





CODE OF CONDUCT OF THE AENOVA GROUP

Members of the Aenova Group

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This guideline for dealing with colleagues and business partners in the Aenova Group and for all companies of the Aenova Group (**code of conduct**) was decided and is valid from [1 July 2018]:

1 BASIC BEHAVIOUR REQUIREMENTS

1.1 Legal conduct

Aenova, including all Aenova companies, is a responsible organisation committed to acting in accordance with the applicable laws. All employees must comply with the laws and regulations of the legal system in which they operate. Furthermore, the relevant Aenova guidelines must be observed. Violations of these legal requirements must be avoided under all circumstances. Any violation of legal requirements by an employee has consequences under labour law irrespective of sanctions by the judiciary.

If any questions or ambiguities regarding the content of this code of conduct arise, they must be clarified immediately with the respective supervisors. If you need further advice and support or would like to report an incident, please write to the following email address:

compliance@aenova-group.com

1.2 Responsibility of managers

As a leader in our organisation – no matter at which level – you should set a good example, act with integrity, and encourage discussion about the ethical and legal implications of business decisions.

In order to create a working environment that promotes integrity and responsibility, we as managers must provide reliable information about this code of conduct, the applicable guidelines, and the legal requirements.


As managers, we are called upon to have an open ear and understanding for the concerns and questions of our employees. As soon as a request has been made, we as managers must address it directly and appropriately.

The following duties in particular apply to us as managers:

- (a) We are responsible for selecting applicants carefully and taking into account their personal and professional qualifications and aptitude. This responsibility increases with the importance of the tasks assigned to employees (selection obligation).
- (b) We must provide applicable, unambiguous, comprehensive, and binding instructions, especially when dealing with compliance issues concerning this code of conduct (instruction obligation).
- (c) We must ensure that the requirements of the code of conduct within our area of responsibility are adhered to in the long term (control obligation).
- (d) We must expressly communicate the importance of compliance in day-to-day business and make it clear that violations of the code of conduct will not be accepted and can have serious consequences (communication obligation).

1.3 Mutual respect and honesty

We respect the dignity, privacy, and personal rights of our employees, customers, suppliers and business partners.

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Our conduct reflects mutual respect and honesty. Inappropriate behaviour such as preference, discrimination and coercion will not be tolerated in the Aenova Group.

We communicate openly and accept our responsibility. We are reliable partners, act with integrity and do not make promises that we cannot keep.

1.4 Fair treatment and diversity

We are convinced that diversity and inclusion is a win-win situation. The appreciation diversity and equal participation by all leads to better results for employees, customers, and investors.

Aenova offers equal opportunities to all applicants and employees at all career levels (recruiting, employment, promotion, pay, and training) in accordance with applicable laws.

We are committed to creating a diverse, inclusive, and non-discriminatory workplace that is representative of the environment in which Aenova operates.

1.5 No harassment and bullying

Harassment and bullying are unacceptable behaviours that harm employees and business partners and adversely affect both work flows and productivity.

Sexual harassment is expressly prohibited. This includes unwanted sexual approaches and behaviours in verbal or physical form as well as the demand for sexual favours.

Aenova will not tolerate the harassment, intimidation, or bullying of employees by colleagues, managers, or other persons.

2 DEALING WITH BUSINESS PARTNERS AND THIRD PARTIES

2.1 Fair competition

The imperative of fairness also applies to competition for market shares. Every employee is obliged to observe the rules of fair competition. This is regulated by anti-trust law, which may vary from country to country and from case to case. The following paragraph sets out general rules to be followed by Aenova employees:

Aenova employees may not


- talk to competitors about prices, production services, capacities, sales, offers, offers, profits, profit margins, costs, distribution methods, or other competitive indicators with the aim of influencing competition
- enter into agreements with competitors that are aimed at waiving competition, restricting business relationships with suppliers, submitting bogus bids for tenders, or dividing up customers, markets, territories, or production programmes
- acquire competitive information through industrial espionage, bribery, theft, or electronic eavesdropping
- knowingly disseminate false information about a competitor or its products and services

2.2 Power of representation for Aenova

Our customers and suppliers trust Aenova. They assume that the person with whom they do business is authorised to represent Aenova. Each employee may only act within the powers of representation and approval limits granted to him/her. Employees may not take any action aimed at undermining and circumventing their powers of representation and authorisation limits.

All managers of Aenova are obliged to implement and maintain functioning processes and controls within their areas of responsibility so that it is ensured that all business transactions are only carried out within the respective powers of representation and approval limits.

2.3 Combating bribery and corruption

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Offering and granting advantages

We compete for orders through the quality and price of our innovative products and services.

No employee, whether directly or indirectly, may offer, promise, grant, or authorise the granting of money or other property of value to an officer in order to obtain an inadmissible advantage. The same shall apply to obtaining an inadmissible advantage from a person in the private sector in commercial transactions.

Any offer, promise, gift or donation must comply with applicable laws, and Aenova policies and may not create the appearance of dishonesty or inadequacy. Offering and providing food and other invitations to business events must be proportionate to the consideration received and in accordance with local customs and Aenova policies.

In addition, employees may not indirectly grant cash payments or other benefits (e.g. to consultants, agents, intermediaries, business partners, or other third parties) if the circumstances indicate that these cash payments may be made in whole or in part, directly or indirectly

- to a public official in order to influence actions or obtain an inadmissible advantage
- or
- to a person in the private sector in order to gain an unfair advantage in commerce

Any decision to enter into a financial participation, be it the acquisition of majority or minority interests or the formation of a joint venture, must be preceded by a compliance audit.

2.4 Demanding and accepting benefits

Employees must not misuse their professional position to claim, demand, accept, procure, or assure benefits. This does not include the acceptance of occasional gifts with a purely symbolic value or food and other invitations to business events provided that these take place within an appropriate framework and are both customary and in accordance with Aenova's guidelines. However, the employee's manager must be informed of this in all cases.

The employee may not keep any gifts received but rather must immediately hand them over to Aenova.

2.5 Donations for political and charitable purposes, sponsoring


As a responsible member of society, Aenova can donate money or material assets to education and science, art and culture, and social and community projects.

Some donations are generally prohibited, especially donations

- to political parties, political organisations, or politicians
- to individuals and profit-oriented organisations
- to private accounts
- to organisations whose objectives are incompatible with the corporate principles or which damage the reputation of the Aenova Group

Sponsoring refers to any kind of donation in cash or in kind by Aenova for an event organized by a third party. In return, Aenova is offered the opportunity to promote Aenova brands. Sponsoring contributions may only be made on the basis of a written agreement and for legitimate business purposes. They shall be in proportion to the equivalent value offered by the organiser.

All donations and sponsorship must be transparent. Among other things, this means that the identity of the recipient and the intended use of the donation/sponsorship must be known. In addition, the reason and purpose of the donation/sponsorship must be justified and documented. All significant donations and sponsorships must be approved by the executive management of the Aenova Group.

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Quasi-donations and quasi-sponsoring donations, including donations/sponsorships that give the impression of consideration for a service, whereby the consideration clearly exceeds the value of the service, are prohibited.

2.6 Anti-money laundering measures

Money laundering is the process of disguising the source of funds from criminal activities such as terrorism, drug trafficking, or bribery through the smuggling of “dirty money” into the legal financial and economic circuit in order to give it the appearance of legality and to conceal the actual origin or true identity of the owner.

Aenova’s goal is to maintain business relationships with reputable customers, suppliers and business partners whose operations are legal and whose funds come from legitimate sources. We will not tolerate money laundering of any kind.

Employees must be alert and report suspicious behaviour of customers, suppliers, and business partners. Employees are also obliged to comply with all accounting, storage, and reporting obligations for cash payments and payments in all transactions.

2.7 Trade controls

Aenova meets customer needs in many different countries. Accordingly, Aenova is obliged to comply with a variety of export controls, customs laws and regulations (in particular those of the UN, the US, and the EU). Export controls generally apply to the transfer of goods, services, hardware, software, technology – and email – across national borders. Export control laws may impose sanctions based on the direct or indirect export or import of goods/services to or from sanctioned countries or to or from third parties against whom trade restrictions have been imposed for reasons of national security or criminal links.

Violations of these laws and regulations may result in substantial penalties. This includes fines as well as the refusal of simplified import and export procedures (this can lead to an interruption of the smooth production process).

2.8 No child and forced labour

Aenova is strictly against child labour and the purchase of goods and services produced using child labour. Similarly, Aenova has a zero tolerance policy towards forced labour.


Child labour is defined as work carried out by a person under the age of 15 unless the local legislation has established a higher age or the minimum age is lower in exceptional cases (ILO Convention no. 138).

Forced labour is any kind of work or service that is performed involuntarily by a person or group of persons under the threat of punishment or coercion.

2.9 Business relations with suppliers

Aenova expects its suppliers to share the following principles out of their responsibility towards our stakeholders and the environment:

- the compliance with all applicable laws
- the prohibition of corruption
- the respect for the human rights of its employees
- the compliance with laws against child labour and human trafficking, including those prohibiting forced labour
- the assumption of responsibility for the health and safety of its employees
- the compliance with the relevant laws and international environmental protection standards
- the requirement that these values be implemented by their own suppliers

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3 AVOIDANCE OF CONFLICTS OF INTEREST

All Aenova employees are obliged to make business decisions in the best interest of Aenova and not on the basis of their personal interests. Conflicts of interest arise when the personal, social, financial, or other interests of employees make it difficult for them to effectively carry out the business interests assigned to them by Aenova.

Employees must report any personal interest that may arise in connection with the performance of their official duties.

Employees may not allow private orders to be carried out by companies with which they have business dealings in the course of their work for Aenova if they could benefit from this in the context of a private assignment. This applies in particular if employees have or can exert direct or indirect influence the commissioning of the company for Aenova or one of its group companies.

3.1 No competition with Aenova

An employee may not run or work for a company that is in competition with Aenova. An employee may not compete with Aenova.

3.2 Family and other closely related persons

Transactions on behalf of Aenova or competition with a company in which an employee's relative or other closely related person is involved or employed create a conflict of interest. A conflict of interest also arises when an employee hires or commissions a relative or another closely related person. Such conflicts of interest must be reported to the manager and avoided as far as possible.

3.3 No secondary employment

Employees are not allowed to take up any secondary employment in which they compete with Aenova. Any part-time employment must be approved in writing by the employee's manager and the HR department. Occasional activities that do not conflict with the employee's duties and for which remuneration is insignificant are not included.

3.4 Investments in third party companies

Employees who directly or indirectly own or acquire a stake in a competitor must notify the HR department if they have the opportunity to exercise influence over the management of the competitor through this stake.

In principle, it can be assumed that the possibility of exerting influence on management exists if the stake in the competitor exceeds five percent of the share capital.


4 DEALING WITH COMPANY PROPERTY

Aenova provides its employees in the office and operating rooms with a wide range of resources such as telephones, answering machines, copiers, computers, software, email accounts, and Internet/Intranet. In principle, these are intended only for use for company purposes and not for personal use.

In exceptional cases and in compliance with the relevant group guidelines, the use of company property for purposes other than corporate purposes may be permitted. However, company property may not be used in any way in connection with

- illegal activities
- an actual or alleged conflict of interest

In addition, the private use must not lead to any significant additional costs and disruptions in the course of business, including any possible impairment in the exercise of the employee's duties or those of other employees.

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Under no circumstances, may information that encourages racial hatred, criminal acts, or glorification of violence, that incites racial hatred, or that is sexually offensive or violates a person's dignity, be retrieved, disseminated, or posted in social media or any other place on the Internet.

5 HANDLING OF INFORMATION

5.1 Accounting and reliability of financial reporting

Correct and truthful reporting is part of open and effective communication. This applies equally to relations with investors, employees, customers, business partners, the public, and government agencies.

All Aenova employees must ensure that all Aenova books and records that they prepare or are responsible for in one way or another

- are complete
- are correct
- truthfully reflect any transaction or expense
- are prepared in due time and in accordance with the applicable accounting rules and regulations

These books and records include all data, certifications and other written documents that are included in financial reporting and disclosure as well as documents collected for other purposes. This includes, but is not limited to, time recording and travel expense accounting as well as production and quality reports.

Aenova collects personal data in accordance with the relevant legal requirements. These data are treated with the highest degree of confidentiality and will only be made available to third parties in accordance with the applicable laws.

5.2 Confidentiality

Any internal information of Aenova that has not been disclosed shall be treated confidentially. Likewise, non-public information and information from or about suppliers, customers, employees, representatives, consultants or other third parties must be protected in accordance with legal or contractual requirements.

5.3 Insider trading rules

Individuals who have inside information relating to another company (e.g. a client or supplier) whose securities are listed on a stock exchange or another market may not trade in the securities or other financial instruments of such undertakings whose price depends directly or indirectly on the securities of such undertakings (insider securities).


Insider information is concrete information about non-publicly known circumstances that refers to issuers of insider securities and which is likely to have a significant influence on the stock exchange or market price if it becomes public. This would be the case if an expert investor considered it probable that the information would influence the price of the securities or affect an investment decision.

6 HEALTH, SAFETY, AND ENVIRONMENT

6.1 Environment

Protecting the environment and conserving our natural resources is a high priority for our company. Aenova strives to conduct its business in an environmentally friendly manner and is continuously working to improve its environmental performance.

6.2 Occupational health and safety

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The health and safety of employees at their workplaces is a high priority. By complying with the laws and regulations on health and safety at work, we offer our employees a healthy and safe working environment. Our managers, HSE managers, and occupational safety specialists ensure that appropriate procedures and safeguards are in place to guarantee health and safety at work.

It is the responsibility of each and every one of us to support Aenova's efforts to carry out work processes in a safe and secure manner. This means that employees may not work under the influence of substances that impair safety at work or prevent them from carrying out their work efficiently. *(End of the code of conduct)*