

Issue date:		
	Code of Conduct	
Supersedes:		
MHPS-EDE Doc.-No		

Revision directory (Previously implemented versions can be requested at Department PY)

Name / Dept. Date				
Name / Dept. Date				
Name / Dept. Date				
Name / Dept. Date				
Name / Dept. Date				
Name / Dept. Date				
Name / Dept. Date	Silke Diekert / LE3 16.02.2017	Kerstin Wedemann / LE 16.02.2017 Kris de Bruyne / IA/IC&C 17.02.2017	--	
	Prepared by	Checked by	Rev.	Description of change

Table of Contents

Mission Statement	4
1. Introduction and Objective	5
2. Policy Principles	5
3. Managers	6
4. Risk Assessments	6
5. Bribery	6
6. Reporting Bribery	7
7. Corporate Hospitality, Gifts & Entertainment	7
8. Dealing with Government Officials and Political Parties	7
9. Dealing with Customers, Suppliers and other Third Parties	7
10. Charitable Donations and Contributions	8
11. Dealing with Fellow Members of Staff	8
12. Protection of Assets and competition-relevant Information	9
13. Intellectual Property	9
14. Conflict of Interest	9
15. Communication	10
16. Corporate Responsibility	10
17. Compliance	10
18. Questions	11
19. Notification / Retaliation	11
20. Appendix	11

Documents referred to in the Code of Conduct

- 1. Entertainment, Hospitality and Gift Authorization Form**

Policies referred to in the Code of Conduct

- 1. Anti-Corruption Guideline**
- 2. Policy on Checking Business Partners**
- 3. Whistleblowing Policy**
- 4. MHI Group Global Code of Conduct**
- 5. Mitsubishi Hitachi Power Systems Europe, Ltd. Code of Conduct**

Dear Colleagues,

It is our mission to conduct all business relations with customers, business partners, employees and the public in a professional and ethical impeccable manner. This aim can only be achieved if all of us comply with applicable laws, internal regulations and especially our Code of Conduct. Compliance serves to protect against sanctions, helps maintaining the trust of our business partners in our Company and enhances our stability and growth.

The requirement of the MHI and MHPS group of companies to conduct all business activities in an ethically and legally correct manner is inextricably linked with the way we perform our daily work at Mitsubishi Hitachi Power Systems Europe GmbH (MHPS-EDE or "the Company"). We therefore expect all our employees and third parties, who work on our behalf, without exception to comply not only with internal rules but also with all applicable laws, to avoid any conflict of interest, protect the Company's capital assets and to take into consideration the customs, traditions and social values of all the countries and culture areas in which we do business.

Misconduct, including unapproved alternative solutions or workarounds, is never in the interest of MHPS-EDE.

The Management Board endorse the Code of Conduct. We do not just demand compliance from each individual; we ourselves fully comply with it at any time and without restrictions. By doing so, we will all achieve long-term success for MHPS-EDE.

Duisburg, 21 February 2017



.....



.....



.....



.....

1. Introduction and Objective

This Code of Conduct applies, without exception, to all employees (including executives and members of the management) of Mitsubishi Hitachi Power Systems Europe GmbH (MHPS-EDE). These rules help us answering the ethical and legal issues we may encounter in conducting our daily business, in strategic considerations and in decision-making processes in a proper and reasonable way.

The MHPS-EDE Code of Conduct must be read in conjunction with the Mitsubishi Heavy Industries Group Global Code of Conduct, the MHPS-EDE Anti-Corruption Guideline as well as the Code of Conduct and Anti-Corruption-Guideline of Mitsubishi Hitachi Power Systems Europe, Ltd.

Our Code of Conduct is not static, but is subject to further development and adjustment as a result of the continuously changing legal and economic conditions which MHPS-EDE has to comply with.

Employees are encouraged to discuss questions and/or difficulties in relation to the Code of Conduct or business policies with their direct supervisors. Supervisors are responsible for solving conflict situations as quickly as possible. The MHPS-EDE Compliance Office supports employees and supervisors with questions concerning the Code of Conduct or the Company's business policies.

Any indication that this Code of Conduct has been or is being violated should be reported to your manager and to the Compliance Office immediately.

2. Policy Principles

The honesty, integrity and ethical behaviour of the Company's staff is fundamental to our reputation and success. Adherence to this Code is of great importance to the Company and as such, any violation will be taken seriously and dealt with appropriately.

Each of us has an individual responsibility to uphold this Code, follow all legal requirements and stress the importance of proper behaviour to our colleagues. Each of us will be held accountable for any failure to adhere to these obligations.

This Code sets out the standards of professional and ethical conduct that the Company expects from all employees. Equivalent standards of conduct are also expected from all agents, consultants, or other persons acting on behalf of the Company. Employees and others are expected to treat compliance with this Code as an important element of their relationship with the Company.

If, at any time, any member of staff has a concern about what is proper conduct for them or anyone else, they should report it to their manager, the Compliance Office or a member of the Human Resources (HR) Department or the Works Council.

All staff have an obligation to report any suspected violation of this code. If you feel your concern is not being properly addressed you should take it to a higher level of management or the members of the Management Board.

To the best of their knowledge and to the extent that they are reasonably able to do so, all staff must at all times:

- Act with honesty and integrity and handle ethically any actual or apparent conflicts of interest between personal and professional relationships;
- Ensure that any public filings or announcements, whether they be statutory or regulatory filings or other documents created or issued are accurate, full, fair, timely and understandable in all material respects;
- Ensure that the Company complies with all applicable governmental laws, rules and regulations, as appropriate;
- Ensure that the Company complies with applicable laws, rules and regulations in every country in which the Company operates;

- Pro-actively promote ethical and honest behaviour within the workplace and within the finance function in particular, for example through regular training, the completion of risk assessments and review of Company procedures; and
- Report promptly any suspected actual or potential violations of this Code to the manager, the Compliance Office, HR Department and/or Works Council.

3. Managers

Managers, by virtue of their positions of authority, have a special responsibility to be ethical role models in all dealings both inside and outside the Company.

Through their participation in ethical conduct and anti-bribery training they must work to develop their staff's commitment to the Company's principles and ability to make sound ethical judgments. They must also be alert to signs that an ethical lapse has occurred and promptly address legitimate concerns.

Employee questions and reports of wrongdoing must be treated with care and evaluated in a thorough and timely manner. The Company strictly prohibits any retaliation against an employee for raising an integrity concern in good faith. Managers must carry out and document regular risk assessments in relation to their part of the business.

4. Risk Assessment

Risk assessments must be carried out by each part of the business in order to assess the nature and extent of the compliance risks to which it is exposed.

Specific compliance assessments must be carried out when work is done for a new client, in a new market or in a new location. In such case, the Compliance Office should be contacted and a compliance risk assessment should jointly be prepared.

Hiring a third party, e. g. an agent or consultant, establishing a joint-venture or consortium or subcontracting construction or logistics work requires that at least one of two of the checklists from the "Policy on checking Business Partners" will be completed and sent to the Compliance Office, copies of which need to be archived with the contract (see No. 9 below).

5. Bribery

Bribery, if left unchecked, destroys the integrity and ethical foundations of all institutions.

It is a criminal offence and can result in imprisonment and unlimited fines. All forms of bribery are prohibited by the Company. Engaging in bribery of any kind and with any party will constitute gross misconduct and will result in disciplinary action.

The Company takes a zero tolerance approach to bribery of any kind, from employees as well as third parties (including intermediaries, business partners, agents and consultants.) The Company will not work with parties who refuse to commit to doing business with proper anti-bribery policies and procedures in place.

No member of staff should offer, promise or provide anything of value to a customer or government official that is intended to be or might be perceived as being a bribe or kickback. This includes not just money and gifts but also material, equipment, services and information, be it for the customer / government official himself or another person.

6. Reporting Bribery

If a member of staff is faced with a bribe or attempted blackmail he/she must report it immediately to the responsible Compliance Officer or to the Compliance Office. The responsible Compliance Officer will investigate the allegation and will decide what further action is necessary.

Actions may include disciplinary action against any employee involved and/or report the occurrence to external bodies.

If there is evidence that a report has been made to the responsible Compliance Officer or Compliance Office and it has not been dealt with promptly or properly, the member of staff should report the instance to a member of MHPS-EDE's Management Board.

7. Corporate Hospitality, Gifts & Entertainment

For detailed information regarding giving and receiving corporate hospitality, gifts and entertainment, we refer to No. 5.3 of the Anti-Corruption Guideline.

8. Dealing with Government Officials and Political Parties

Gifts, entertainment and expense reimbursements to government officials and governments employees are highly regulated and often prohibited. Management strongly discourages gift giving, entertainment and expense reimbursements to government officials. Do not provide them unless you are sure that you can do so and you have obtained the prior approval of the Compliance Office. Pre-approval must be requested by completing the "Entertainment, Hospitality and Gift Authorization Form."

In some countries, government officials may demand a gratuity or "facilitation payment" in addition to the official fee for performing a service. Any such requests should be refused. Facilitation payments are prohibited under any circumstances. Providing a facilitation payment will constitute gross misconduct and will be dealt with accordingly.

The Company does not contribute directly or indirectly to political campaigns, political parties or groups seeking to raise money for political campaigns or parties. The Company does not and will not reimburse any employee for any political contribution.

Employees should not contribute anything of value (including employee time and resources) to a political campaign or party.

9. Dealing with Customers, Suppliers and other Third Parties

For detailed explanations on dealing with customers, suppliers and third parties, please see the Anti-Corruption Guideline. In general, the following applies:

All staff are expected to treat customers, suppliers and other third parties openly and honestly and to provide the highest possible standards of service.

As a Company, we will aim to provide and promote a range of products and services that meet our customers' needs. MHPS-EDE shall maintain the confidentiality of information provided by such third parties, save this confidentiality where the law requires or permits disclosure where the third party has given their consent to such disclosure.

When dealing with prospective suppliers, business partners or intermediaries, employees must carefully consider and ensure they are reputable and qualified and must keep full records of the screening

process. This includes carrying out appropriate due diligence to evaluate the third party's qualifications, character and readiness to represent MHPS-EDE in an ethical manner.

When doing business with third parties a written agreement must always be in place. The agreement should ensure that the third party's conduct is ethical and should include an acknowledgment that the third party will comply with this Code of Conduct respectively all applicable laws and regulations. When doing business with a third party, its performance should be reviewed regularly.

The establishment of contracts with new business partners requires that at least one of two of the checklists from the "Policy on checking Business Partners" will be completed and sent to the Compliance Office, copies of which need to be archived with the contract.

All business entertainment with third parties or gifts to third parties exceeding 50 Euro (except entertainment with or gifts to representatives and/or employees of MHI / MHPS Group companies) must be pre-approved by the employee's (requestor) supervisor and the Compliance Office. Pre-approval must be requested by completing the "Entertainment, Hospitality and Gift Authorization Form" (see appendix).

10. Charitable Donations and Contributions

The Company makes charitable donations to nominated charities.

Donations to any other charities must be approved by MHPS-EDE's Management Board. Requests for donations to any other charity must be made through the Compliance Office.

Within the scope of MHPS-EDE's possibilities, the Company can also render financial and technical assistance as sponsors in the fields of social welfare, environment, education, science, health, sport, art and culture.

Generally, the following criteria apply to the payment of such contributions:

- There must be a need;
- The contribution must have a sustained effect;
- It must be transparent, which means that recipient and concrete purpose of use must be known; the appropriate use of the donations is controlled;
- No contributions to political parties;
- No donations to organizations or institutions which do not pursue generally recognized and accepted objectives;
- No donations to private persons.

Requests for donations must be made in line with the Authorization matrix. The Compliance Office, respectively the Legal Department can provide support with such requests.

11. Dealing with Fellow Members of Staff

As a Company, MHPS-EDE will maintain a working environment that provides appropriate remuneration together with training and opportunities for personal development.

As a Company, MHPS-EDE shall create a favourable employee relations environment supported by Human Resources and in which the involvement of all staff is encouraged.

MHPS-EDE will be intolerant of discrimination, victimisation or harassment. The Company is committed to equal opportunities at work and acts in compliance with the local applicable legislation covering equal opportunities and equal treatment.

MHPS-EDE is also committed to provide a safe and healthy working environment and to ensure insofar as is reasonable, the health, safety and welfare of all members of staff. MHPS-EDE has health & safety regulations in place, which all members of staff are expected to comply with.

A "Whistleblowing Policy" that is designed to encourage the reporting of non-compliance whilst protecting the reporting individual is in place.

12. Protection of Assets and competition-relevant Information

All employees are jointly responsible for the protection of MHPS-EDE's tangible and intangible assets. Tangible assets include all objects like buildings, property, products, vehicles, computers, inventories and records and documents. The intangible assets include know-how, industrial property rights, technologies, business secrets and other pieces of information which are valuable and important to MHPS-EDE and must therefore be protected.

IT security is of special importance in this connection. All employees of MHPS-EDE are requested to use all electronic information systems with respect and in an ethically and legally correct manner and to apply the available safety measures/processes (in particular identification codes, passwords) for the protection of all MHPS-EDE's related data.

All employees are obliged to maintain silence about all internal affairs of MHPS-EDE unless the competent bodies have expressly released them for the public.

It is not permitted to disclose confidential internal information – such as business strategies, research results or contents of MHPS-EDE's internal reports – to unauthorized persons inside and outside MHPS-EDE. The same also applies to confidential information the employees have received from third parties. If it is required to disclose confidential information to third parties for business purposes, the approval of the supervisor must be obtained and confidentiality agreement, released by the Legal Department, must be in place before the disclosure.

Employees who, as members of MHPS-EDE, have access to confidential information not meant for the public must not use such information for their personal gain or for the benefit of others.

13. Intellectual Property

All members of staff are required to comply with laws, rules and regulations in Germany and in every country in which the Company operates, protecting intellectual property and property information.

14. Conflict of Interest

MHPS-EDE's employees are always loyal towards the Company. Private interests and the interests of MHPS-EDE must be strictly kept apart. For that reason, all employees must avoid situations which may result in a conflict between their personal interests and those of MHPS-EDE. When they come into contact with existing or prospective customers, suppliers, contractors or competitors, they must act in the best interest of MHPS-EDE and exclude every personal benefit.

Conflicts of interest may in particular arise in the following situations:

Business Relations

If business relations are maintained with another company in which an employee, a relative or a friend of the employee holds a considerable share either directly or indirectly.

If a conflict of interest develops, the employee must report the matter to the supervisor and wait for a decision before any further business activity is conducted.

Private Activities

Integrity and loyalty are also indispensable with regard to private activities of employees which may have an effect on MHPS-EDE. Secondary employment must be approved in advance by the employee's supervisor or Human Resources Department if

- such secondary employment or related preliminary work can interfere with the operational and professional achievements of the employee;
- such secondary employment can result in a conflict with the current or planned business activities of MHPS-EDE;
- such secondary employment involves the use of facilities or operational experience of MHPS-EDE.

An express written approval must also be obtained from the HR Department if employees of MHPS-EDE wish to assume functions in companies with which MHPS-EDE has business relations or competitive relations.

Social Commitment

MHPS-EDE appreciates the private commitment of employees in societies, parties and other social, political or cultural institutions if they pursue generally accepted and legally admissible objectives and if the employees' commitment does not endanger the fulfilment of the obligations laid down in the contract of employment.

Such commitment must, however, not be detrimental to the reputation of MHPS-EDE.

When expressing their private opinions in public, employees must not refer to their position in the Company.

15. Communication

MHPS-EDE is committed to provide open and honest communication with its staff and with the public including with its customers, suppliers and agents.

16. Corporate Responsibility

MHPS-EDE views corporate responsibility and sustainability seriously and is committed to contribute to the total and economic wellbeing of those communities in which it is an employer. MHPS-EDE encourages its employees to participate in corporate responsibility and community projects and initiatives.

17. Compliance

This Code is not intended to be a complete list of all the laws or ethical principles with which employees are expected to comply. From time to time additional or revised guidelines may be issued which are applicable to the Company as a whole or to selected groups of employees. All members of staff are required to comply with this Code and are personally responsible for doing so. Employees are expected to follow not just the letter but the spirit of these principles and to seek advice whenever they are uncertain about what to do.

Failure to comply with this Code may lead to disciplinary or other action. A serious breach of this Code may warrant summary dismissal. In addition, violation of an underlying criminal law (such as bribery) may result in criminal conviction, fines, imprisonment and severe damage to MHPS-EDE's ability to do business.

The Company's management will implement this Code by training employees in the policies and legal requirements applicable to their jobs, evaluating and recording reports of violations, periodically evaluating the effectiveness of this Code and its implementation and recommending any necessary additions or revisions. In particular this Code will be reviewed in the event that MHPS-EDE starts to do business in a high risk location or with high risk business partners or customers.

18. Questions

For all questions related to the MHPS-EDE Code of Conduct, the MHI Group Global Code of Conduct or any other question related to the Company's policies or procedures contact the Compliance Office or the Compliance Officer.

19. Notifications / Retaliation

MHPS Group company promotes a culture in which employees may raise, in good faith, genuine concerns they may have about misconduct in relation to the Code of Conduct. All employees who gain knowledge of specific and reliable facts indicating a breach of its principles should report such breaches. Employees should be assured that the matter will be considered appropriately.

MHPS-EDE will support staff which raises genuine concerns in good faith, even if they turn out to be mistaken. MHPS-EDE does not allow any detrimental treatment as a result of raising a concern in good faith and does not allow any threatening behaviour or retaliation against a whistleblower.

20. Appendix

Entertainment, Hospitality and Gift Authorization Form

Entertainment, Hospitality and Gift Authorization Form (above GBP/EUR 50)

Prior to the provision of hospitality, entertainment and/or gifts to business partners, please assess the appropriateness by filling in this form and obtain an approval from the Compliance Office. (Entertainment/Gifts to employees of MHI/MHPS Group companies **do not** require pre-approval)

Requesting Department	Department Name: _____ <div style="display: flex; justify-content: space-between;"> _____ _____ </div> Signature of the head of the department Request Date
Invitee/Recipient	[Name(s), Position, Affiliation] _____ (Total: _____ persons) <input type="checkbox"/> The invitee/recipient is in a position potentially to influence decision-making and/or business affairs of his/her organization with regard to the company's specific business which is currently under execution and/or trying to win a bid. [Classification] <input type="checkbox"/> Public (national/local government, governmental agency, international organization, public institution(*), state-owned company(*)) <input type="checkbox"/> Private <input type="checkbox"/> Other (_____) <small>*public institution, state-owned company: an entity which is under control of a national/local government by majority share, the power to appoint board members.</small>
Date & Time	Date _____ Time _____
Venue	_____
Budget	_____ (please write actual amount spent in case obtaining an approval after the event)
Host/Gift Giver	[Name(s), Position, Affiliation] _____ (Total: _____ persons)
Purpose/Reason	_____
Remark	_____

Check an applicable boxes for each item below ↓ Approval Status

A	Is the planned hospitality/gift intended to have the invitee/recipient carry out his/her duties improperly or offered as compensation for the improper performance of his/her duties? (Examples of improper performance by the invitee/recipient) 1) To provide confidential information such as predetermined minimum bid price 2) To issue permits and/or licenses despite the requirement by applicable laws, regulations, or standards of the country are not fulfilled 3) To purchase our products, service and such while the price and/or performance of our products is apparently inferior to those of others. (As a result, it might have a negative influence on the invitee/recipient's organization)	<input type="checkbox"/> NO → <input checked="" type="checkbox"/> YES →	Allowed Declined
B	Do you provide the hospitality/gift knowingly recognizing that acceptance of any benefit is prohibited for the invitee(s)/recipient(s) (against invitee/recipient's business conduct)? *Especially when an invitee/recipient is a public official or works for public institute/state-owned company, confirm whether acceptance of any benefit is allowed by relevant laws and regulations	<input type="checkbox"/> NO → <input checked="" type="checkbox"/> YES →	Allowed Declined
C	Is the planned hospitality/gift possibly seen as excessive? (Does it excess socially accepted range in your country and the country of the invitee/recipient? Is a certain person repeatedly provided with hospitality/gift in a short period?)	<input type="checkbox"/> NO → <input checked="" type="checkbox"/> YES →	Allowed Declined
D	Is the planned hospitality/gift intended to influence performance of the invitee/recipient in order to gain business advantage? (Example of business advantage) To change competitive bidding into a negotiated contract by having a foreign public official exercise his/her discretion.	<input type="checkbox"/> NO → <input checked="" type="checkbox"/> YES →	Allowed Declined
E	Will the hospitality/gift be provided at the time it might influence performance of the invitee/recipient's duties? (1) the period between a notice of bid and an announcement of the bid result (2) the time that our application for a permit/license is pending for a review by the invitee/recipient or his/her organization.	<input type="checkbox"/> NO → <input checked="" type="checkbox"/> YES →	Allowed Consult with compliance/internal control department

Approver (Compliance Office)	<input type="checkbox"/> Approved as the request appears to be acceptable from compliance perspective. <input type="checkbox"/> Declined due to the reason below; [Reason] _____	_____ Approver's Signature	_____ Approval Date
------------------------------	--	-------------------------------	------------------------