

THE
SportGroup
EMPLOYEE CODE OF
CONDUCT HANDBOOK

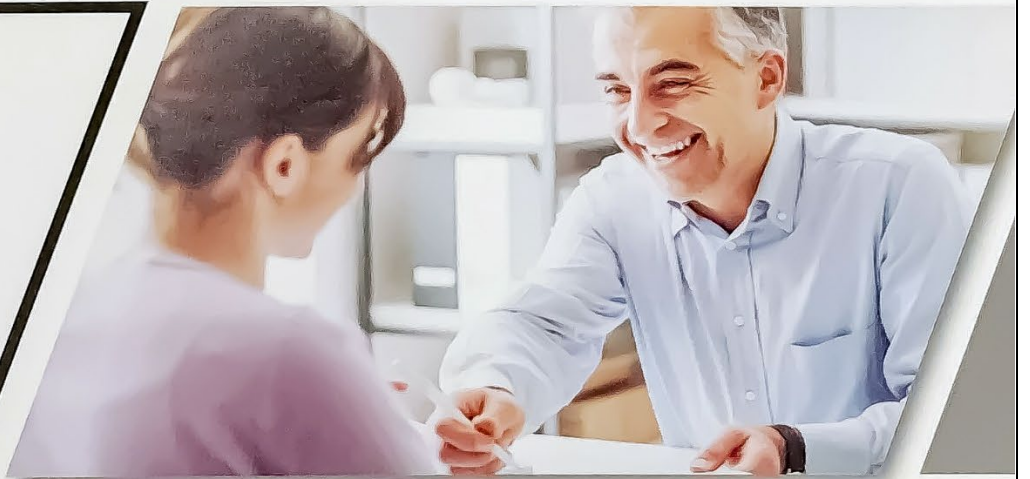


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GENERAL

The Code of Conduct and Ethics forms the basis for all policies and guidelines for the Company. To accommodate special situations, regionally applicable guidelines may include additional provisions. However, these may not contravene with the Code of Conduct and Ethics.

This document summarizes the ethical principles of conduct required when doing business with the Company, as well as, all the obligations and responsibilities of Officers, Directors, Managers, Supervisors and all other employees. The Company will make every effort to ensure that the Code of Conduct and Ethics is considered a standard of excellence for the business conduct of all parties.

This Code of Conduct, with its ethical principles and policies, forms a key component of our Company culture. All employees are responsible for ensuring adherence to these indispensable principles. This applies to all leaders of the Company. They should not only instill the meaning and content of the Code of Conduct among their employees, but also act as an example by adopting those values and supporting their implementation in day-to-day business. However, this should by no means restrict the employees' opportunities for self-responsible action and personal initiatives within the appropriate framework. All Management Team members are responsible for ensuring compliance with the Code of Conduct and Ethics by their employees.

REPORTING VIOLATIONS

You must report any violation of this Code, Company policy, or legal requirement. In reporting suspected violations, we encourage you to contact Human Resources or an Officer of the Company. Our Company strives to create an environment where employees feel free to call attention to legal or policy violations. We will investigate reported concerns impartially. We will not permit any retaliation against you for reporting a suspected violation in good faith.

FAIR AND HONEST DEALING

The Company will deal fairly and honestly with all employees, customers, suppliers, and competitors. Employees must behave ethically and not take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of material facts, or any other unfair business practice.

All employees must respect the integrity of persons and firms with whom the Company deals. Fees and commissions paid to agents and other representatives must be limited to amounts that are consistent with proper business conduct. You cannot make a payment to any employee, agent or representative of a third party with or through whom the Company does business without full, documented disclosure to all parties.

COMPLIANCE WITH LAWS, RULES, AND REGULATIONS

The Company strives to ensure all activity on its behalf follows applicable laws, rules, and regulations. You must comply with all applicable laws, rules, and regulations, whether or not specifically addressed in this Code. Please contact Human Resources or an Officer of the Company for additional guidance, or if you have questions.

CONFLICT OF INTEREST, CORRUPTION

Conflict of interest and corruption are unpleasant topics, which is exactly why we address them openly in this document. SportGroup expects absolute loyalty from all employees towards their Company. Any situation in which personal or financial interest may conflict with the interest of the Company is to be strictly avoided. It is prohibited to take part in activities of competitors, suppliers or clients, or to enter in to personal business relationships with any of them if this might result in a conflict of interest.

Actions in performing work for the Company may not be influenced by any conflict of interest. Employees of the Company may not accept benefits of any kind and no personal gifts which could give rise to the impression that they may influence business decisions or transactions. Invitations must be in line with customary business hospitality. The acceptance of money is always prohibited. Smaller gifts and complimentary items for a value up to \$50 may be accepted. You may not solicit gifts, trips, cash or other incentives from vendors and suppliers. You may not accept gifts or incentives that could influence, or reasonably appear to influence, your decision making, and you can never accept cash or cash equivalents. You may not receive any commission, fee, or payment of any sort from a vendor in connection with your work for the Company.

While not all inclusive, the following will serve as a guide to the types of activities that might cause conflicts of interest:

- In no case shall people hired by the Company be assigned to jobs where they may influence, control or define the career, salary, or in general, work and working conditions of a relative.
- Owning a substantial financial interest in any company that is a competitor of our Company, or which does or seeks to do business with our Company. If you have any interest in such a company, you must inform Human Resources or an Officer of our Company.
- Conducting business, not on the Company's behalf, with any Company vendor, supplier, contractor, agency, or any of their employees, officers or directors.
- Representing our Company in any transaction in which you or a family member have a substantial personal interest.
- Disclosing or using confidential, inside or proprietary information of or about the Company (including Company name, trademarks, patents, and other intellectual property), for you or a family member's profit or advantage.
- Competing with the Company in the purchase, sale or ownership of property or services or business investment opportunities.

- Engaging in outside business activities or employment incompatible with the Company's right to your full-time employment and efficient service.
- Performing work or rendering services for any competitor of the Company or for any organization that does business or seeks to do business with the Company, outside of the normal course of your employment with the Company, without the approval of a Company Officer.

BRIBERY, CORRUPTION

Regarding business activities of any kind, it is forbidden for employees of the Company to grant any undue benefits to business partners, their employees or third parties. Even the attempt is forbidden. This applies when type and value of the intended benefit may be such that it could influence actions and decisions of the receiver improperly. Special restraint should be exercised towards officials and employees in public service. No third parties – such as consultants, agents, sponsors, etc. may be used to circumvent this rule. Any infringements will result in termination of employment.

ANTITRUST LAWS

The Company is committed to fair and open competition and to complying with antitrust rules and laws. Our decision-makers may not engage in any practices or verbal agreements that are against the laws and/or of relevance under criminal law. This includes, for example, unlawful verbal tender agreements leading to any exclusion, limitation, or distortion of competition.

DONATIONS, SPONSORING

Donations and sponsoring are sensitive topics. The Company gives no direct or indirect donations to political organizations, political parties or individual politicians. Any exception from this rule must be clarified in advance and requires explicit approval. Donations and sponsoring by the Company to

political or other receivers may not be used for circumventing the principles of this Code of Conduct.

IN-HOUSE KNOWLEDGE, CONFIDENTIALITY

The Company has clear rules for handling internal knowledge. All employees have the obligation of ensuring that the exchange of information within runs quickly and smoothly. Knowledge that is important for the relevant activity may not be withheld, distorted or passed on incompletely. All information must be passed on correctly and comprehensively to appropriate colleagues, unless in exceptional cases - for example where an explicit order for secrecy was issued.

Company and business secrets of any kind must be treated as strictly confidential. The same applies for other information whose secrecy is of interest for the Company, its customers, and business partners. Such internal information may not be disclosed to any unauthorized persons. This obligation to secrecy also remains effective after termination of employment.

PRIVACY

All employees of the Company are obligated to comply with principles for protecting the data of employees, customers, and business partners. For each task to be performed, the required diligence must be ensured for the protection of personal data.

Nevertheless, if concerns are detected, these should be reported immediately to the Management Team.

DOCUMENTATION, RECORD KEEPING

All business events of our Company must be documented accurately and without gaps. In doing so, the provisions of the law and the regulations applicable to the Company must be observed diligently, always.

The Company and the law require the preparation and maintenance of accurate and reliable business records. You must prepare all reports, books, and records of the Company with care and honesty. The Company maintains a system of internal controls to ensure that transactions are carried out in accordance with management's authorization and properly recorded. This system includes policies, procedures, and examination by a professional staff or internal auditors. The Company expects you to adhere to these policies and procedures.

You should make all complaints regarding accounting, internal accounting controls, or auditing matters to an Officer of the Company. You may submit a confidential, anonymous memo that explains your concerns or complaints regarding questionable accounting or auditing matters to an Officer of the Company.

HANDLING OF COMPANY PROPERTY

All employees of the Company are bound to handle property and assets in an appropriate and responsible manner. No commodities or services of the Company may be unduly used for private purposes.

HUMAN DIGNITY, CHILD LABOR, FORCED LABOR

The Company has committed itself to observe and protect human rights and respects the dignity of human beings. All employees must contribute in maintaining these general basic rights. The Company does not tolerate child labor and any form of exploitation of children or youth.

The Company also rejects any form of forced labor. Employees may only work for the Company if they have made themselves available for the work by their own free will. Nobody may be forced to work by using physical force or other means.

EQUALITY, TOLERANCE

Equal opportunities for all employees and the prohibition of any form of discrimination are self-understood within the Company. Our sizeable team is driven by the varied potential of employees with their different origins and background. All employees of the Company should contribute in creating an atmosphere of mutual fairness and respect. Discrimination of any type will not be tolerated.

POLITICAL PROCESS

You must comply with all laws, rules, and regulations governing campaign finance and lobbying activities. You cannot use Company funds and assets for political campaign purposes of any kind, except where the political contributions are consistent with state law and you obtain prior approval of the CFO of the Company. You may participate in the political process by means of personal campaign contributions, expenditures or other activity. However, the Company will not reimburse or compensate you for your personal participation in political activities.

SAFETY, HEALTH

Employees of the Company are obligated to always ensure a safe and healthy working environment. Therefore, all safety regulations must be strictly complied with. Any inadequacies must be rectified immediately in coordination with the responsible entities.

PROTECTION OF THE ENVIRONMENT

In the interest of our planet, the Company fulfills stringent requirements for sound and environmentally friendly production. We are aware of all aspects of the impact that our various business activities have on the environment and undertake to protect soil, water, air biological diversity, and cultural heritage in the process of our work. All employees are encouraged to prevent any negative effects on the environment by adopting adequate

measures. This involves ensuring sustainable management and careful handling of natural resources. All legal and regulatory requirements regarding protection of the environment must be complied with consistently.

If damage to the environment is caused by the business activity of Sport Group, this must be reported immediately to the responsible entities in or to the relevant Management Team.



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