

# CODE OF CONDUCT

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# Introduction

This Code of Conduct is based on the corporate policy of Umdasch Group Ventures and was drawn up to define global standards for the conduct of all employees of Umdasch Group Ventures.

These standards are, however, no novelty to us but have long been adhered to within our company. The primary purpose of the Code of Conduct is explicit documentation of these relevant rules of conduct.

# General principles

All employees of Umdasch Group Ventures shall comply with the standards set out in the Code of Conduct and be guided by these standards in their daily work.

## Scope and application

This Code of Conduct applies to all employees (white-collar workers, blue-collar workers and hired labour) of Umdasch Group Ventures and to all who act in the name or on behalf of Umdasch Group Ventures (e.g. suppliers). Whenever possible, Umdasch Group Ventures will make these external third parties aware of the provisions of this Code of Conduct that are applicable to them and let them know that they too are expected to reasonably comply with these provisions in their business dealings with Umdasch Group Ventures.

If Umdasch Group Ventures becomes aware of a violation of these provisions by one of its business partners, the relevant business partner will be asked to abstain from behaving in such manner. The management of Umdasch Group Ventures reserves the right to take adequate measures, such as terminating the business relationship or notifying the authorities, if the business partner concerned fails to comply within a reasonable period of time.

## Responsibility of all employees of Umdasch Group Ventures

Bearing responsibility as a company means that every single employee assumes responsibility for his or her actions. This also means that the employees of Umdasch Group Ventures are aware of the laws applicable to their particular areas of work and always comply with and adhere to all relevant international, national and local laws and guidelines (e.g. commercial law, tax law, competition law, etc.) and all applicable internal guidelines and rules, including this Code of Conduct.

The management of Umdasch Group Ventures is responsible for imparting these guidelines and rules to its employees.

All employees are expected to report verifiable or suspected infringements of laws, the Code of Conduct, or other internal guidelines and rules (see also the section entitled "Reporting misconduct").

Umdasch Group Ventures reserves the right to take disciplinary action if an employee fails to comply with the laws, the Code of Conduct or other internal guidelines and rules. Employees should be aware that such infringements may have serious consequences for the enterprise and for themselves and that they will be held accountable.

It is not only Umdasch Group Ventures that is bound to compliance. This duty is also incumbent on each individual employee. Ultimately, infringements of compliance provisions can result in personal consequences for the individual employee under civil law and criminal law.

# Equal opportunities and fair treatment

No form of insult or harassment at the workplace will be tolerated. All employees shall receive fair and equal treatment.

## Basic principles

Umdasch Group Ventures places particular importance on the fair and respectful treatment of all employees. We commit ourselves to creating a working atmosphere of mutual trust where each individual is treated with dignity and respect and where people from different cultures with different personal backgrounds are appreciated. Being an international company, we embrace the diversity manifested in the origin, culture, language and ideas of our employees. In order to avoid misunderstandings and conflicts, we treat each other with conscientiousness and respect.

At Umdasch Group Ventures, all employees have equal employment opportunities. All human-resource decisions are based on aptitude, performance, integrity, qualifications and similar criteria and this applies in all aspects of recruiting, training, remuneration and promotion.

## Sexual harassment

Sexual harassment can take many different forms, such as obvious advances, degrading comments, jokes, foul language or insinuating gestures. Even if not so intended, behaviour of such kind might well be perceived as harassment.

Umdasch Group Ventures prohibits sexual harassment of any kind.

Employees who feel sexually harassed may contact the competent bodies at any time (see the section entitled "Reporting misconduct"). When they take this step, they can rest assured that

- their reports will be followed by thorough and strictly confidential investigation,
- neither the rejection of an advance nor the reporting of sexual harassment will have a negative impact on employment situation, performance evaluation or income of the reporting person unless the report is made with malicious intent.

If employees nevertheless become the subject of reprisals or attempt reprisals against other employees as a result of such a report, the competent bodies must be notified forthwith so that an immediate stop can be put to such inadmissible conduct.

## Discrimination

Within Umdasch Group Ventures, human rights are regarded as fundamental values respected and adhered to by all. The corporate culture of Umdasch Group Ventures recognises and appreciates that each human being is unique and valuable and must be respected for his or her individual skills. We regard each employee as an important member of our global team and respect the rights and the dignity of all our employees.

Umdasch Group Ventures commits to the fair and equal treatment of all potential and current employees. We do not tolerate discrimination by reason of national or ethnic origin, gender, sexual orientation, culture, religion, age, marital status, social affiliation, health, trade-union membership, political opinion or on other grounds.

Individuals with equivalent hard and soft skills **have to be treated equally** as regards hiring, terms of employment, remuneration, training measures and human resources development in the regional environment. This principle applies accordingly to all business relationships with external third parties, such as suppliers, customers, consultants, dealers and other business partners of Umdasch Group Ventures, including its competitors.

**When hiring and promoting employees, we attach the utmost importance to equality of treatment for all, so that no distinction is made by reason of race, origin, gender, religion or age.**

Excerpt from the corporate policy of Umdasch Group Ventures.

# Safety, health and environment

We attach the utmost importance to safe and healthy working conditions. Each individual is under obligation to use our resources wisely and efficiently.

## Working conditions

Umdasch Group Ventures does not tolerate working conditions that conflict with international laws and regulations. The same is expected of Umdasch Group Ventures's business partners.

Child labour and forced labour are prohibited at all our facilities and we endeavour to influence our partners and suppliers to act in like manner.

Umdasch Group Ventures maintains reasonable and fair remuneration and salary levels throughout all its facilities. We respect our employees' right to negotiate collective bargaining agreements in accordance with the laws and customs of the countries in which we operate.

Umdasch Group Ventures attaches great importance to work safety and preventive health care. In a multiplicity of projects, Umdasch Group Ventures goes beyond statutory provisions to create and maintain a safe and healthy work environment for all employees.



## Alcohol and narcotics

Alcohol and narcotics can have a significant effect on our employees' ability to think clearly and to effectively and efficiently perform their duties. They reduce productivity and – what is even more important – can even put the employees of Umdasch Group Ventures and their work environment at risk.

For this reason, all employees of Umdasch Group Ventures are strictly prohibited from consuming narcotics, alcohol and other intoxicating substances during working hours, except medical drugs duly prescribed by a physician.

## Environmental protection and social responsibility

Treating our environment responsibly is particularly important to us. Umdasch Group Ventures is thus committed to intelligent and sustainable use of resources, energy and waste and has developed environmental, health and safety guidelines to this end. These guidelines meet or go beyond the international and national laws and regulations.

Each employee is obliged to comply with these guidelines for his or her own protection and for the protection of our environment. Each employee lives sustainability as a part of our corporate culture.

Commitment to society has always been part of Umdasch Group Ventures's philosophy. Umdasch Group Ventures acts on its responsibility towards society by participating in numerous public-benefit projects.

Further information on how environmental issues are being handled and on the company's sustainability approach can be found in the CSR (Corporate Social Responsibility) /sustainability reports issued by the divisions of Umdasch Group Ventures.

**For Umdasch Group Ventures, it comes naturally to be actively involved in the environmental field and – going beyond mere compliance with environment-related laws and statutory requirements – to be committed to achieving ecologically sustainable practices.**

Excerpt from the corporate policy of Umdasch Group Ventures.

# Confidentiality and protection of corporate assets

## Basic principles

All employees of Umdasch Group Ventures are responsible for protecting corporate assets and for using the resources made available to them in an adequate manner.

Corporate resources are all operational resources (including but not limited to information) in the possession of Umdasch Group Ventures, i.e. essential elements of the business activities pursued by Umdasch Group Ventures. All employees are therefore responsible for protecting the resources against damage or destruction, theft, IT security threats, unapproved or fraudulent change, unauthorised access and improper use and/or publication.

Corporate assets may not be removed from corporate sites without explicit authorisation. Furthermore, corporate resources may not be used for private purposes unless explicitly agreed to the contrary.

## Corporate information

Umdasch Group Ventures supports a free exchange of information and encourages the sharing of information. However, indiscretion, misuse or the destruction of corporate information may cause considerable damage to Umdasch Group Ventures. Therefore, respect for and protection of confidential information are given top priority. All employees of Umdasch Group Ventures are obliged to treat with particular conscientiousness all corporate information to which they have access while performing services for Umdasch Group Ventures

The term “corporate information” refers to all financial data, contracts, correspondence, technical data, etc. belonging to Umdasch Group Ventures, irrespective of the form or the medium used to process, transfer or store such information.

**In particular, confidential information can be:**

- trade secrets and know-how,
- existing or potential patents, copyrights and brands/trademarks,
- business ideas, procedures, plans and proposals,
- information on capacities and production,
- marketing strategies and sales forecasts,
- customer information,
- internal price lists,
- corporate strategies,
- construction plans,
- supplier data,
- business principles,
- information on technology and on research and development,
- employee data, e.g. regarding hiring, health, education and training measures,
- financial data.

**In general, the employees of Umdasch Group Ventures bear responsibility for**

- corporate information being treated at all times in a manner consistent with the applicable laws and internal guidelines and regulations,
- corporate information being used exclusively for the intended internal purpose and for having other use (e.g. publication) being approved in advance by the supervisor concerned,
- no false or misleading entries being made in financial and accounting data, accounts, technical information, etc.,
- corporate information not being destroyed prior to the expiry of the stipulated retention period or while legal disputes or investigations are pending.

All employees must protect corporate resources and utilise them in an appropriate manner.

## Classification of corporate information

All information other than that specifically marked “public” must be regarded as internal and confidential. Information of this nature is exclusively for internal use within Umdasch Group Ventures and therefore must not be disclosed to external third parties without special approval.

The originator of corporate information or his/her superior is responsible for classifying the information by the required level of protection (e.g. by means of overprints, stamps, handwritten notes, confidentiality criteria in the e-mail system, etc.). Corporate information marked “confidential” requires particularly careful treatment. For instance, it is not permissible to have this information accessible to others at the place of work.

If, under special circumstances, corporate information marked as confidential is to be disclosed to an external third party, a confidentiality agreement must invariably be concluded after the originator and/or owner of the information has issued approval and before confidential information leaves Umdasch Group Ventures.

## E-mail, intranet and internet

Active usage of e-mail, internet and intranet is imperative for speedy and efficient communication. Nevertheless, if not used correctly external data connections (e-mail, internet) involve many risks that can cause serious damage to Umdasch Group Ventures. In order to minimise these risks, the internal guidelines and rules concerning e-mail, internet and intranet systems and the Social Media Guide must be complied with in all instances.

Particular care must be taken not to download, copy or send content that is unlawful, defamatory, discriminatory, party political or pornographic in nature or that could be perceived as offensive.

For security reasons, there is a blanket prohibition on processing and storing corporate data and documents on private IT devices or on IT devices that have not been officially procured via companies of Umdasch Group Ventures. Employees are obliged to comply with the data protection laws or similar statutory provisions applicable in the countries in question. Furthermore, without the employer's specific instructions to the contrary employees are not permitted to forward data with which they are entrusted in the scope of the services they perform. Employees are obliged to maintain data confidentiality both throughout the employment relationship and after its termination.

## Secrecy

In the discharge of their duties employees have access to a number of IT instruments and databases containing strictly confidential corporate know-how consisting of commercial, organisational and technical information, which is therefore the intellectual property of Umdasch Group Ventures. Employees are required to treat such corporate know-how in strict confidence and to use it exclusively for the discharge of their duties.

Disclosure of corporate know-how to third parties, rendering it available to third parties and other misuse is prohibited and may have legal consequences. In this respect, Umdasch Group Ventures reserves the right to document access to sensitive programmes and data for data security reasons in compliance with country-specific laws.

## Removal and safekeeping of data

The removal of corporate data from company premises on data carriers (CDs, memory cards, portable hard drives, etc.) or on IT devices (e.g. notebooks) and the copying of corporate data to external networks (e.g. internet) require the consent of the appropriate superior.

Employees are obliged to keep data carriers and IT devices safe. In this respect your attention is also expressly drawn to the standard operating procedure entitled "IT usage".

# Protection of intellectual property

Intellectual property of Umdasch Group Ventures is created for instance in the form of inventions, scientific or technical research, product development, development of new technologies, company-developed computer software, etc.

As required in the individual case, this intellectual property is protected by registration or application for the registration of trade names, patents, designs or the issue of exclusive or non-exclusive licences.

All employees of Umdasch Group Ventures are obliged to actively protect Umdasch Group Ventures's intellectual property and to prevent inadmissible know-how transfers to competitors or other unauthorised third parties.

## **Specifically, employees must ensure that**

- information about new products is not disseminated before patents or other intellectual property rights have been registered or a decision to waive such rights has been made,
- proprietary information is not discussed with customers, suppliers or competitors,
- confidentiality agreements are signed, e.g. prior to initiating negotiations with potential collaborative partners.

Umdasch Group Ventures does not only protect its own intellectual property. It also respects the intellectual property of others. The inadmissible use of a third party's intellectual property could cause substantial damage to both Umdasch Group Ventures and its employees (e.g. litigation under civil law, monetary fines, etc.) and will not be tolerated under any circumstances.

Umdasch Group Ventures expects its employees to protect its company intellectual property rights and to respect the intellectual property rights of third parties.

# Communication

## External communication

The positioning of our strong brands and Umdasch Group Ventures's excellent image in international and regional markets are influenced to a very large extent by our ability to communicate coherently, professionally and in a fair manner with external third parties and the media.

Communication with our customers, the general public, neighbours and suppliers is transparent, clear and target-oriented, ensuring a rapid and regulated exchange of information. In this respect it must always be evident that employees are proud to act as "ambassadors" of Umdasch Group Ventures and its strong brands.

As a general rule, external third parties are provided only with information that has been explicitly cleared for publication. Senior management and, if necessary, the Executive Board decide which means of communication will be used.

The specifics of external communication in general and dealings with the media in particular are set out along with other matters in section 1.3.03. "External environmentally relevant communication" in the MS Manual.



## Communication with customers

It is our conviction that forthright and honest contact with customers is one of our crucial responsibilities. Umdasch Group Ventures competes not only through its products and services but also by means of its unequivocal commitment to treating its customers in a direct, fair and open manner.

We endeavour to provide our customers with the products and services that best meet their expectations. We build on the advantages of our products and services and ensure that our sales materials, advertisements and other publications are fair and correct reflections of our products and services. This means that employees of Umdasch Group Ventures do not deliberately misinform customers, e.g. regarding the quality, characteristics or availability of products or services.

## Communication with suppliers

Umdasch Group Ventures is part of a close-knit network of business partners and suppliers. Its business relationships are based on the fact that both parties can always rest assured that their interests are at all times considered equally and in line with the requirement of fairness. All purchasing decisions are made solely in accordance with comprehensible factors such as quality, deadline, price, service and reliability and are not influenced by the personal interests of individual employees

Umdasch Group Ventures communicates its expectations and the standards to be fulfilled by suppliers in an open, fair and straightforward manner. The suppliers' ability to meet the high standards depends on active collaboration. A confidentiality agreement has to be concluded whenever this collaboration entails the exchange of confidential information (e.g. product specifications, production processes, quality aspects, etc.).

**We are a competent and reliable partner vis-à-vis our customers, and we strive to establish enduring business relationships.**

Excerpt from the corporate policy of Umdasch Group Ventures.

**Our working relationships with capable, high-performing suppliers are geared toward long-lasting, dependable partnerships.**

Excerpt from the corporate policy of Umdasch Group Ventures.

Our communication both internal and external is marked by openness, honesty, transparency and fairness.

## Communication with public authorities

Umdasch Group Ventures communicates with public authorities in an open, straightforward and proactive manner. Our aim is to build a trusting, professional and honest relationship with public authorities.

As a general rule, public authorities are to be contacted by local management and/or by duly authorised employees (e.g. regarding routine inquiries, safety regulations, inquiries concerning ongoing projects, etc.).

Inquiries from public authorities that might have a bearing on or be relevant for entire Umdasch Group Ventures or for more than one country or one region must be forwarded to the competent management instance for its consideration and/or further processing. In processing these inquiries, management consults with the divisions concerned and, insofar as matters of public interest are involved, with the Corporate Legal & Compliance department.

Depending on the circumstances of the individual case, communicating with public authorities may be difficult. When in doubt, always consult your superior or the Compliance Officer.

## Internal communication

The employees of Umdasch Group Ventures must adhere to the principles of openness, honesty, transparency and fairness not only with regard to external communication but also when communicating within the company.

Internal communication takes place among business units and within individual corporate echelons.

Communicating clearly and in a target-oriented manner with the help of our information networks is the basis for the rapid exchange of information, speedy formation of opinions, informed decisions and consistent implementation of agreed measures. It is an essential element in implementing corporate changes and contributes to the employees' identification with the company. Only employees who have been provided with sufficient information are able to make the right decisions and/or understand and correctly implement the decisions made.

We expect our employees to proactively forward necessary and useful information to their colleagues.

The specifics of how internal communication is to be handled (information on regular communication meetings and communication tools to be used) are set out in section 1.3.02. "Internal communication" in the MS Manual.

**From all our employees we expect honest, courteous and respectful conduct toward one another.**

Excerpt from the corporate policy of Umdasch Group Ventures.

# Corruption

## Basic principles

Corruption is the misuse of delegated powers. Bribery, grants of benefits, acceptance of benefits, prohibited interventions or other forms of corruption and the resulting damage on a global basis are forces to be reckoned with when it comes to legal, economic and political reality. Umdasch Group Ventures therefore opposes corruption in all its forms.

The provisions below apply to circumstances that can arise in transactions or situations involving employees of Umdasch Group Ventures or external third parties acting on Umdasch Group Ventures's behalf.

## Bribery

Bribery is a form of corruption. In the sense of this Code of Conduct, Umdasch Group Ventures regards as bribery specifically any offer of, offer of the prospect of, promise, grant, request or acceptance of financial or other benefits to or from

- public officials, civil servants or others employed by public authorities,
- politicians, political parties and/or their representatives or
- other external third parties

for the purpose of doing or safeguarding business or deriving other inadmissible advantages in business dealings.

Umdasch Group Ventures expressly prohibits its employees from engaging in any form of bribery, regardless of value or form (cash, benefits in kind, etc.). Employees acting in violation of this rule may face severe disciplinary consequences and/or measures under civil and/or criminal law.

If an employee of Umdasch Group Ventures is confronted with an attempt at bribery and/or if an external third party is suspected of attempting to exert unreasonable influence, the employee's superior or the Corporate Legal & Compliance department must be notified forthwith.

## Gifts, hospitality

Umdasch Group Ventures prohibits the offering or acceptance of gifts, hospitality or other bestowals when such constitute an inadmissible, unethical exertion of influence (or attempted inadmissible, unethical exertion of influence) on business transactions or could create the impression of an inadmissible exertion of influence.

Within the scope of Umdasch Group Ventures's efforts to maintain good relations with its business partners, employees may on occasion accept or offer gifts or hospitality that are low in value (e.g. invitations to business meals, customary advertising gifts such as ball-point pens, calendars, etc.), provided that they do not intend to exert inadmissible influence on business decisions and such actions do not create this impression.

However, under no circumstances may bestowals in the form of cash or cash equivalents (e.g. cheques, bank transfers, etc.), be accepted or offered, regardless of the sums involved.

The basic principles set down in this section also apply to the initiation of business.

Umdasch Group Ventures is opposed to corruption in all its forms.

## Money laundering

Persons or organisations engaged in criminal activity (e.g. drug trafficking, bribery, fraud, blackmail, etc.) often attempt to “launder” money originating from these activities in order to hide it from the public authorities or create the impression of legitimate income. In most countries of the world money laundering is prohibited by law.

Umdasch Group Ventures commits to unrestricted compliance with all applicable anti-money-laundering provisions. For this reason, Umdasch Group Ventures engages in business relationships only with reputable customers and/or other business partners who are themselves engaged only in legitimate business activities and obtain their funds from legal sources.

All divisions of Umdasch Group Ventures must therefore ensure that they do not accept funds connected to money laundering. In case of doubt, a thorough investigation must be conducted in order to obtain as much information on the business partner as possible. The Corporate Legal & Compliance department must be notified forthwith if there is suspicion or indication of money laundering or other illegal activities by a business partner.

## Relations with public authorities

Most countries of the world have strict statutory provisions in place regarding the acceptance of gifts and/or bribes in dealings with public authorities.

As stated in the preceding paragraph, employees of Umdasch Group Ventures are not permitted to offer the prospect of, promise or endow cash payments or the like to civil servants and other persons employed by public authorities, especially not with the intention of obtaining preferential treatment or manipulating decisions to be made by the public authorities.

## Political endowments and political activities

Donations and other payments to political parties, whether direct or indirect, are inadmissible. Being a non-political organisation, Umdasch Group Ventures does not make contributions, in the form of cash or benefits in kind, to political candidates, political parties or organisations whose activities are aimed at promoting the interests of political parties or political ideologies.

### **Employees are free to personally engage in political activities, with the provision that**

- the personal political activities are legal,
- all personal political activities are undertaken outside working hours,
- no resources of Umdasch Group Ventures are employed in pursuit of the personal political activities,
- the personal political activities do not in any form whatsoever have a negative bearing on Umdasch Group Ventures.

# Competition rules

## Basic principles

The purpose of competition laws, including antitrust laws, is to protect free competition. Umdasch Group Ventures is committed to strong, straightforward and ethical competition in compliance with the applicable laws. Wherever we do business we ensure that our business practices comply in every respect with the laws regulating fair competition.

Violations of international and national competition rules could have severe consequences for both Umdasch Group Ventures and the employees involved. These consequences can include, for example, high fines, civil law actions and claims for damages from customers, competitors, etc.

The relevant comprehensive competition rules in place to govern dealings with customers, suppliers and competitors on the market cannot be described in their entirety in this section. Given the complexity of the subject matter and the potential negative consequences in case of misconduct and/or violations of laws, in case of doubt employees must always – and as early as possible – contact their superior or the Corporate Legal & Compliance department.

## Unfair competition

Valid law prohibits all competitive measures using unfair means; this applies in particular to

- misleading information (information about business circumstances, such as the quality of products, origin, manufacturing method, pricing, etc. that could be deceptive),
- misuse of signs (e.g. printing the CE marking on a product that has not been duly tested, use of proprietary trademarks of third parties, etc.),
- unfair or unethical actions, e.g. boycott and discrimination, breach of contract, breach of trust, etc.



## Conduct vis-à-vis customers

Our conduct vis-à-vis all external third parties is fair and we rely on the advantages of our products and services in competition. We ensure that our sales materials, advertisements and other publications are correct and fair reflections of our products and services.

We treat all our customers with honesty and fairness and respect their independence.

As a rule, agreements or arrangements with distributors, dealers, manufacturers or other customers that restrict competition are unlawful, particularly if the customer concerned is a reseller.

In addition, Umdasch Group Ventures will never misuse a dominant market position, should the situation arise.

## Conduct vis-à-vis suppliers

Umdasch Group Ventures bases its purchasing decisions exclusively on the quality, the deadline and the price of the products and/or services and on the supplier's customer support. Customers or suppliers who are also competitors are treated in a fair manner and are not put at a disadvantage.

Moreover, Umdasch Group Ventures does not agree terms with a supplier by which business transactions will be concluded only with this supplier subject to the proviso that the supplier purchases products or services from Umdasch Group Ventures.

We are committed to fair competition enabling market participants to develop freely.

## Conduct vis-à-vis competitors

We do not enter into arrangements with competitors. Umdasch Group Ventures does not agree on arrangements restricting competition, whether orally, in writing or implicitly. This applies in particular to prices, terms, quantity of manufactured goods, allocation of customers or sales territories, etc. Neither does Umdasch Group Ventures enter into agreements with competitors banning them from concluding transactions with certain customers or suppliers (boycott, refusal to supply).

Market information is obtained using lawful means.

Umdasch Group Ventures does not exchange information about future prices with competitors. In general, when talking to competitors, employees of Umdasch Group Ventures may not discuss internal matters such as

- prices and terms of sale,
- costs,
- inventory lists,
- production plans,
- market overviews,
- other confidential or proprietary information.

Agreements on joint ventures and on inter-company collaboration (co-operation agreements) can impair competition if concluded with (potential) competitors. Joint ventures, co-operations and mergers often have an impact outside the country in which they are concluded. As a result, their admissibility must be evaluated in accordance with the laws of the respective jurisdictions.

For these reasons, all planned joint ventures, co-operation agreements and other mergers must be discussed with the Corporate Legal & Compliance department at the earliest possible juncture and, pursuant to the rules of procedure (Geschäftsordnung), such agreements are in general subject to the Executive Board's consent.

In view of the fact that comparative advertising is admissible only under certain conditions, Umdasch Group Ventures usually refrains from such advertising. Comparisons with competing products or services must always be objective, fair, complete and true. The data and information used for this purpose must always be checked carefully.

**We do not make negative or derogatory comments about competitors.**

# Export control

## Basic principles

Many governments around the world have issued regulations restricting the export of goods and the transfer of technology. These regulations pursue several objectives:

- to restrict conflicts worldwide and to prevent conflicts in the first place,
- to protect the security of countries by cutting off terror groups and hostile regimes from military equipment and technology,
- countries and governments protect their reputation because they do not want to be branded as suppliers of weapons and military equipment or as supporters of certain regimes.

Umdasch Group Ventures is also committed to these objectives. Moreover, high penalties (including the seizure and the forfeiture of goods and the loss of generated sales as well as the denial of future export permits or simplified customs procedures) and a significant loss of reputation can result if export control regulations are violated.

We comply with all regulations of the countries in which we are active as regards restrictions of the export of goods, embargos and sanctions imposed on individual countries and persons.

## Controlled goods and products

The products that are subject to export restrictions can generally be allocated to the following three groups:

- Military goods: goods that serve military purposes and have typically been developed for such purposes.
- Dual-use goods: goods that primarily serve civilian purposes but can be misused for military or other prohibited purposes without excessive efforts.
- Sanctioned goods: goods that may not be exported into specific countries due to sanctions or embargos. These are mostly goods for internal repression (e.g. small arms, body armour, which can, for example, be used by the police) or goods that are important for specific industries of a sanctioned country.

Whether or not a product is subject to export restrictions in accordance with these regulations depends on the characteristics and the technical configuration of the relevant product.

## Controlled end-uses

Even if a product is not subject to export restrictions based on its specific characteristics, its export may be restricted or prohibited if the product is to be used for specific, prohibited purposes. These purposes are in particular use in connection with weapons of mass destruction and carrier rockets for weapons of mass destruction and use for military purposes in countries that are subject to a weapons embargo.

### **Furthermore, we take the following aspects into consideration**

#### **Listed persons**

Many countries have issued regulations in the scope of sanctions and embargos according to which no business transactions may be conducted with certain (natural or legal) persons (termed 'listed persons').

#### **Risk of diversion**

It may happen that (legal or natural) persons unable to acquire specific products through regular channels – for example because the necessary export permits have been denied – resort to deception and, for instance, name third parties as recipients of goods or provide incorrect information regarding an export transaction. It is important to be aware that deception of this nature might be attempted at any time.

#### **Export and transfer of technology and software**

Like goods and products, technology (i.e. information, drawings, component lists, instructions that make it possible to manufacture a product) and software may also constitute military goods, dual-use goods or sanctioned goods. If this is the case, the transfer of such technology or software to foreign countries is restricted and may require a permit.

Prior to transferring technology or software, we ensure that this transfer is permitted and/or that the necessary permits have been issued.

# Conflicts of interest

Umdasch Group Ventures respects the privacy of its employees and in normal circumstances displays no interest in their private affairs outside the working environment. However, all employees of Umdasch Group Ventures must avoid situations in which personal or family interests are or could be in conflict with Umdasch Group Ventures's interests. It is impermissible for personal interests to influence the professional judgement of our employees.

In the business world, conflicts of interest usually arise if the personal activities of employees or their close family members (spouse, parents, children or other people living in the same household) come into conflict with the company's business, giving rise to doubts as to the business decisions made and the integrity of the person making the decision.

## **Examples of potential conflicts of interest**

- an activity outside Umdasch Group Ventures which impairs or could impair work performance for Umdasch Group Ventures,
- business transactions with companies or individuals where a close relative is the proprietor or the direct negotiation partner,
- accepting gifts, hospitality, etc.

Many actual or potential conflicts of interest can be avoided in a way that is acceptable to both the employee and the company. Invariably, existing or potential conflicts of interest must be disclosed in a written report to the superior and a corresponding entry must be made in the personnel file.

It is impermissible for personal interests to influence professional judgement and activities.

Existing and potential conflicts of interest must be reported in writing.

# Compliance with the Code of Conduct

All employees of Umdasch Group Ventures are expected to comply with the Code of Conduct and to seek clarification in case of doubt.

## Basic principles

It is the responsibility of all employees of Umdasch Group Ventures to comply with this Code of Conduct in addition to laws, internal guidelines and rules. This is essential for the sustained success of Umdasch Group Ventures and, thus, also applies to situations in which compliance is difficult.

If you are confronted with questions or situations falling into a grey area and for which neither the Code of Conduct nor internal guidelines and rules provide detailed instructions, ask yourself the following questions:

- Is the intended activity legal? Are you asked to do something that could be wrong in your opinion?
- Is the situation transparent and comprehensible?
- Would I act in the same manner if my superior, senior management of Umdasch Group Ventures or my colleagues were present?
- Would I be ill at ease if the media reported on my activities?

## Contact persons

If you are still in doubt as to the correct approach after having carefully considered these questions, please contact any of the following persons:

- your immediate superior
- other managers of Umdasch Group Ventures
- Umdasch Group Ventures's Compliance Officer



## Compliance Officer

### **The responsibilities of Umdasch Group Ventures's Compliance Officer are**

- to manage the Code of Conduct (e.g. updates),
- to answer questions of interpretation regarding the Code of Conduct arising in the ordinary course of business,
- to report to Umdasch Group Ventures's Executive Board regarding group-wide compliance with the Code of Conduct.

### **Please contact the Compliance Officer if**

- you are unsure how to behave in certain business situations,
- you believe that the Code of Conduct violates local laws and/or internal guidelines and rules,
- you have a suggestion for improving the Code of Conduct.

The Compliance Officer's contact information can be found in the internal communication media of Umdasch Group Ventures, the local bulletins, notice boards, etc. or can be obtained from the Human Resources department.

# Reporting misconduct

You must immediately report detected or suspected misconduct.

Your report will be treated in strict confidence.

From time to time, employees of Umdasch Group Ventures may detect or suspect violations of the provisions of the Code of Conduct, other internal guidelines or rules or statutory provisions. Misconduct like this could result in serious negative consequences for the business operations and/or the reputation of Umdasch Group Ventures and is therefore not to be tolerated.

If employees of Umdasch Group Ventures detect or suspect misconduct, they are expected to report it immediately because turning a blind eye or looking the other way is a form of contributing to unethical conduct.

Usually, the **immediate superior** is the best contact person if an employee is uncertain about what to do in a certain situation. In addition, employees may also contact any other manager of **Umdasch Group Ventures**, any member of the **Human Resources** department or the **Compliance Officer**.

In addition to these internal contact persons, Umdasch Group Ventures will enter into a contract with an independent external service provider with whom the so-called Umdasch Group Ventures Ethics Line will be set up. This hotline serves the purpose of recording reports of demonstrable or suspected misconduct.

All reports received via Umdasch Group Ventures Ethics Line will be treated in confidence and will be carefully investigated within the scope of a defined process.

To simplify the investigation process, it is desirable that the employees identify themselves when making a report. However, it is also possible to make a report anonymously. Further information about the Ethics Line can also be found in the internal communication media of Umdasch Group Ventures, the local bulletins, notice boards, etc., or can be obtained from the Human Resources department.

To promote open and trustful communication, Umdasch Group Ventures hereby declares that employees who report demonstrable or suspected violations of laws, the Code of Conduct or other internal guidelines or rules will not suffer negative consequences of any kind.

This also applies to other persons who provide important information for the investigation of such misconduct. We affirm that all incoming reports will be treated in confidence and will be carefully investigated within the scope of a defined process.

However, Umdasch Group Ventures expressly reserves the right to take disciplinary action against employees who knowingly make false accusations.

