

kiekert

TECHNOLOGY THAT LEADS

CODE OF CONDUCT

Code of Conduct for professional
life in the Kiekert Group





FOREWORD

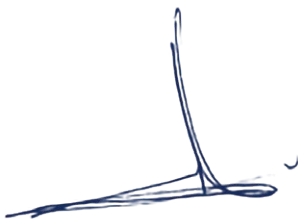
Kiekert is growing globally. Our activities are based on different global laws, regulations and standards. As we become more global it is not only the number of regulations that is increasing; they are also becoming increasingly complex. In order to be able to continue to sustain this level of success in the future it is essential to act in a responsible and transparent manner in all our business areas. This is not only what our customer expects; it is also our own daily challenge.

A key aspect of our identity as a global company is that we meet the requirements of »compliance«: complying with laws, regulations and internal guidelines. Compliance has a role-model function, it creates transparency and provides us with security in our daily activities. If an individual always acts in a responsible way, this creates trust with partners and customers and makes a significant contribution to the positive image of the company. Therefore, compliance is a matter of course for us and for our business partners.

Accordingly, we have introduced clear, understandable and binding guidelines for these areas to create a standard of conduct for all Kiekert employees¹ at our sites around the world, and we have set them out in this Code of Conduct. This guideline is intended to assist us to gain some orientation and to help us avoid unintended breaches which could lead to significant disadvantages for our company. Every Kiekert employee, therefore, must know these principles and rules and must observe them all over the world. The members of the management team are responsible for implementing them and must be role models for compliance with the Code of Conduct. This means that they must know the guidelines, inform their coworkers of them and put them into practice.

If you have any questions or comments, or if you would like assistance in dealing with our Code of Conduct, your line manager, our Compliance Organization (*see Section III.1. of our Code of Conduct*) and our management team will be happy to support you.

Success requires development. Therefore, our Code of Conduct does not only need to be put into practice by you, but also needs to be developed further on a daily basis. Use this reference work in order to become familiar with our guidelines and to follow them constantly in your professional life – in order to ensure successful actions and success for the company.



Jérôme Debreu

Chairman of the Executive Board & CEO



Chloe Lee

Member of the Executive Board & CFO



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KIEKERT PRINCIPLES

Kiekert is valued as a strong, globally operating company. While it has taken a long time to build up this reputation, it could be permanently damaged from one day to the next by the imprudent and non-compliant conduct of a single employee. It is essential that we avoid this.

Therefore, it is important that every employee's behavior is governed by the »Code of Conduct« and its principles. This is because each employee has an influence on the image of our company by the way he acts in his professional life. Each employee must comply with the relevant rules and regulations for himself and his area of work. In doing this, every Kiekert employee must take on the responsibility of being informed about the relevant legal regulations for his own area of work.

Managers, particularly, must act as role models in implementing these guiding principles. They must actively

spread this »Code of Conduct« within the organization. Our managers should encourage the implementation of the »Code of Conduct« by setting an example, in particular via daily cooperation.

The »Code of Conduct« applies to all sites and business units of Kiekert around the world. In particularly important or complex areas it is supplemented with guidelines. Training will take place regularly to provide Kiekert employees with specific knowledge in the areas which are relevant to them.

The content of the »Code of Conduct« is based on the currently applicable rules in Kiekert as well as the applicable legislation in each location. Compliance with these laws is of the highest priority for Kiekert, because global integrity and fairness are the basis of our sustainable success.



AREA OF APPLICATION

1. Mutual respect, honesty and integrity

Kiekert undertakes to provide and maintain an environment for all employees where everyone is treated with respect and where ethnic, cultural, personal and religious differences are valued and respected.

The principle of mutual respect is a guiding theme of Kiekert's cooperative leadership culture. This is characterized by open communication and trusting cooperation. Creative approaches to solving problems and dealing with differences of opinion (also across the hierarchy) are explicitly welcomed in order to achieve the best possible result for Kiekert through dialog.

Kiekert undertakes to observe the principle of equality (especially Women's rights, e.g. equal pay) and inclusion, irrespective of nationality, racial or ethnic origin, age, disability, appearance, other physical features, skin color, sexual orientation, gender, religion and world view, or any other protected characteristic, and promotes diversity at Kiekert. This also includes dealing with coworkers and their property in a respectful way. Kiekert does not tolerate any

discrimination, harassment, offensive behavior and expects all employees to be aware of and to value the personality, dignity and private life of every individual. Harassment of any kind is strictly prohibited. The management of the Compliance Organization must be informed immediately of any kind of harassment.

Harassment includes:

- inappropriate and/or unwelcome touching or physical contact with a coworker;
- intimidation, threats or offensive behavior towards a coworker;
- display of inappropriate materials (*images, cards, magazines etc.*) which could lead to offensive behavior.

Kiekert values and respects internationally applicable and recognized human rights and rejects any behavior that is in breach of these rights. Any breach of recognized human rights will be severely condemned.



2. Principles of social responsibility

Social responsibility is an indispensable part of value-based company management. It is an essential factor in creating sustainable success for the company.

Kiekert ensures that all Kiekert companies and their business partners comply with the fundamental principles of international labor law. They comply with the local statutory provisions on time worked. The use of forced labor of all kinds is prohibited.

Kiekert promotes and demands the abolition of illegal child labor as it can rob children of opportunities for education and a future. The prohibition on child labor and the demand for compliance with the respective local legislation applies in the entire area of influence of the company, and in particular to Kiekert suppliers.

The following minimum standards apply to Kiekert and its supply chain: no child may be employed before the end of general compulsory schooling and not until after the age of 16. The minimum age for hazardous work and night work is 18.

Furthermore It is strictly prohibited to engage or deploy private or public security forces for the protection of a business project, if this violates certain prohibition standards.

In particular, Kiekert observes the Global Compact Program, an international United Nations initiative started in 2000. Its objective is to promote commercial responsibility with regard to the community and to help the economy to develop solutions for problems in times of globalization. Kiekert undertakes to respect and apply the principles of the Global Compact Program on human rights, work standards, environmental protection and the fight against corruption and to appreciate the value of these principles.

In addition, Kiekert particularly complies with the requirements on so-called conflict materials in accordance with the Dodd-Franck Act, Section 1502. It is the declared objective to eliminate the extraction of conflict materials from the regions described therein (the Republic of Congo and adjoining states).

Kiekert also expects its business partners to comply with these standards of social responsibility.



3. Environmental and safety provisions

The efficient use of all resources is an important contribution to sustainable development for Kiekert. All possible methods of optimizing processes must be used in order to minimize the consumption of energy and raw materials in production and administration and therefore to simultaneously limit the emissions. In this context, Kiekert especially undertakes to use essential raw materials such as water in an economical and conscious manner and expects all employees to do the same. Kiekert observes rights for water, land and forests and ban forced evictions.

In the context of development and production – but also in connection with all other business activities – Kiekert takes suitable measures to reduce waste, in particular measures such as recycling, re-use or multiple use. Waste occurring despite these measures is to be disposed of in an environmentally friendly manner by the employees in charge or by specialized third parties entrusted with this task.

In order to ensure continuous improvement to environmental protection on a permanent basis, Kiekert operates systematic environmental management. This includes various measures to prevent pollution and to minimize greenhouse gases and other toxic substances. The actions of all employees contribute to creating an environmentally friendly business for Kiekert.

Kiekert's environmental management promotes and demands the use and production of environmentally friendly products. Kiekert encourages all business partners along the entire value creation chain to meet these standards.

All Kiekert sites commit to the relevant applicable environmental protection standards and ensure that the relevant laws and regulations are complied with.

4. Sustainability

Kiekert commits to the recognized standards of sustainability in the areas of work standards (compliance with human rights, free choice of work, condemnation of child labor, equality of opportunity/prohibition of discrimination, freedom of association, fair wages, working times and employee benefits, health and safety at work), environmental protection and safety (environmental responsibility, environmentally friendly products and production, product safety and product quality) as well as business ethics (compliance with the law and legislation, fair competition, avoiding conflicts of interests, safeguarding business secrets) and expects the same from its suppliers.

Details are the subject-matter of the Data Protection Policy.

5. Data protection

Kiekert respects the fundamental right of every individual to know and have the possibility of controlling how his personal data are used. It is therefore a matter of course that all applicable laws on the protection of personal data are strictly observed by Kiekert and its employees. In particular, data of employees, customers, suppliers and/or other persons are processed only for the purposes and to the extent permitted by law or by the consent of the affected person.

Details are the subject of the Global IT policy.

6. Dealing with (*intellectual*) property, assets and resources; information protection

The property and commercial equipment, the business documents and the working tools as well as other material and intellectual property and know-how of Kiekert must be used responsibly and exclusively for business purposes. The use of the internet for private purposes is regulated in the global IT policy.

In the context of business relationships, Confidential Information owned by Kiekert – in particular information related to inventions, new products, turnover or other operating and/or business secrets – is of substantial importance. Therefore, every employee is obliged to keep such information strictly confidential and to refrain from using it in-house at Kiekert or outside of Kiekert without separate permission as well as from transferring or disclosing such information without permission. In cases of (permitted) information transfer, it must be ensured that the information cannot be accessed by unauthorized third parties or get lost. The same applies to Confidential Information Kiekert receives from third parties, in particular customers, suppliers or other business partners.





7. Relationships with competitors, business partners and third parties

Fair competition is a prerequisite for free market development and the associated social benefits. Therefore, the requirement of fairness also applies to competing for market share. Every Kiekert employee is obligated to follow the rules of fair, open competition in an unrestricted way. In particular, agreements with third parties or other practices that could influence free competition in an unlawful way are strictly prohibited. This means that the relevant laws regarding the protection of competition in individual countries must be followed!

The details are the subject of specific training and are regulated in the gifts and anti-corruption guidelines.

All forms of corruption both at home and abroad are explicitly prohibited by Kiekert. No employees are permitted to use their position to promote or to accept unfair advantages for themselves or others. It is explicitly prohibited to demand, promise or accept money or other items of value in return for the purchase of products or other services.

All forms of material or non-material contributions to employees or agents of a commercial operation or an office holder in return for commercial advantage are prohibited.



Details are the subject of specific training and are regulated in the gifts guidelines.

a. Commission payments

Kiekert wins orders on the basis of innovation and the quality of its products. No improper advantages may be offered. Kiekert does not tolerate the granting of unlawful advantages to business partners. Agreements regarding commission payments are only permitted if the amount of the commission is proportionate to the service and if it is clear what service the commission payment is for.

b. Invitations and gifts

Promotional offers and courtesy gifts of a low value and business meals and invitations to events directly related to the business are permitted within reasonable and socially appropriate limits, unless they give the impression of improper influence or unless they could give rise to obligations. In this area it is important to take country-specific customs into account.

c. Office holders, parties and elected representatives

It is strictly forbidden to grant advantages of any kind to officials and other office holders or representatives of state institutions, even through third parties. In the case of donations to parties and political organizations or to elected officials and candidates for political office, the relevant applicable laws must be complied with.

d. Conduct of business partners

Kiekert expects its business partners to support compliance with the applicable laws in their company and in particular to take preventive action against criminal and corrupt actions in all parts of their company. Kiekert is responsible for the implementation of suitable processes to ensure compliance with the principles and expectations mentioned in this »Code of Conduct«.

8. Avoiding conflicts of interest

Kiekert expects its employees to show loyalty and takes care to ensure that its employees do not end up in situations in which their private or financial interests are incompatible with those of the company or its business partners.

All commercial activities that are contrary to the interests of Kiekert and that could damage the company are prohibited. The following are examples of situations in which conflicts of interest could arise:

- accepting gifts, hospitality or other favors from persons or companies which have or would like to have commercial dealings with Kiekert;
- accepting items of value, cash discounts, discounts for goods or services;
- participating or organizing any kinds of lottery, gaming or betting for the purpose of commercial benefit;
- debit/credit transactions and vice versa;
- nepotism.

It is strictly prohibited to offer for sale or to sell products or services within Kiekert, whether for one's own benefit or the benefit of third parties, without the prior explicit consent of Kiekert.

Any additional employment or secondary work which could lead to time or attention at Kiekert being restricted also requires the prior consent of Kiekert.



9. Money laundering, terrorism and other illegal activities

Kiekert complies with the regulations to prevent money laundering, corruption and the financing of terrorism. All employees support this objective. Illegal activity is neither tolerated nor accepted, sanctions will be taken against it. Commercial relations will only be maintained with professional clients, advisers and business partners which conduct business activities that follow statutory regulations and that are financed from legitimate sources.

10. Financial responsibility

Any financial statements, annual accounts and other financial information communicated by Kiekert, regardless of their form, fully correspond with the legal requirements and current accounting principles as well as with internal and external requirements related to content, extent and completeness of such information. The responsible departments and functions ensure that the content of any financial information is correct and accurate. Inaccurate or unauthorized reporting or transfer of financial information to third parties by Kiekert employees is strictly prohibited.

11. Import and export controls, economic sanctions

a. Import and export controls

In the context of its worldwide business activities, Kiekert complies with all applicable regulations concerning import and export of goods, in particular laws relating to cross-border trade, taxes and customs. The employees concerned ensure that all obligations resulting from these regulations are fulfilled and that any breaches are avoided.

b. Economic sanctions

Various states and institutions have issued regulations limiting or prohibiting export to or trade with certain states, institutions and persons. As a globally acting company, Kiekert respects and observes these sanctions and requires its suppliers to act in the same manner.

12. Compliance with internal guidelines

When dealing with or using the property or assets of the company, Kiekert complies with the applicable legislation and other regulations as well as the internal agreements (e.g., Works Agreements), guidelines (e.g., Approval Policy, Lease Car Policy, Travel Policy, GIMS Processes, etc.) and the work instructions.

An internal control system (ICS) and internal audits (IA) are being developed further in order to identify errors at an early stage to make corrections.

13. Integrity and external presentation of Kiekert

All Kiekert employees have a responsibility to represent their company in a decent and dignified manner, and to give a faultless impression in their actions and conduct with visitors, clients, suppliers and other business partners.



ORGANIZATION, TRAINING, SPEAK-UP

Kiekert's management team actively promotes the comprehensive communication of the »Code of Conduct« on a global level and is responsible for its implementation. The Compliance Organization has been specifically set up to monitor regularly and ensure that the guidelines, which are to be developed further, and the »Code of Conduct« are complied with at all Kiekert sites. Kiekert employees around the world will be made aware of the guidelines in training sessions, and this will create deep-seated awareness and understanding of the proper application of the guidelines.

1. Compliance Organization

Every Kiekert site has its own Compliance Organization which reports to the Global Compliance Board on a regular basis. The Chief Compliance Officer (CCO) has responsibility for the overall organization, and reports to the management board and/or the supervisory board of Kiekert AG at regular intervals.

Extensive information about the Kiekert Compliance Organization and the relevant contact persons can be accessed on the intranet by all Kiekert employees.

The intranet contains comprehensive information including FAQs (*frequently asked questions*), training materials and other tools that complement these guidelines with additional details.

2. Training

Kiekert offers compliance training at regular intervals for its employees, and expects employees to take part in these training courses.

3. Help desk and Speak-up

There are various methods available to all Kiekert employees to ask questions about applying the »Code of Conduct« and its guidelines or to report misconduct. Managers and the Compliance Organization are the central contact points for this. In the event of complaints of any kind, in particular serious breaches of this »Code of Conduct«, the direct line manager or the Chief Compliance Officer must be informed. Alternatively, employees may also refer to the Compliance Help Desk via compliance@kiekert.com and report on a confidential basis potential misconduct or violations.

Information on (*possible*) Compliance issues will be investigated in accordance with Kiekert's Speak-up Policy. The information provided by the reporter as well as his identity is protected in this context and the reporting has no negative consequences of any kind for the reporter unless it obviously constitutes an abuse of these provisions.

Kiekert does not accept that employees contacting the Compliance Help Desk or reporting a (*possible*) Compliance issue incur any disadvantages or suffer any discrimination as a result. Should employees incur disadvantages or suffer discrimination as a result of a reference to the Compliance Organization, disciplinary measures are initiated immediately against the perpetrator(s).

Details are the subject of
the Speak-up Policy.



COMPLIANCE WITH THE »CODE OF CONDUCT«

The principles of this »Code of Conduct« apply in full and without restriction in the entire Kiekert Group. Kiekert and its employees undertake to comply with this »Code of Conduct« and also to monitor and remain vigilant about the implementation of and compliance with the »Code of Conduct« in their daily work. In order to ensure that the »Code of Conduct« is also applied fully and to make improvements, the Compliance Organization will monitor compliance with the measures, guidelines and processes via random checks undertaken at regular intervals for the purpose of improvement.

Any breach of the »Code of Conduct« and its guidelines could result in disciplinary measures being taken; these could result in termination of employment or have civil or criminal consequences.



Kiekert AG
42579 Heiligenhaus · Germany
kiekert.com

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