

# **BAUER GROUP** **CORPORATE CODE** **OF CONDUCT**

Munich, January 2023



Dear Colleagues,

Our aim is to continue the success story of BAUER in the interest of the entire Group by creating considerable added value in the divisions of our Group of companies.

From the beginning, we have recognized that you, our employees, are critical to our continued success. We are all caretakers of BAUER Group reputation. How we conduct our business and how we treat others—our fellow partners, customers, suppliers and all other stakeholders—will continue to determine how the world views BAUER.

Each of us is personally responsible for supporting our core values, which requires compliance with the law as well as ethical conduct. We have issued the BAUER Group Corporate Code of Conduct to restate our longstanding commitment to uphold that responsibility and to provide the related guidance. All business transactions must be in full compliance with the BAUER Group Corporate Code of Conduct and all applicable laws, rules, regulations and policies. All BAUER Group business professionals must behave fairly, ethically and correctly in all business activities, each and every employee is responsible for his/her actions complying with these principles.

We are obliged by our commitment to the highest standards of ourselves and of our products. After all, our business associates are accustomed to our highest standards of quality, and we are obliged to act proficiently and responsibly in dealings with our business associates, authorities and the public. We as management are proud of our employees, who gear their conduct to these standards.

Together let us do everything to preserve the values, reputation and our uniqueness as the BAUER Group, and through constant integrity and responsible actions create the preconditions for lasting economic success.

**Dr. Monika Bayat & Philipp Bayat**  
President and CEO of BAUER GROUP

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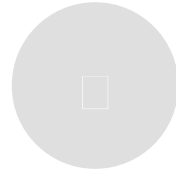
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# BAUER GROUP OUR VALUES

# OUR VALUES

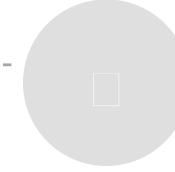
## Quality

We always maintain the highest standards of our products and services.



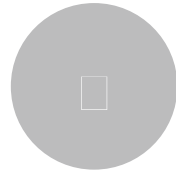
## Integrity

All of our communications and other interactions with our stakeholders should increase their trust in us.



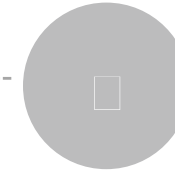
## Dedication to client`s success

We serve every our customer in a way that enables them to get the most value from our product and services for their own benefit.



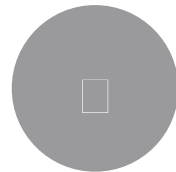
## Trust and accountability

We believe in the reliability, ability and strengths of our employees. With accountability as a core value, mistakes aren't hidden, blame is not shifted, and trust is not lost.



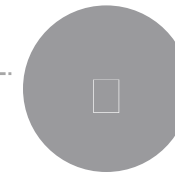
## Innovation

We introduce new technologies and upgrades that are designed to achieve both product differentiation and best satisfaction of our customers.



## Responsiveness

We take pride in responding to communications from our users, whether questions, problems, or compliments.



# **BAUER GROUP**

## **IMPORTANCE OF INTEGRITY & COMPLIANCE**

# THE IMPORTANCE OF INTEGRITY AND COMPLIANCE

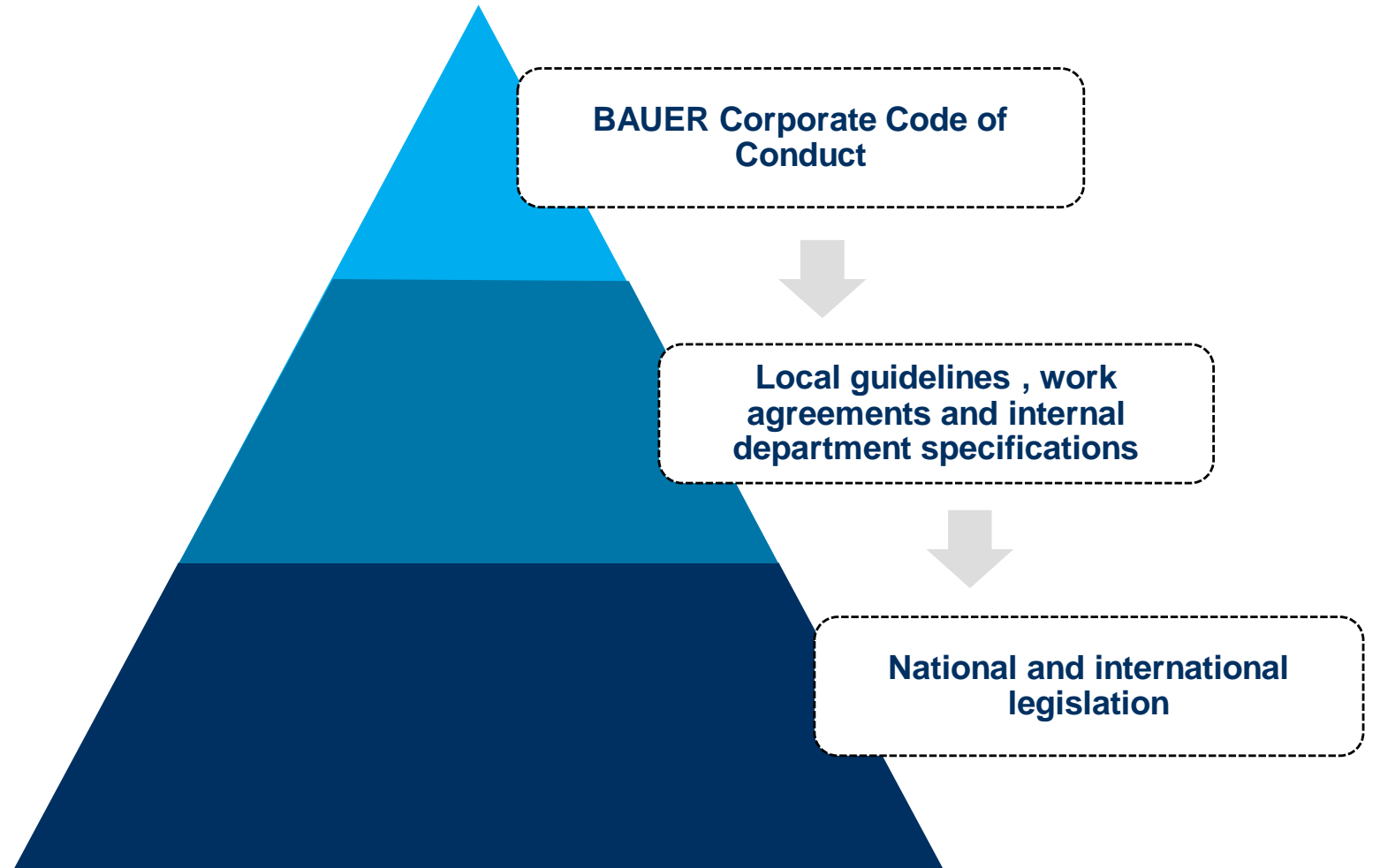
- Integrity and compliance are vital to BAUER Group's success – and yours. Our integrity, reputation and brand are in your hands, and we rely on you to protect them!
- The companies of the BAUER Group are represented in all parts of the world. A large number of norms and ethical principles therefore surrounds us. We have developed the Corporate Compliance Principles that serves as a basis for action in accordance with the law in order to document the basic principles of our company and to provide you with a code of practice.
- As every employee influences the company's standing by his professional behaviour, these Corporate Compliance Principles are intended to assist our employees' day-to-day work and to provide protection from any misconduct. It is therefore essential that all employees familiarise themselves with these Principles and that the individual general managers in the relevant subsidiary companies monitor their compliance and set a good example.
- If you violate the BAUER Group Corporate Code of Conduct, other Corporate Directives or the law, BAUER Group may take any action regarding your employment, including termination of employment, subject to applicable law. Failing to comply with laws could also result in fines, lawsuits, loss of business privileges and, in some cases, imprisonment.
- Should you have questions regarding the approach to be applied in certain areas of our international activity, we will be ready to provide support with words and deeds.
- Nevertheless, it is a strict rule that ignorance does not protect one from the possible consequences of conduct contrary to regulations

# **BAUER GROUP**

## **BASIC PRINCIPLES OF THE COMPLIANCE SYSTEM**



# BASIC PRINCIPLES OF THE COMPLIANCE SYSTEM



Conduct in accordance with the law is the indispensable principle in our entrepreneurial activity. All employees belonging to the BAUER Group are required to respect the legal regulations and binding rules of the countries in which we operate or are represented. In addition, the BAUER Group's internal guidelines and specifications must be complied with.

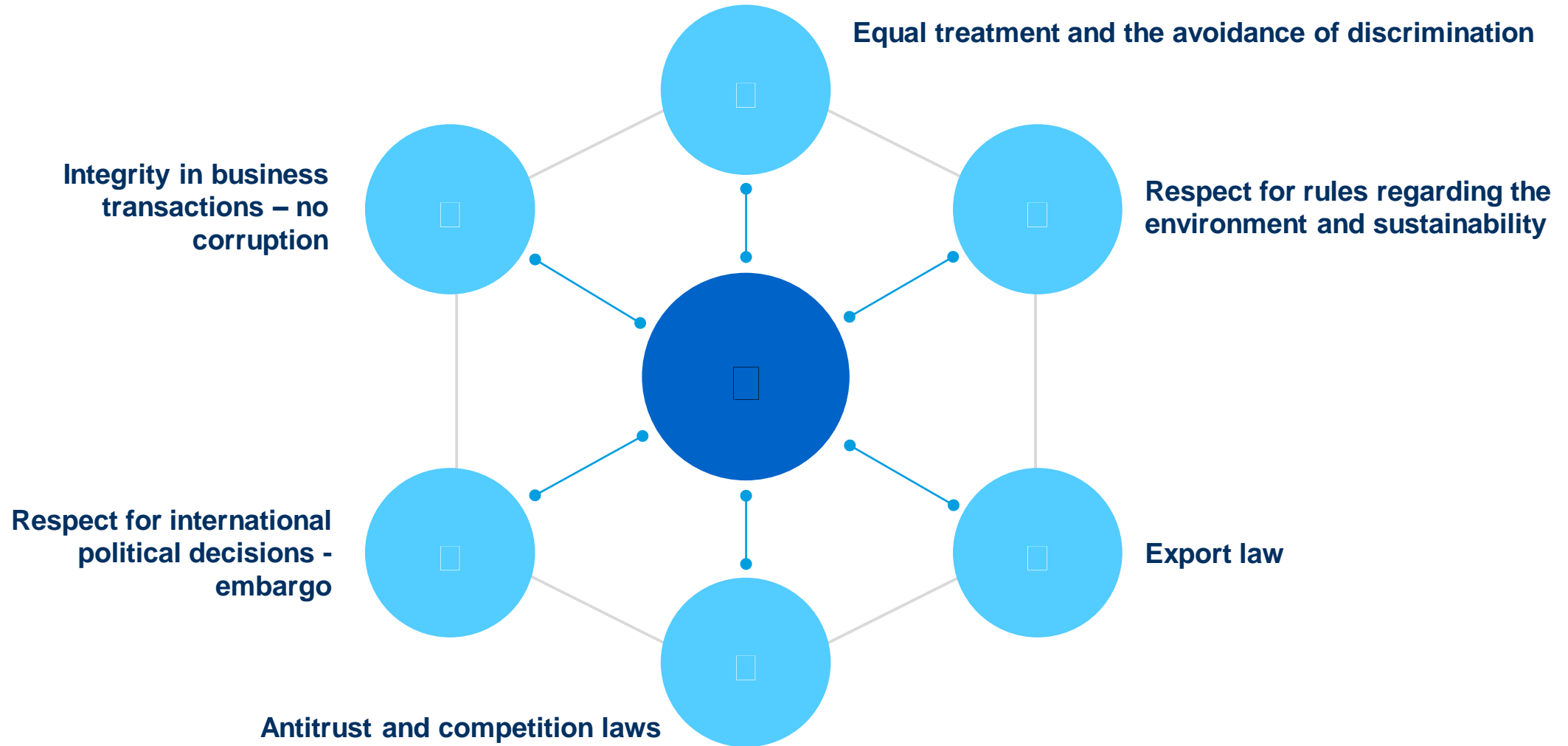
All business conducted on behalf of BAUER Group shall be accomplished in full compliance with applicable laws, rules, regulations and policies.

If local laws are less restrictive than the principles set forth in this Code, you are expected to comply with the Code. If local laws are more restrictive than this Code, you are expected to comply with applicable local laws.

# **BAUER GROUP**

## **BASIC PRINCIPLES OF OUR ACTIONS**

# MAIN BASIC PRINCIPLES OF OUR ACTIONS



# INTEGRITY IN BUSINESS TRANSACTIONS – NO CORRUPTION

The BAUER Group strictly rejects any kind of illegal influence on direct business partners or, in the case of transactions with intermediate third parties, indirect business partners. This is why transactions involving the granting of benefits, both monetary and non-monetary, do not come into question for us. Benefits in this context are any inducement (also through third parties).

We are firmly of the opinion that, as the BAUER Group, we are able to convince consumers solely through the high quality of our products, our services and our many years of experience in the market.

Given the background of our company's reputation, we are prepared to accept a situation in which orders are not secured as a result of this policy because no sales or profit growth can justify breaking the law.

All our employees are required to comply with the German Criminal Code, the U.S. Foreign Corrupt Practices Act, the UK Bribery Act and all applicable local anti-bribery laws.

# RESPECT FOR INTERNATIONAL POLITICAL DECISIONS

Embargos are economic sanctions imposed on a particular country. An embargo entails that, according to the specific terms of the embargo, foreign trade with these countries is restricted or even completely forbidden. Embargos are generally preceded by decisions made by international organizations, particularly resolutions of the United Nations Security Council (UNSC).

Due to our international operations, we also receive enquiries from countries subject to embargos (either total or partial embargos). As the BAUER Group, we respect and comply with political decisions at both national and international levels.

Infringement of economic sanctions imposed on different countries by international decisions can entail enormous damage for the company as a whole. We therefore fully comply with embargos imposed. Business relations with customers in these countries, whether delivered directly or through third parties (distributors), must be reviewed from a legal point of view beforehand and agreed with the management board of the company concerned.

The system used to carry out deliveries within the BAUER Group, mostly through BAUER USA or BAUER KOMPRESSOREN in Munich, must also be informed in advance of the planned delivery to these countries so that the export control processes can be carried out before the order is accepted.

No employee is permitted to ignore these rules on his own initiative.

# ANTITRUST AND COMPETITION LAWS

Antitrust and competition laws are designed to protect consumers and competitors against unfair business practices and protect healthy competition.

The BAUER Group expressly supports free, fair and genuine competition subject to competition and anti-trust law. As part of our business activity, every employee is required to comply with all applicable competition and anti-trust regulations. Infringements of anti-trust law in particular are subject to high financial penalties.

Formal and informal understandings must under all circumstances be eschewed. This applies particularly to understandings concerning prices, capacity and the submission of quotations in connection with participation in public tenders or the sharing of customers and regions. The exchange of sensitive competitive information is also strictly prohibited.

The BAUER Group does not have a monopoly in any product segment or any market territory. We distribute our products in competitive markets.

Trade in goods, services and technologies is regulated by national and international laws. In the cross-border purchase or sale of products, services and technologies, all employees must comply with the foreign trade and customs laws in their area of responsibility. All imports and exports must be declared correctly and transparently to the customs authorities. Lawful conduct of import and export business must be evaluated in advance by the experts responsible for foreign trade on the basis of the applicable regulations.

Certain export requires prior authorization and/or licenses from the export control authorities or may be prohibited at all. Authorization and license requirements are dependent upon:

- the destination (the country of destination is subject to trade sanctions);
- the end-user (end-user is subject to trade restrictions/"black-listed");
- the end-use (e.g., the machines are intended for a military end-use).

An export is a delivery of goods across borders and each export transaction is considered in the legal sense.

BAUER Group requires employees to comply with these laws. Failure to comply could result in criminal fines for the involved persons or corporate bodies and administrative fines for the company as well as the loss or restriction of export privileges.

# RESPECT RULES REGARDING ENVIRONMENT & SUSTAINABILITY

The BAUER Group is conscious of its responsibility to the environment. We comply with the applicable regulations governing protection of the environment in carrying out our business activities. We endeavor to have as little negative impact on the environment as possible when it comes to life cycles of our products and services. Moreover, we aim for sustainable management that respects the environment as well as conscientious treatment of natural resources. Sustainable management is crucial for the long-term success of a company.

We place particular value on our business partners' compliance with the regulations governing the protection of the environment as part of their activities for the BAUER Group.

Applicable only to European subsidiaries: the Corporate Sustainability Reporting Directive (CSRD) passed by the EU Parliament in November 2022 fundamentally changes the scope and type of sustainability reporting by European companies. With the CSRD, existing rules for non-financial reporting are significantly expanded. All non-capital market-oriented companies are covered by the CSRD if they meet criteria based on the balance sheet, net sales and number of employees amounts.

We request all our subsidiaries to monitor the local reporting requirements towards sustainability and comply with the local regulations.



# EQUAL TREATMENT AND THE AVOIDANCE OF DISCRIMINATION

We respect internationally recognized human rights and support compliance with these rights. The management board of BAUER COMP Holding GmbH expressly forbids any kind of discrimination on grounds of race, ethnic origin, gender, religion or beliefs, disability, age or sexual identity. Each of us is obliged to desist from and not to tolerate any kind of discrimination. Only in this way is respectful and polite cooperation possible between individuals on a basis of partnership.

We are all expected to:

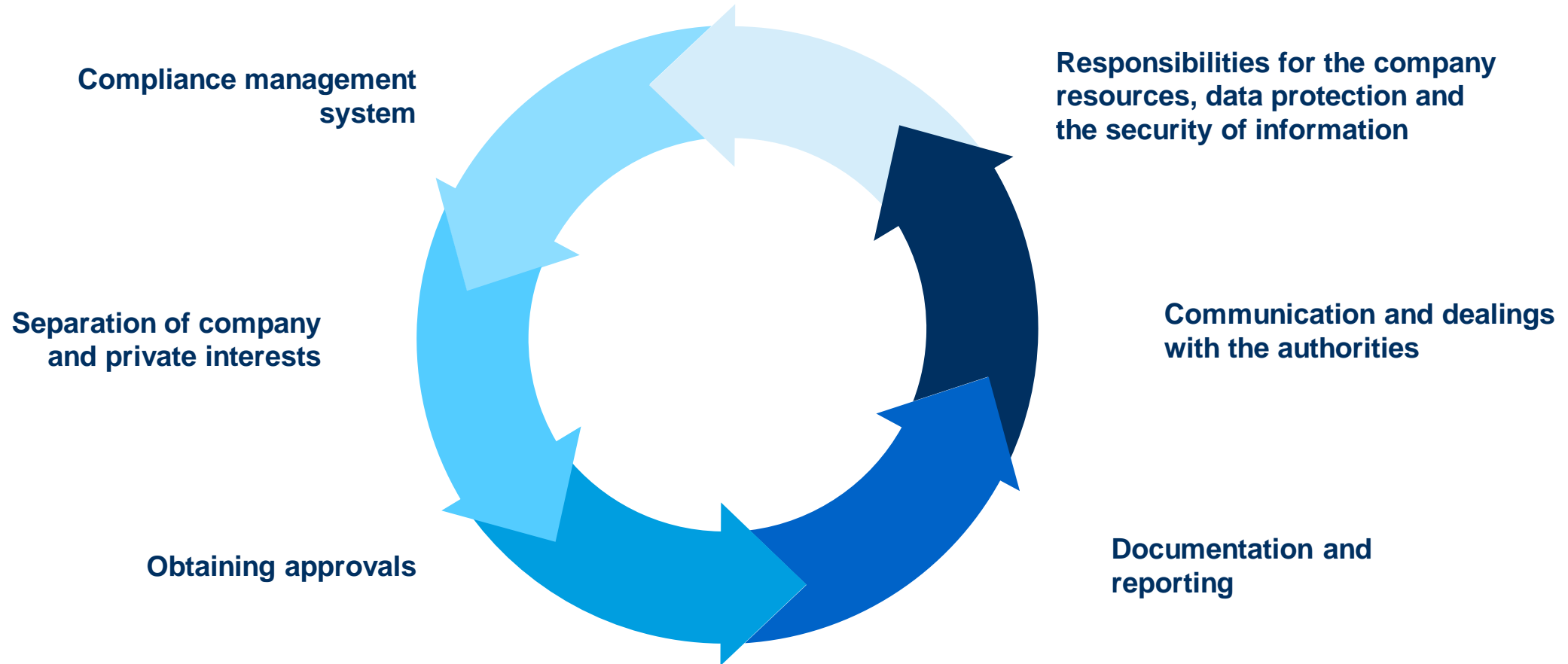
- treat diversity and inclusion as a priority and opportunity to drive innovation as well as to build employee engagement;
- ensure we do not discriminate against anyone;
- never engage in any form of workplace harassment;
- speak up if we become aware of any workplace discrimination or harassment.

These principles apply to all aspects of the employment relationship, such as hiring, assignments, promotion, compensation, discipline and termination.

# **BAUER GROUP**

## **BUSINESS CONDUCT GUIDANCE**

# THE KEY ASPECTS OF THE BUSINESS CONDUCT AT BAUER



# SECURITY COMPANY RESOURCES, DATA & INFORMATION

The confidential or sensitive information of BAUER Group must be protected. The employees may only possess such information if they need to do so to perform work activities. Employees should not use this information for gain or advantage, and never share this information without appropriate BAUER Group approval.

The employees are expected to safeguard confidential information by not reproducing copyright software, documentation, or other materials without permission, and not transferring, publishing, using or disclosing it other than as necessary in the ordinary course of business or as directed or authorized.

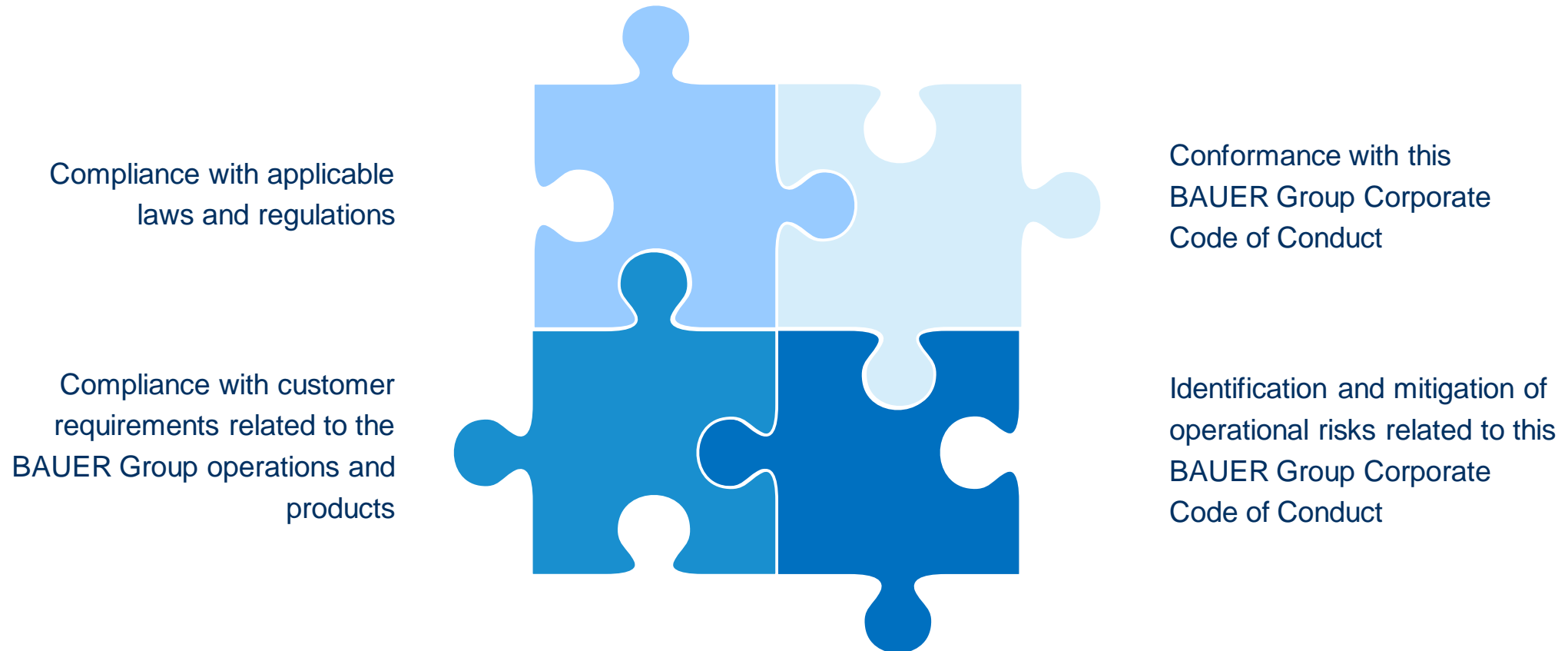
Employees are expected to safeguard BAUER Group resources which include property, assets, intellectual property, company technology assets (network, Internet, software applications and e-mail systems), trade secrets and other confidential, proprietary or sensitive information while performing work for BAUER Group.

Use of BAUER Group resources without proper approvals or for anything other than to perform BAUER Group work activities is strictly prohibited.

# COMPLIANCE MANAGEMENT SYSTEM

All subsidiaries of the BAUER Group must adopt or establish a management system whose scope is related to the content of this BAUER Group Corporate Code of Conduct.

The management system should be designed to ensure:



# SEPARATION OF COMPANY AND PRIVATE INTERESTS

A good reputation — both as a company and as individuals — is earned through consistently trustworthy behavior. During our work for BAUER Group, our activities and efforts should align with the company's goals and best interests. We don't put ourselves in situations where our own personal interests conflict with those of the BAUER Group. We want to avoid even the perception of favoritism, preferential treatment, or unfair business practices.

Conflicts of interest must be discussed with the relevant manager or agreed directly with the management board of BAUER COMP Holding GmbH.

Conflicts of interest may arise particularly as a result of the following examples:

- Decisions relating to personnel:
  - As a matter of principle, the appointment of family members and close relatives requires the consent of the management board of BAUER COMP Holding GmbH. Moreover, additional applications must be obtained in order to ensure that an objective comparison is made.
- Business relations with closely related third parties (application of objective criteria):
  - Transactions with closely related persons must as a matter of principle be approved by the management board of BAUER COMP Holding GmbH. For this reason, a comprehensive documentation as well as comparative quotations must be submitted in writing.
- Use of company property;
- Use of employees for private purposes;
- Acceptance of additional employment relationships.

The BAUER Group offers its employees a professional working environment. Privately motivated decisions may entail decisions being made which are not the best solution for the company. Particularly in the field of human resources, management and transactions with closely related persons, these situations may result in financial damage, quite apart from the negative effects on the so-called Soft Fact in a company.

The use of internal company data and of data obtained concerning outside third parties as part of the relevant activity in order to obtain a personal advantage is strictly forbidden.

The BAUER Group is managed centrally by the management board of BAUER COMP Holding GmbH. For this reason, certain transactions always require the written approval of a director of BAUER COMP Holding GmbH. Please refer to the Authorization Matrix (appendix 1) for transactions that require consent.

Self-dealing transactions are forbidden as a matter of principle. The management board of BAUER COMP Holding GmbH must be consulted well in advance, should such a transaction in the interests of the company nevertheless be considered. The transaction must then be concluded by some other person entitled to represent the company concerned following the written approval of the management board of BAUER COMP Holding GmbH.

Example of a self-dealing transaction:

- The managing director of X GmbH would like to acquire for the company a plot of land belonging to his private assets. This constitutes a self-dealing transaction since the managing director is acting both as the seller and as the purchaser.

At this point, we would like to draw attention once more to the fact that transactions with closely related persons must as a matter of principle be approved by the management board of BAUER COMP Holding GmbH.

# DOCUMENTATION AND REPORTING

All of BAUER Group assets and liabilities should be properly recorded in its books.

The books of account, financial statements and records of the BAUER Group should be maintained in accordance with the requirements of law and generally accepted accounting principles.

Documentation of calculations: major orders must be calculated in a transparent manner and the calculation retained. Subsequently, in order to evaluate the project, a comparison of actual with the estimate must be carried out as a matter of principle.

All employees must ensure the accuracy and integrity of BAUER Group corporate records. This includes reliability and accuracy of books and records, as well as honesty in disclosures and in providing information.

Costs and revenues must be recorded in the right time periods. The sale has not officially been completed until there is evidence of a sales agreement, the title has passed, and the sales price can be determined and is reasonably collectible. Until then, it would be a misrepresentation to record it.

The requirements of group reporting continue to increase. Our business partners, banks and the authorities are interested in a comprehensive and transparent presentation of the figures. It is therefore extremely important that the monthly financial report is prepared to the best of one's knowledge and belief. Forecasts must be estimated realistically. Events that influence value must be reported immediately to the management board of BAUER COMP Holding GmbH.



# DOCUMENTATION AND REPORTING (CONT.)

Documentation and regular checks are the key to a transparent company and are indispensable for central management of the company and the ability of auditors and tax inspectors to carry out their work of examining the company.

One of the key security concepts in the field of documentation and reporting is a principle of a dual control. Dual control means measures which require cross checking or accounting by at least two people, which restrict access of funds to no less than two individuals, which segregate duties or money handling procedures with checks and balances.

In order to achieve transparent documentation, the following points in particular must be observed and implemented in day-to-day operating processes:

- a strict separation of functions must be maintained in order to avoid cases of fraud;
- in accordance with this principle, bank payments, the issue of orders as well as their acceptance must always be documented by signature;
- for the bank transfers, there is a split of duties of initiating and approving transactions depending on their nature. Please refer to the Authorization Matrix (appendix 1) and the list of cash-related risks and control actions (appendix 2) for more details;
- in purchasing, as a matter of principle, three quotations must be obtained. The criteria used in decision-making must be documented and also signed in accordance with the principle of dual control. In exceptional cases requiring documentation, two quotations may be sufficient.

# COMMUNICATION AND DEALINGS WITH THE AUTHORITIES

The BAUER Group endeavors to maintain a cooperative relationship with all the responsible authorities, whilst safeguarding its own interests and rights.

Employees responsible for compiling and transmitting documents concerning the company are therefore required to transmit this information correctly, completely and promptly.

As a matter of principle, the management board must be involved in contacting the authorities in the event of uncertainty, should information be provided on infringements of valid law and should files be submitted.

**BAUER GROUP**  
**BEHAVIOR IN**  
**CONFLICT**  
**SITUATIONS /**  
**REPORTING**  
**VIOLATIONS OR**  
**CONCERNS**

# CONFLICT SITUATIONS, REPORTING VIOLATIONS OR CONCERNS



We are all interested in the continued positive development of the BAUER Group. Our employees in all parts of the world endeavor to develop and to consolidate the values and quality that distinguish BAUER.

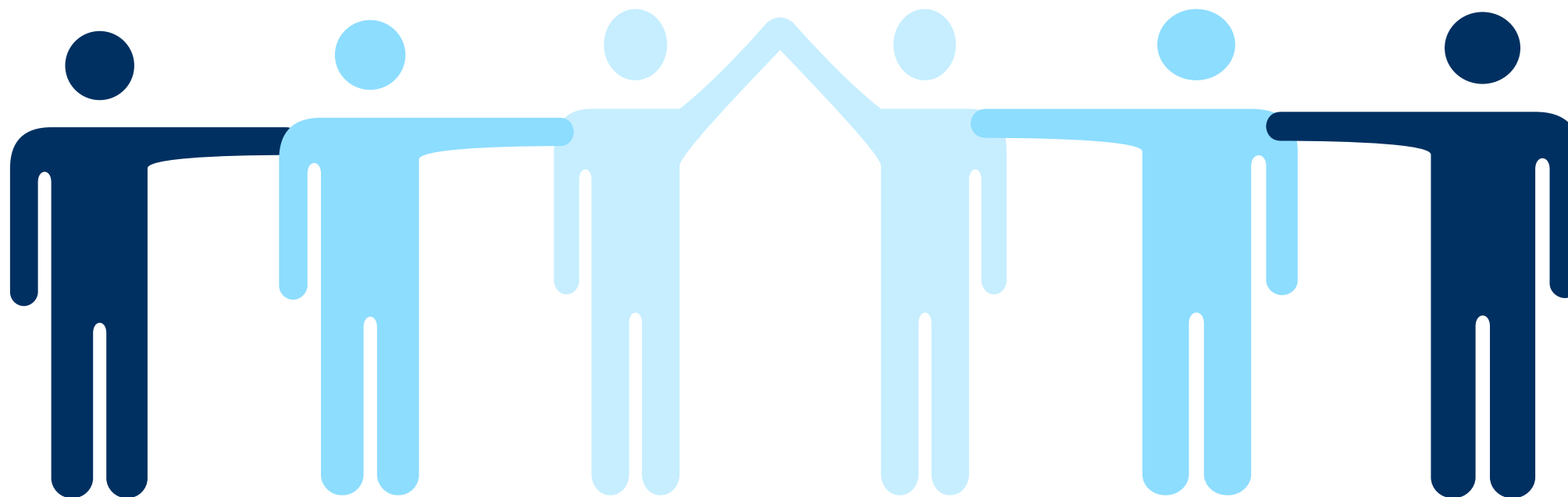
The management board of BAUER COMP Holding GmbH is completely behind the Corporate Compliance Principles described and will monitor compliance with these principles. Employees who comply with these principles will not incur any disadvantages should they refuse to countenance transactions that can only be carried out at the price of infringing essential provisions of these principles.

In order to avoid conflict situations and to prevent infringements, the respective department and company within the BAUER GROUP are required to orient their guidelines to the code of conduct and to evaluate all national and international legal risks. The requirements must be accessible to and actively communicated to all employees.

Should you find yourself in one of the conflict situations described in your day-to-day work, as the management board of BAUER COMP Holding GmbH, we will obviously support you. We expect of every employee that he will report immediately any kind of infringement and will refer to the management board of BAUER COMP Holding GmbH should conflict situations arise. Providing such reports will not incur any disadvantages due to information they supply to the best of their knowledge and belief, provided that this information is not supplied with slanderous intentions.

Employees should report initially to their direct manager. Managers are required to provide assistance in conflict situations or should there be grounds for suspicion. However, you may refer directly to the management board of BAUER COMP Holding GmbH should this route not be feasible.

# BAUER GROUP



## CORPORATE CODE OF CONDUCT