

Code of Ethics

CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics describes the standards of business conduct required of all Rofin employees, executive officers and directors. This Code reflects our Company's vision and values. No code of conduct can replace the thoughtful behavior of an ethical director, officer or employee, but this Code serves to help us focus on key areas of ethical risk, provide guidance on appropriate behavior, and continue to foster the culture of honesty and accountability which is evident throughout Rofin.

KEY PRINCIPLES

Confidentiality:

* Rofin employees, officers and directors must respect and maintain the confidentiality of the information regarding the company, its services, and customers.

Officers, directors and employees must maintain the confidentiality of information entrusted to them by the Company or customers of the Company, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. The obligation to safeguard confidential information continues after employment or board service with the Company ends.

Honest and Ethical Conduct; No Conflict of Interest:

* Rofin employees, officers and directors must act honestly and ethically in the conduct of all business activities for the Company and avoid any conflicts of interest that could inhibit their ability to act or make decisions in the best interest of the Company.

A "conflict of interest" exists when a person's private interest interferes in any way, or even appears to interfere, with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise when an employee, officer or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. An employee who is in any doubt as to whether a conflict of interest exists or would exist in a particular situation should check in advance with RSTI's Chief Financial Officer (Guenther Braun, Tel. +49 40 73363-177). No person may engage in an activity that involves a conflict of interest or the appearance of a conflict of interest, except with the specific prior approval in writing of RSTI's Chief Financial Officer.

Every employee, officer and director who is aware of any activity, financial interest or relationship that may present a possible conflict of interest must report the potential conflict of interest as described in the compliance policy "Duty to Report."



Corporate Opportunities:

* Rofin employees, officers and directors may not use corporate property, information or position for personal gain.

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are properly within the scope of the Company's activities, and competing with the Company. Employees, officers and directors are prohibited from competing with Rofin and owe a duty to the Company to advance the Company's interests to the best of their abilities.

Protection of Company Assets:

* Rofin employees, officers and directors must protect the Company's assets and ensure they are used for legitimate business purposes.

Theft, carelessness and waste have a direct impact on the Company's profitability. Employees, officers and directors are responsible for ensuring that the Company's assets are utilized efficiently.

Fair Dealing:

* Rofin employees, officers and directors must deal fairly with other employees, customers, vendors and competitors.

No person may take unfair advantage of anyone through manipulation, concealment, use of privileged, or confidential information, misrepresentation of facts or any other unfair-dealing practice.

Compliance with Laws, Rules and Regulations:

* Rofin employees, officers and directors must abide by all applicable laws, rules and regulations.

The Company actively promotes compliance with all laws, rules and regulations, including insider trading laws. Employees must comply with the applicable laws of the country in which they operate, as well as U.S. laws. Noncompliance is unethical, illegal and in conflict with the Company's values and commitment to integrity. Violations will be dealt with decisively.

Fair and Timely Disclosure in Public Reporting and Communications:

* The Company's Senior Financial Officers, including the Chief Executive Officer, are responsible for ensuring that such financial statements, public reports or communications contain disclosure that is full, fair, accurate, timely and understandable.

In that regard, the Senior Financial Officers are responsible for establishing and maintaining effective disclosure controls and procedures and internal controls and procedures for financial reporting.

Duty to Report:

* Rofin employees, officers and directors who have knowledge that an applicable law, regulation, policy or ethical guideline has been, or may be, violated must promptly report such information to an appropriate person within the Company.

The Company actively promotes ethical behavior in all its business activities. The Company has an “open-door” policy and employees are encouraged to report potential violations to their supervisors, any member of management, or RSTI's Chief Financial Officer (Guenther Braun, Tel. +49 40 73363-177). Employees are also encouraged to speak to their supervisors or other appropriate personnel at any time if there is any doubt about the best course of action in a particular situation. No employee will suffer any penalty or retribution for reporting suspected misconduct or noncompliance or will be subject to adverse consequences as a result of making the report.

Adherence to this Code; Violations of this Code:

Each employee, officer and director has a personal responsibility to ensure that his or her actions abide by the letter and the spirit of this Code. Management must drive a culture in which compliance with the Company's policies and all applicable laws is at the core of all the Company's business activities.

The policies set forth in this Code are supported by the specific and detailed policies and practices contained in the Company's Employee Handbooks.

The values and principles set forth in this Code are important to the Company and must be taken seriously by all of us. Accordingly, violations will lead to disciplinary action in accordance with the Company's policies. Such disciplinary action may include reprimand, reimbursement of any loss or damage suffered by the Company or termination of employment. Under certain circumstances, violation of this Code may also result in referral for civil action or criminal prosecution, or any other disciplinary action deemed appropriate by the Company.

Waivers of this Code

Any waiver of this Code for executive officers (including Senior Financial Officers) or directors may be made only by the Board of Directors or a Board Committee and must be disclosed to shareholders as required by applicable law or stock exchange regulations.