

interxion™

**INTERXION CODE OF
BUSINESS CONDUCT
AND ETHICS**



Dear colleagues,

Interxion has the ambition to be an industry-leading provider of carrier-neutral internet data centre services. In order to pursue this ambition, it depends on its highly motivated, committed and skilled people. People who set ever higher standards when it comes to addressing the challenges of our industry, but also when it comes to acting in accordance with high ethical standards. It is a core value of Interxion and one of the drivers for its future that it has and will remain true to its ethical principles, irrespective of how hard we compete and strive to improve our business.

As a public company, Interxion is required to have a formal set of guidelines that explain the ethical principles that we will follow as we conduct our business. This document contains the Code of Business Conduct and Ethics and sets out the principles that we as a company and as individuals will adhere to. The Code will also help you to understand your responsibilities as an employee of the Interxion group of companies. To that end, the Code of Business Conduct and Ethics contains guidelines and information on how you should behave but also what you should do when you see unacceptable behaviour that you might encounter in your work.

Please ensure that you read the Code carefully and act in accordance with the principles and guidelines.

David C. Ruberg
Chief Executive Officer



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INTERXION CODE OF BUSINESS CONDUCT AND ETHICS

1 Introduction

1.1 Purpose

This Code of Business Conduct and Ethics (the “**Code**”) is a guide to the policies and legal requirements that govern how we conduct the business of the Company from an ethical standpoint. The Code does not detail every law, regulation, or Company policy that may apply to you. To the extent that this Code requires a higher standard than required by commercial practice or applicable laws, rules or regulations, we will adhere to these higher standards.

This Code applies to all directors, officers and employees of InterXion Holding N.V. and its subsidiaries (which, unless the context otherwise requires, are collectively referred to as the “**Company**” in this Code). We refer to all persons covered by this Code as “**employees**”. We also refer to our Chief Executive Officer, our Chief Financial Officer and our principal accounting officers and controllers as our “**principal financial officers**”.

1.2 Seeking Help and Information

This Code is not intended to be a comprehensive rulebook and cannot address every situation that you may face. If you feel uncomfortable about a situation or have any doubts about whether it is consistent with the Company’s policies and procedure, seek clarification. We encourage you to contact your supervisor first. If your supervisor cannot answer your question or if you do not feel comfortable contacting your supervisor, contact the Compliance Officer.

1.3 Reporting Violations of the Code

All employees have a duty to report any known or suspected violations of this Code, including any violation of any applicable laws, rules, or regulations. If you know of or suspect a violation of this Code, immediately report the conduct to your supervisor. Your supervisor will contact the Compliance Officer, who will work with you and your supervisor to investigate your concern. If you do not feel comfortable reporting the conduct to your supervisor or you do not get a satisfactory response, you may contact the Compliance Officer directly. Reasonable efforts will be used to conduct the investigation that follows from the report from an employee in a manner that protects the confidentiality and anonymity of the employee submitting the report. The Company has also established a third-party hotline (“**Whistleblower**”) service, allowing you to remain anonymous when reporting violations of this Code. Please see the “**Contact**” section of this policy for further details.

All reports of known or suspected violations of the law or this Code will be handled sensitively and with discretion. Your supervisor, the Compliance Officer and the Company will protect your confidentiality to the extent possible, consistent with law and the Company’s need to investigate your concern.

1.4 Violation of the Code

It is Company policy that any employee who violates this Code will be subject to appropriate discipline, which may include termination of employment. This determination will be based upon the facts and circumstances of each particular situation, and shall be subject to the provisions of applicable law, rules and regulations of the jurisdiction relevant to an employee. An employee accused of violating this Code will be given an opportunity to present his or her version of the events at issue prior to any determination of appropriate discipline. Employees who violate the law or this Code may expose themselves to substantial civil damages, criminal fines and prison terms. The Company may also face substantial fines and penalties and may incur damage to its reputation and standing in the community. Your conduct as a representative of the Company, if it does not comply with the law or with this Code, can result in serious consequences for both you and the Company.

1.5 Policy Against Retaliation

The Company prohibits retaliation against an employee who, in good faith, seeks help or reports known or suspected violations. Any reprisal or retaliation against an employee because the employee, in good faith, sought help or filed a report will be subject to disciplinary action, including potential termination of employment. Please see the whistleblowing section (section 1.3 of the Code) for additional details.

1.6 Waivers of the Code

Waivers of this Code for employees may be made only by an executive officer of the Company. Any waiver of this Code for the actions of our directors, executive officers or other principal financial officers may be made only by our Board of Directors, or a committee thereof, and will be disclosed to the public as required by law or applicable rules and regulations.

2 Conflicts of Interest

2.1 Identifying Potential Conflicts of Interest

A conflict of interest can occur when an employee’s private interest interferes, or appears to interfere, with the interests of the Company. You should avoid any private interest that influences or appears to influence your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

Identifying potential conflicts of interest may not always be clear-cut. The following is not intended to be a comprehensive list, but rather are basic tenets that would raise the potential for a conflict of interest:

2.1.1 Outside Employment

Company employees have a primary business responsibility to the Company and should avoid any activity that may interfere, or have the appearance of interfering, with this responsibility. No employee should be employed by, serve as a director of, or provide any services to a company that is a Material Customer, Material Supplier or Competitor of the Company.

2.1.2 Improper Personal Benefits

No employee should obtain any material personal benefits or favours because of his or her position with the Company (other than those provided by the Company).

2.1.3 Financial Interests

No employee should have a Significant Financial Interest (ownership or otherwise) in any company that is a Material Customer, Material Supplier or Competitor of the Company.

2.1.4 Loans or Other Financial Transactions

No employee should obtain loans or guarantees of personal obligations from, or enter into any other personal financial transaction with, any company that is a Material Customer, supplier or Competitor of the Company. This guideline does not prohibit arms-length transactions with banks, brokerage firms or other financial institutions.

2.1.5 Service on Boards and Committees

No employee should serve on a scientific or business advisory board, board of directors or trustees or on a committee of any entity (whether profit or not-for-profit) whose interests reasonably would be expected to conflict with those of the Company or otherwise provide advice on a continuing basis for such entity, unless they have prior written permission from the Compliance Officer.

2.1.6 Lectures and Presentations

Employees may not give or participate in any speaking engagement outside of the Company on any subject that relates to the Company's business or their work for the Company without the prior approval of their supervisors. Employees may not submit articles for publication that contain information involving the Company without prior approval of their supervisors. It is the supervisor's responsibility to obtain clearance from the Compliance Officer as appropriate.

2.1.7 Actions of Family Members

The actions of Family Members outside the workplace may also give rise to the conflicts of interest described above because they may influence an employee's objectivity in making decisions on behalf of the Company.

If you are uncertain whether a particular company is a Material Customer, Material Supplier or Competitor, please contact the Compliance Officer for clarification.

2.2 Disclosure of Conflicts of Interest

The Company requires that employees disclose any situations that reasonably would be expected to give rise to a conflict of interest. If you suspect that you have a conflict of interest, or something that others could reasonably perceive as a conflict of interest, you must report it to your supervisor or the Compliance Officer. Your supervisor and the Compliance Officer will work with you to determine whether you have a conflict of interest and, if so, how best to address it. Although conflicts of interest are not automatically prohibited, they are not desirable and may only be waived as described in "Waivers of the Code" above.

3 Corporate Opportunities

As an employee of the Company, you have an obligation to advance the Company's interests when the opportunity to do so arises. If you discover or are presented with a business opportunity (including innovations of existing products, the development of new products to investment opportunities) through the use of corporate property or information or because of your position with the Company, you should first present the business opportunity to the Company before pursuing the opportunity in your individual capacity. No employee may use corporate property, information or his or her position with the Company for personal gain and no employee should compete with the Company.

You should disclose to your supervisor the terms and conditions of each business opportunity covered by this Code that you wish to pursue. Your supervisor will contact the Compliance Officer and the appropriate management personnel to determine whether the Company wishes to pursue the business opportunity. If the Company waives its right to pursue the business opportunity, you may pursue the business opportunity on the same terms and conditions as originally proposed and consistent with the other ethical guidelines set forth in this Code.

4 Harassment and Discrimination

The Company is committed to complying with all applicable laws and regulations relating to its employment practices and prohibits harassment, including but not limited to, sexual harassment and any action, conduct or behavior that is hostile or inappropriate, including the distribution or display of offensive material, physical or verbal use or threats or other forms of intimidation. All kinds of discrimination such as discrimination based on race, colour, sex, sexual orientation, marital status, pregnancy, parental status, religion, political opinion, nationality, ethnic background, disability, age and any other characteristic protected by local law, as applicable, are prohibited.

Violation of this principle will under all circumstances lead to disciplinary action by the Company, up to and including termination of employment.

5 Safeguarding Confidential Information

Employees have access to a variety of confidential information while employed at the Company. Confidential information includes all information that is internally generated by the Company concerning the business of the Company. It may also include information obtained from sources outside the Company, including information about other companies or their securities or even information regarding the Company's partners, customers or suppliers. Confidential information includes all non-public information that might be of use to competitors, or, if disclosed, harmful to the Company or its customers.

The following types of information and documents are examples of information considered confidential by nature and should be safeguarded to ensure access is only provided for authorised business use (Note that this is not intended to be an exhaustive list):

- Commercial relationships
- Contracts
- Audit reports
- Non-public financial information
- Business reports
- Memoranda, correspondence and internal records of the organisation
- Business strategy and plans
- All personnel information, including names, addresses, home telephone numbers, payroll records, number of stock options held, benefit plans and medical records, unless such disclosure is required by law
- Any further material non-public information as described in section 12 of this Code

Employees have a duty to safeguard all confidential information of the Company or third parties with which the Company conducts business. An employee's obligation to protect confidential information continues after he or she leaves the Company. Unauthorised disclosure of confidential information could cause competitive harm to the Company or its customers and could result in legal liability to you and the Company.

Employees should not discuss confidential information with anyone outside the Company. Any questions or concerns regarding whether disclosure of Company information is legally mandated should be promptly referred to the Compliance Officer.

Care must be taken to safeguard confidential information. Accordingly, the following measures should be adhered to:

5.1 Employees should conduct their business and social activities so as not to risk inadvertent disclosure of confidential information. For example, when not in use, confidential information should be stored in such a way that it cannot be accessed by other employees or third persons. Also, review of confidential documents or discussion of confidential subjects in public places (e.g. airplanes, trains, taxis, etc.) should be conducted so as to prevent overhearing or other access by unauthorised persons.

5.2 Within the Company's offices, confidential matters should not be discussed within hearing range of visitors or others not working on such matters.

5.3 Confidential matters should not be discussed with other employees not working on such matters or with friends or relatives including those living in the same household as a Company employee.

5.4 Any consultants or experts who are used to facilitate review of business transactions or assist the organisation in its business activities should be subject to confidentiality agreement before any exchange of information takes place. Furthermore, employees should limit the disclosure of information to these entities to only that which is within the scope of the confidentiality agreement and only to the extent needed to complete their particular task.

6 Business Communications

In their business communications outside the Company, employees must always ensure that what is communicated is factually correct and that communications are in line with the communications standards as set from time to time by the Company's communications department. Under no circumstances should material non-public information (as described in section 12 of this Code) be communicated.

7 Competition and Fair Dealing

All employees are obligated to deal fairly with fellow employees and with the Company's customers, suppliers, competitors and other third parties. Employees should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation or any other unfair-dealing practice.



7.1 Relationships with Customers

Our business success depends upon our ability to foster lasting customer relationships. The Company is committed to dealing with customers fairly, honestly and with integrity. Information we supply to customers should be accurate and complete to the best of our knowledge. Employees should not deliberately misrepresent information to customers.

Gifts and entertainment should only be exchanged if these are of low value and with the purpose to create sound relationships and goodwill with customers or to improve the image of the Company. Gifts and entertainment should never be offered, given, promised or accepted, if these are being used (or could be used) to influence any business decision.

7.2 Relationships with Suppliers

The Company deals fairly and honestly with its suppliers. This means that our relationships with suppliers are based on price, quality, service and reputation, among other factors. Employees dealing with suppliers should carefully guard their objectivity. Specifically, no employee should accept or solicit any personal benefit from a supplier or potential supplier that might compromise, or appear to compromise, their objective assessment of the supplier's products and prices. Employees can give or accept promotional items of nominal value or moderately scaled entertainment within the limits of responsible and customary business practice.

7.3 Relationships with Competitors

The Company is committed to free and open competition in the marketplace. Employees should avoid actions that would be contrary to laws governing competitive practices in the marketplace, including European Union competition laws and other applicable laws of other jurisdictions. Such actions include misappropriation and/or misuse of a competitor's confidential information or making false statements about the competitor's business and business practices.

8 Protection and Use of Company Assets

Employees should protect the Company's assets and ensure their efficient use for legitimate business purposes only. Theft, carelessness and waste have a direct impact on the Company's profitability. The use of Company funds or assets, whether or not for personal gain, for any unlawful or improper purpose is prohibited.

To ensure the protection and proper use of the Company's assets, each employee should:

- 8.1 Exercise reasonable care to prevent theft, damage or misuse of Company property.
- 8.2 Report the actual or suspected theft, damage or misuse of Company property to a supervisor.
- 8.3 Use the Company's telephone system, other electronic communication services, written materials and other property primarily for business-related purposes.

8.4 Safeguard all electronic programs, data, communications and written materials from inadvertent access by others.

8.5 Use Company property only for legitimate business purposes, as authorised in connection with your job responsibilities.

Employees should be aware that Company property includes, in addition to all written communications, all data and communications transmitted or received to or by, or contained in, the Company's electronic or telephonic systems. Employees and other users of this property should have no expectation of privacy with respect to these communications and data. To the extent permitted by law, the Company has the ability, and reserves the right, to monitor all electronic and telephonic communication. These communications may also be subject to disclosure to law enforcement or government officials.

9 Company Records

Accurate and reliable records are important to our business. Our records are the basis of our earnings statements, financial reports and other disclosures to the public and guide our business decision-making and strategic planning. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files and all other records maintained in the ordinary course of our business.

All Company records must not be misleading and must be complete, accurate and reliable in all material respects. Undisclosed or unrecorded funds, payments or receipts are inconsistent with our business practices and are prohibited. You are responsible for understanding and complying with our record-keeping policy. Please ask your supervisor if you have any questions.

All Company records must be stored in a safe and secure location for the period of time required by law or Company policy. Old or unneeded records will be disposed of securely and in accordance with applicable document retention schedules or legal statutes.

Certain laws and regulations govern the proper retention of many categories of records and documents that are commonly maintained by companies. Any record, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered, or otherwise made unavailable, once an employee has become aware of the existence of such threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit. When in doubt regarding retention of any record, an employee must not discard or alter the record in question and should seek guidance from the Compliance Officer.

10 Accuracy of Financial Reports and Other Public Communications

As a public company, we are subject to various securities laws, regulations and reporting obligations. Both U.S. Federal Securities Law and our policies require the disclosure of accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting by the Company or the assistance by the Company in inaccurate, incomplete or untimely reporting by a person outside the Company will not be tolerated and can severely damage the Company and result in legal liability.

The Company's principal financial officers and other employees working in the finance and accounting departments have a special responsibility to ensure that all of our financial disclosures are full, fair, accurate, timely and understandable. These employees must understand and strictly comply with international financial reporting standards (IFRS) and all standards, laws and regulations for accounting and financial reporting of transactions, estimates and forecasts.

In addition, U.S. federal securities laws require the Company to maintain proper internal books and records and to devise and maintain an adequate system of internal accounting controls. The Securities and Exchange Commission ("**SEC**") has supplemented the statutory requirements by adopting rules that prohibit (1) any person from falsifying or assisting another person, whether within or outside the Company, in falsifying records or accounts subject to the above requirements and (2) officers or directors from making any materially false, misleading, or incomplete statement to an accountant in connection with an audit or any filing with the SEC. These provisions reflect the SEC's intent to discourage officers, directors, and other persons with access to the Company's books and records from taking action that might result in the communication of materially misleading financial information to the investing public.

11 Compliance with Laws and Regulations

Each employee has an obligation to comply with all laws, rules and regulations applicable to the Company's operations. These include, without limitation, laws covering bribery and kickbacks, copyrights, trademarks and trade secrets, information privacy, insider trading, illegal political contributions, antitrust prohibitions, foreign corrupt practices, offering or receiving gratuities, environmental hazards, employment discrimination or harassment, occupational health and safety, false or misleading financial information or misuse of corporate assets. You are expected to understand and comply with all laws, rules and regulations that apply to your job position. If any doubt exists about whether a course of action is lawful, you should seek advice from your supervisor or the Compliance Officer.

11.1 Antitrust/Competition Laws

Most countries in which the Company does business have laws designed to regulate behaviour that unreasonably restrains trade or unduly interferes with the action of the free market. These laws are generally called antitrust or competition laws and they apply to all agreements and relationships between competitors as well as to agreements and relationships with suppliers and customers. Anti-competitive behavior that is illegal under these laws can involve price fixing, kickbacks, rebates, boycotts, predatory pricing, stealing trade secrets, dividing markets, allocating customers, or entering into tying arrangements. It can also include resale price maintenance agreements, price discrimination, joint bidding arrangements, and other agreements that may, in some way, restrain commerce. Antitrust Competition laws are vigorously enforced and include criminal and/or civil penalties.

11.2 Dealings with Government Officials

All dealings with government officials, including but not limited to, lobbying meetings with governmental agencies, contributions to candidates, communications with public officials, and contracting with government agencies must be done in accordance with all applicable laws, rules and regulations. No employee may offer or promise a payment or reward of any kind, directly or indirectly to any governmental official on any level in order to secure preferential treatment for the Company or any of its employees.

In their interactions with the government, Company personnel should:

11.2.1 Be forthright and candid at all times. No employee or director should intentionally misstate or omit any material information from any written or oral communication with the government;

11.2.2 Ensure that all required written submissions are made to the government and are timely, and that all written submissions, whether voluntary or required, satisfy applicable laws and regulations; and

11.2.3 Not exchange any gifts, gratuities or favours with, or pay for meals, entertainment, travel or other similar expenses for government employees, or offer to do so.

Employees whose job responsibilities include interacting with the government are expected to understand and comply with the special laws, rules and regulations that apply to their job position as well as with any applicable standard operating procedures that the Company has implemented. If any doubt exists about whether a course of action is lawful, they should seek advice immediately from a supervisor and the Company's Legal Department.

11.3 Fighting Corrupt Practices

It is strict Company policy that its employees, directors, and agents under no circumstance offer or give money or any other item of value to win or retain business or to influence any act or decision of any governmental official, political party, candidate for political office or official of a public international organisation. This includes the payment of bribes, kickback or other inducements to officials. This prohibition also extends to payments to a sales representative or agent if there is reason to believe that the payment will be used indirectly for a prohibited payment to foreign officials. Violation of this principle will under all circumstances lead to disciplinary action by the Company, up to and including termination of employment. Moreover employees are reminded that in many countries violation of this principal is also a crime that can result in severe fines and criminal penalties.

12 Compliance with Insider Trading Laws

The Company has an insider trading policy, which is available on the Company's intranet. The following is a summary of some of the general principles relevant to insider trading, and should be read in conjunction with the aforementioned specific policy.

Company employees are prohibited from Dealing (as defined in the Insider Trading Policy) in the shares or other securities of the Company while in possession of material, nonpublic information about the Company. In addition, Company employees are prohibited from recommending, "tipping" or suggesting that anyone else Deal in shares or other securities of the Company on the basis of material, nonpublic information. Company employees who obtain material nonpublic information about another company in the course of their employment are prohibited from Dealing in the shares or securities of the other company while in possession of such information or "tipping" others to trade on the basis of such information. Violation of insider trading laws can result in criminal, administrative and civil fines and penalties, as well as disciplinary action by the Company, up to and including termination of employment.

Information is "non-public" if it has not been made generally available to the public by means of a press release or other means of widespread distribution. Information is "material" if a reasonable investor would consider it important in a decision to buy, hold or sell shares or other securities and/or in case such information, when made public, could have a significant impact on the price of the relevant shares or other securities. As a rule of thumb, any information that would affect the value of shares or other securities should be considered material. Examples of information that is generally considered "material" include:

- Financial results, both local and consolidated;
- Projections of future earnings or losses, both local and consolidated;
- News of a contemplated, pending or proposed merger;
- News of the disposition or acquisition of assets, both local and consolidated;

- Impending bankruptcy or financial liquidity problems;
- Developments involving customer or other corporate relationships, both local and consolidated;
- Changes in dividend policy;
- New service announcements of a significant nature;
- Pricing changes;
- Stock splits;
- New equity or debt offerings;
- Litigation exposure due to actual or threatened litigation;
- Changes in senior management, both local and on group level;
- Buy-back of shares; and
- Changes in credit facilities.

Whenever there is any doubt whether information concerning a company is material or non-public, do not trade in the securities of such company.

Questionable trading by members of your immediate family or by members of your personal household can, additionally, be your responsibility and give rise to legal and Company-imposed sanctions.

The laws against insider trading are specific and complex. Any questions about information you may possess or about any dealings you have had in the Company's shares or other securities should be promptly brought to the attention of the Compliance Officer.

13 Conclusion

This Code of Business Conduct and Ethics is a guide to Company policies and legal requirements that govern how we conduct the business of the Company consistent with the highest standards of business ethics. If you have any questions about the Code, please contact your supervisor or the Compliance Officer. We expect all Company employees to adhere to the Code.

This Code version 2.1 was adopted by the Board of Directors on 21 January 2013 and is effective as per that date.

14 Contact Details

Compliance Officer

Jaap Camman; Senior Vice President Tel: +31 20 88 07 602
 Email: jaapc@interxion.com

Jeanette Van Moorsel; Personal Assistant Tel: +31 20 88 07 619
 Email: jeanettem@interxion.com

Whistleblower Hotline

The Whistleblower Hotline can be contacted through the following phone numbers:

Country/Provider	Country (May also include provider info)	Type of INTL Service	Access Code for AT&T Direct Only	Toll-free Number	Language
Austria	Austria	AT&T Direct	0-800-200-288	866-275-0478	German
Belgium	Belgium	AT&T Direct	0-800-100-10	866-275-0478	Dutch
Denmark	Denmark	AT&T Direct	800-100-10	866-275-0478	Danish
France	France - Hotels 1	AT&T Direct	0-800-99-1011	866-275-0478	French
France	Hotels 2	AT&T Direct	0-800-99-1111	866-275-0478	French
France	Hotels 3	AT&T Direct	0-800-99-1211	866-275-0478	French
France	Hotels - Paris Only	AT&T Direct	0-800-99-0111	866-275-0478	French
France	France Telecom	AT&T Direct	0-800-99-0011	866-275-0478	French
France	Telecom Development	AT&T Direct	0805-701-288	866-275-0478	French
Germany	Germany	AT&T Direct	0-800-225-5288	866-275-0478	German
Ireland	Ireland	AT&T Direct	1-800-550-000	866-275-0478	English
Netherlands	Netherlands	AT&T Direct	0800-022-9111	866-275-0478	Dutch
Spain	Spain	AT&T Direct	900-99-0011	866-275-0478	Spanish
Sweden	Sweden	AT&T Direct	020-799-111	866-275-0478	Swedish
Switzerland	Switzerland	AT&T Direct	0-800-89-0011	866-275-0478	German
United Kingdom	United Kingdom - British Telecom	AT&T Direct	0-800-89-0011	866-275-0478	English
United Kingdom	C&W	AT&T Direct	0-500-89-0011	866-275-0478	English

GLOSSARY

Company

means Interxion Holding N.V.

Competitor

means a company competing in the Company's line of business and deriving annual gross revenues from such line of business in excess of € 1 million

Compliance Officer

means the Company's Senior Vice President Legal

Family Members

means your spouse or life-partner, brothers, sisters and parents, in-laws and children whether such relationships are by blood or adoption.

Material Customer

means a customer that in the preceding 12 months made payments to the Company and/or any of its affiliates in excess of € 1 million

Material Supplier

means a supplier to which the Company and/or any of its affiliates in the preceding 12 months made payments to in excess of € 1 million

Significant Financial Interest

means (i) ownership of greater than 1% of the equity of a material customer, supplier or competitor or (ii) an investment in a material customer, supplier or competitor that represents more than 5% of the total assets of the employee