



VAN LEEUWEN PIPE AND TUBE GROUP

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CODE OF CONDUCT

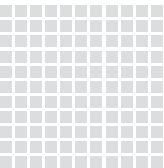


Foreword

Since 1924, the year the Van Leeuwen Pipe and Tube Group was founded, we and our predecessors have worked carefully to expand our leading position as an industrial inventory-holding distributor specializing in steel pipes, pipe components and valves.

We differentiate ourselves by our customer-oriented way of doing business and the high quality of our products and services. Our philosophy has always been to promote an ethical and socially responsible policy with concern shown for our employees and the work environment.

This Code of Conduct also applies to the activities of our subsidiaries. It is an instructive manual for Van Leeuwen Pipe and Tube Group managements and employees. It answers questions like 'How should I deal with (external) contacts and ensure that our activities are carried out in accordance with the law and generally accepted standards and values?'



The Van Leeuwen Pipe and Tube Group wants its relationships with all its business partners to be based on the principles set out in this Code of Conduct.

The managements and employees of the Van Leeuwen Pipe and Tube Group are obliged to observe these rules. This is a practical code for everyday use. It is impossible to describe every potential scenario separately, but we have confidence in the common sense and professionalism of our employees.

Code of Conduct of the Van Leeuwen Pipe and Tube Group, approved by the Board of Executive Directors in Zwijndrecht, the Netherlands on 4 May 2005



Objective

The Van Leeuwen Pipe and Tube Group has a good name worldwide. Customers, shareholders, employees, business partners (suppliers, subcontractors, service providers and joint venture partners), government authorities, the press and other external bodies can see they are taken seriously and that Van Leeuwen takes their interests into account. This is because the managements and employees of the Van Leeuwen Pipe and Tube Group set great store by the good reputation of the Group and value certain standards and values.

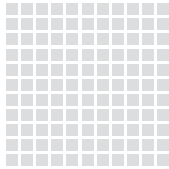
It is stimulating for managements and employees to work in an environment where professionalism, sincerity, collegiality and respect are prized. The Van Leeuwen Pipe and Tube Group believes they are important and emphasizes them in its Code of Conduct.

Basic principles

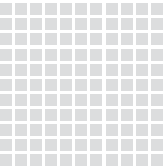
- The shareholders are the ultimate owners of the Van Leeuwen Pipe and Tube Group. We are answerable to them and must keep them informed about financial and other matters.

- We do not ask our employees to do anything that is in conflict with statutory regulations or runs counter to this Code of Conduct.
- We assess our employees on their performance and their proven abilities. We expressly reject any form of discrimination. Physical and verbal intimidation are not tolerated.
- We will ensure a good, safe work environment, and the workplace is organized in accordance with the relevant statutory provisions.





- Within the bounds of generally accepted social standards and values, our employees may act in accordance with their own values and standards. We expect them to respect the following specific values: entrepreneurship, customer focus, craftsmanship, results-oriented team spirit, flexibility and a solution-oriented approach.
- When fulfilling contract obligations we will - wherever necessary - comply with all current health, safety and environment rules and regulations. We also expect the same of our business partners and employees.
- It is essential in our business dealings to position ourselves as a reliable partner that observes and upholds (local) laws and regulations and generally accepted values and standards.
- We will not use the services of business partners or anyone else to break or evade laws or regulations. We will select our business partners carefully and our employees will see to it that they do not betray our confidence in the choice. Our selection of business partners will be based purely on commercial considerations.



Our considerations when doing business will be purely objective and commercial. Agreements must therefore be set down in writing and complied with.

- We expect our business partners not to betray our trust. We will comply promptly with all our business agreements.
- Relations with public institutions and external bodies will be maintained by the people or departments designated for the purpose. No gifts will be given to staff of these institutions and bodies that might harm the integrity or good name of one of the parties or that could affect objective decision-making. We will under no circumstances give gifts to political parties or people who belong to them, or to officials in public positions.
- We will train our responsible managers to ensure that this Code of Conduct is implemented as effectively as possible.

Responsibilities of managements and employees

General

The managements and employees will comply strictly with the instructions set out in this Code of Conduct and play their part in implementing this policy. The managements of all subsidiaries are responsible for ensuring that all employees are familiar with the basic principles expressed in this Code of Conduct and that they act in accordance with them in good faith.



*Personal relationships may not harm
the company's interests. . .*



Specific

- Managements and employees keep their work life and private life separate as far as possible. Business activities undertaken in addition to your work for the Van Leeuwen Pipe and Tube Group should always be reported to your manager and should not result in a conflict of interest. Carrying out certain activities in addition to your work requires the prior approval of the Van Leeuwen Pipe and Tube Group.
- You will ensure that your personal relationships do not harm the company's interests.
- You will keep the knowledge and skills required for your position up to standard.
- You are responsible for ensuring that the activities of the Van Leeuwen Pipe and Tube Group that depend on you are implemented in accordance with the rules that apply to the Van Leeuwen Pipe and Tube Group with respect to the protection of health, safety and the environment.
- You do not discriminate, and you treat your colleagues equally without any distinction as to race, belief, sexual preference or age, and treat identical cases in exactly the same way.

- You will not be guilty of any form of sexual intimidation.
- You will use the property of the Van Leeuwen Pipe and Tube Group carefully. You will not use or misuse any of this property for private purposes without your manager's permission. Property loaned to employees will be immediately returned to the Van Leeuwen Pipe and Tube Group when so requested.

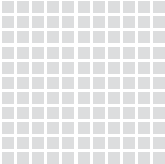


*Do not use property of Van Leeuwen
for private purposes without permission. . .*

- The IT and communication resources of the Van Leeuwen Pipe and Tube Group are provided for business use. Reasonable use for private purposes is acceptable within the limits set by the applicable laws and regulations.



Refrain from punishable behavior in dealings with customers and business partners. . .

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- You will not give any gifts or supply free products or services to or receive the same from any customers, business partners or other third parties with whom a business relationship is maintained. Small presents are only permitted as a token of appreciation or to reinforce a good relationship. The recipient should not feel obliged in any way, and any appearance of reciprocation (i.e. that something should be done in return) must be avoided.
 - You will refrain from behavior that is in conflict with (local) laws and regulations. You will also refrain from punishable behavior in your dealings with customers, business partners and other third parties with whom commercial relations are maintained.



Accounting and internal audits

We endeavor to ensure that all the transactions we carry out are recorded correctly in the books in accordance with the relevant procedures, and are clear and set out in such a way that they can be audited by internal and external auditors. All accounting routines will be carried out in accordance with the statutory regulations and accepted business practices, and be clearly organized to facilitate auditing. Managements and employees will cooperate fully with all audits. All parts of the company will strive for efficiency and avoid bureaucracy.

Confidentiality

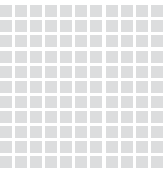
You are obliged to keep completely secret all confidential commercial matters relating to the Van Leeuwen Pipe and Tube Group and its customers and business partners, insofar as this does not conflict with a legal duty of disclosure. The duty of secrecy remains in force even after termination of employment.

Business partners

We will provide our key business partners (suppliers, subcontractors, service providers and joint venture partners) with a copy of our Code of Conduct.



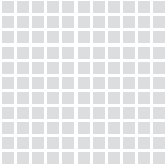
You are obliged to keep completely secret. . .



This will familiarize them with the standards and values we observe. If any action by a business partner results in a situation in which we act, or are likely to act, in conflict with the letter and spirit of this Code of Conduct, the cooperative relationship will be reviewed. We require these business partners to inform us if one of its employees acts in conflict with our Code of Conduct.

Compliance/supervisory council

We have appointed a supervisory council from the Van Leeuwen Pipe and Tube Group. In addition to its supervisory role, the council is responsible for effective implementation of this Code of Conduct and for encouraging compliance with it. The supervisory council will advise the managements of the Group's subsidiary companies on this and also monitor them; in this way we will minimize the risk of violations of the Code. The supervisory council will take action if it is approached by the Van Leeuwen Pipe and Tube Group or if it identifies violations itself. It will formulate rules for disciplinary measures or sanctions that can be taken against violation of the Code. These rules will include a mechanism for appealing against any such measure.



The supervisory council is also responsible for regularly updating the Code of Conduct. In this capacity, the supervisory council reports directly to the Chairman of the Board of Executive Directors of the Van Leeuwen Pipe and Tube Group.

The members of the supervisory council are:

- the manager of Human Resources
(Van Leeuwen Pipe and Tube Group)
- the head of Legal Affairs
(Van Leeuwen Pipe and Tube Group)
- the chairman of the Works Council
(Van Leeuwen Buizen)

The exact composition of the supervisory council is given on Infinet, the intranet of the Van Leeuwen Pipe and Tube Group.



Van Leeuwen telephone line/e-mail address

There is a free, confidential telephone line and an e-mail address that managements and employees can use to report violations of statutory regulations or this Code of Conduct to the supervisory council. This contact information is given on Infinet, the intranet of the Van Leeuwen Pipe and Tube Group. You are expected to report any violations immediately. They can be reported to your manager or, if you wish to remain anonymous, to the supervisory council by using the telephone line or e-mail address referred to above.

The supervisory council will treat these reports as confidential as far as possible, and deal with them in good faith. In its policy on the provision of information in the case of supposed unlawful acts (the whistle-blower policy) the Van Leeuwen Pipe and Tube Group clearly states that no retaliatory measures should be taken against an employee who reports a supposed violation or who provides information or has helped with an investigation or legal action.



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