect commercial information about individual companies and to make this available to the members in an aggregated manner. In any case it must be absolutely guaranteed that no conclusion on individual companies, purchase/supply agreements or transactions can be deducted from this aggregate information. In some EU countries the national competition authorities only allow such statistics systems if the collected information can be qualified as sufficiently historical, e.g. representing data of at least one year before and / or if the information is published.

CONFIDENTIALITY

All members undertake to hold in confidence and not to disclose to any non-member any information provided by or on behalf of the FEC. All members undertake to legally bind their respective directors, employees, advisors etc. to confidentiality with regard to information provided by or on behalf of the FEC. The obligation for confidentiality shall not apply, to such information and/or to any part thereof which:

- (i) is generally known to the public at the time of disclosure or becomes generally known through no wrongful act on the part of the respective member,
- (ii) becomes known to the member through disclosure by sources other than FEC having –to the best of the member’s knowledge–the legal right to disclose such information,

- (iii) was known to the member on a non-confidential basis prior to the disclosure by FEC; given that the respective member has proof hereof,
- (iv) is required to be disclosed by the member to comply with applicable laws or governmental regulations, provided that the member takes reasonable and lawful actions to avoid and/or minimize the extent of such disclosure.

CONCLUSION

Any company that is a member or an associated member of the FEC, agrees to comply with the Code of Conduct and to promote the values and principles expressed therein.

Any infringements against these values found by any member must be communicated to the Director’s Committee, the President or Vice President(s), in order to take appropriate actions and terminate the membership of the company concerned, if necessary.

TO BE SIGNED BY EACH FEC MEMBER COMPANY.

Date

Company Name/Signature

Company stamp:

Name of person to sign and exact function: