



# **C€ COMPLIANCE GUIDELINES**

# **CODE OF CONDUCT**

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## LEGAL STATEMENT

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# C€ COMPLIANCE GUIDELINES

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#### Gender note:

For the sake of better readability, the simultaneous use of the language forms male/female/diverse is omitted.

## Preamble

(1) What matters most to C€'s success is the trust placed in their technical competence and integrity by customers, employees, suppliers and the public. That has to be maintained. Everything has to be avoided, which does not comply with applicable laws or violates the C€ Code of Conduct and might damage C€'s reputation.

(2) As part of the employment contract, the Code of Conduct defines the most important rules and regulations which enable employees to follow the law, act responsibly, and with integrity. This reflects the ideals which are fundamental to C€.

## 1. Basic principles

(1) Employees must abide by all laws and rules relevant to their work environment as well as C€ internal instructions and guidelines. The supervisors must ensure, that their employees are familiar with the basic content of these standards.

(2) Employees are obliged to be polite in communication, show fair behaviour and act with integrity in their work environment. Every employee is obliged to uphold the reputation of C€.

(3) Violation of the Guidelines may involve breaking a term of the employment contract, resulting in consequences under labour and civil law. In addition, considerable criminal sanctions can also be applied, should the breach of the Code of Conduct detailed in the Guidelines also turn out to be a legal offence.

## 2. No discrimination, no bullying or sexual harassment

C€ expect their employees to respect every individual's basic dignity, privacy and personal rights. Discrimination in the work environment on the grounds of race, ethnic origin, gender, religion or belief, disability, age and sexual orientation will not be tolerated.

Treating others with respect and tolerance plays an important part in working together and creating a positive work environment. C€ will therefore not tolerate discrimination, bullying or sexual harassment of employees by colleagues or supervisors. Rather, C€ will always consistently take the appropriate measures to ensure tolerant and respectful cooperation.

## 3. Confidential information

Employees are obligated to maintain secrecy regarding all internal confidential matters. All information which is marked confidential, or which the employee knows (or reasonably be expected to know), that it is not publicly available and should not be disclosed to the public, such as business and company secrets. (E.g. secrets meant by German law GeschGehG §2.)

In case of doubt, it must be treated as confidential information. In special cases where information is still disclosed, the manager responsible for the department in question will make a decision on further action.

## 4. Data protection

(1) Employees have the duty to comply with data protection rules, in particular taking an active part in making sure that personal data is reliably protected against being accessed by unauthorized parties. Personal data may only be collected, disclosed and used, if it is deemed necessary for legitimately fulfilling a precisely defined purpose. Superiors are responsible for their own departments and must ensure that a data protection briefing is carried out annually, which is documented by the Data Protection Officer.

(2) Any contact with the data protection authority must be made via the data protection department.

(3) Should there be evidence of data protection violation, the Data Protection Officer, Management and the Compliance Office have to be informed immediately. Further steps have to be discussed and coordinated with Management and the data protection office.

## 5. Free and fair competition, compliance with antitrust law

Fair and free competition is fundamental to C€, which means C€ fully complies with national and international antitrust law. C€ always adheres to these rules. For this purpose, C€ follows the following antitrust code:

**(1) Commitment:** C€ is committed to promoting free and fair competition. All Employees are expected to always comply with antitrust law and this Antitrust Code. C€ does not tolerate violations of antitrust law. Failure to comply with antitrust law can expose C€ and Employees to severe consequences like reputational damage, financial losses, regulatory and criminal sanctions and internal disciplinary action. Employees are requested to seek advice from the Compliance Officer if they are uncertain as to whether a particular action violates antitrust law. Employees who, in good faith, communicate potential antitrust violations shall not be subject of employer action based on this communication even if the concern eventually proves to be unfounded.

**(2) Rules of Conduct:** Agreements and concerted practices which have the object or effect of preventing, restricting or distorting competition are prohibited. Anti-competitive agreements can be formal or informal, written or oral.

**(a) Dealing with Competitors:** The most serious form of anti-competitive agreements are contracts, arrangements and understandings between competitors which (i) seek to fix or control purchase or sales prices (e.g. premiums, commissions) or price elements (e.g. margins, rebates, surcharges), (ii) coordinate terms and conditions, (iii) contain covenants not to compete (e.g. a prohibition to undercut a competitor's offer), (iv) allocate customers, products or territories or (v) lead to boycotting certain customers, suppliers or intermediaries.

**(b) Cooperation with Competitors:** Employees must consult with the Compliance Officer before entering into any kind of cooperation with competitors (e.g. joint ventures, benchmarking projects, statistics, joint research & development, joint purchasing). When determining if another company is a competitor, Employees need to consider not only companies that actually compete with C€ in the sale or purchase of products / services but also those that could potentially do so within a reasonable time frame.

**(c) Exchanging Information:** A concerted practice describes aligned behaviour between competitors after a moment of coordination (e.g. during a meeting, via email correspondence or in a telephone call). In particular, the exchange (provision and/or acceptance) of competitively sensitive information between competitors may be regarded as a concerted practice.

Therefore, Employees must not accept or give any information to a competitor which permits any conclusions as to the present or future market conduct of the party giving the information (e.g.

pricing, policy conditions, product development, underwriting, marketing and claims settling strategies). This rule applies irrespective of the nature of the contact (e.g. during conferences, business lunches, hallway discussions as well as private dates).

Furthermore, any form of collusion in submitting bids / offers (so-called bid-rigging) directly between competitors or through third parties (e.g. intermediaries) is strictly forbidden. Therefore, Employees must not discuss with any competitor the decision to bid, not to bid, or the price at which to bid. Complementary, phony or “cover” bids are also prohibited.

If an Employee receives an improper communication from a competitor (e.g. price-related information or an invitation to allocate customers or territories) the Employee must clearly and immediately decline the information / invitation and promptly contact the Legal / Compliance Department to determine if any follow-up action is necessary.

(d) **Signalling:** Public announcements on intended, proposed or desired future price increases (or other dimensions of competition) raise significant antitrust risks. Employees must consult with the Compliance Officer before making any such announcements.

(e) **Lobbying:** Preparation of joint presentations, papers or proposals (through trade associations or otherwise) for submission to governmental bodies, including regulators or other administrative agencies, legislators, or courts may be legally permissible. However, before engaging with competitors in lobbying that could impact on the competitive conditions in the market, Employees must involve the Compliance Officer.

**(3) Trade Association Activities and other Gatherings with Competitors:** Trade association or industry group activities are antitrust sensitive because they involve collaboration amongst competitors, which creates the risk for anti-competitive agreements or concerted practices. The same principles apply to any other gatherings which representatives / employees of competitors attend (e.g. working groups, conferences).

(a) **Joining a Trade Association:** Before an C€ company joins a trade association, the Compliance Officer shall review the rationale for joining and any documents describing the organization and operation. Employees who will represent the company in such association / group should obtain prior management approval.



(b) **Keeping Proper Records:** Contacts with competitors, in and outside of meetings, must be limited to subjects which are in compliance with antitrust law. It is important that an agenda is prepared and circulated prior to and closely followed at any meeting. Minutes should be drawn up after each meeting and checked for correctness by the participating Employee.

(c) **How to Behave in Meetings:** Employees must object to any discussions which potentially raise antitrust concerns and request that they be postponed until legal advice has been provided. Should the discussions continue, they must leave the meeting, request to have their departure recorded in the minutes and promptly contact the Legal / Compliance Department to determine if any follow-up action is necessary.

(d) **Consult the Compliance Officer:** Employees should consult upfront with the Compliance Officer regarding any proposed association activity that may affect competition between its members or with third parties (e.g. creating codes of conduct, drafting standard terms, setting technical standards, collecting competitively sensitive information from members, joint research & development activities).

**(4) Dealing with Customers and Business Partners:** Agreements between C€ and its customers, suppliers and intermediaries may be considered anti-competitive if they are likely to limit competition, e.g. because they

- restrict C€ or the other party's freedom to set prices for its services or products,
- condition the sale of one product or service upon the purchase of another product or service,
- include exclusivity or non-compete arrangements, or
- aim to allocate or steer customers, products or territories.

Such agreements may have pro-competitive effects which outweigh the restrictions of competition and thus ultimately be permissible under antitrust law. Employees must consult the Compliance Officer for pre-clearance before entering into any such agreements.

When dealing with a customer, supplier or intermediary that is at the same time a competitor of C€, Employees must focus any communication about prices as well as terms and conditions to those actually required for a prospective provider-buyer transaction.

**(5) Abuse of a Dominant Market Position:** The abuse of a dominant position in a specific market is prohibited. Whether C€ holds a dominant position in a market can only be established in a case-by-case analysis. In product markets where C€ holds a strong market position either alone or together with a few competitors, marketing / sales and procurement practices should be closely coordinated with the Compliance Officer.

Abusive behaviour may include, but is not limited to, preventing others from entering the market, refusing to enter into a business relationship, contractually forcing or stimulating customers or suppliers to deal with C€ (e.g. by using exclusivity clauses or loyalty rebates or discount systems), tying the sales of certain products or services to the purchase of other products / services, discriminating between the same types of customers or suppliers, setting prices excessively high or setting prices below cost, or the request for inadequate purchase prices.

In the event of potential antitrust risks, employees can and should contact the legal department at any time via e-mail [legal@controlexpert.com](mailto:legal@controlexpert.com). Alternatively, they can send an anonymous letter to "ControlExpert GmbH, Compliance, Marie-Curie-Straße 3, 40764 Langenfeld".

## 6. External communication

(1) Statements given to the media and any other communication with the media must only be made via in-house communication or in accordance with it.

(2) C€ maintains a transparent and trusting relationship with the media. This means that, in case the reporting is expected to be critical, C€ will not exclude individual media organizations or journalists from general media events. Background talks with selected media organizations or journalists are possible at any time.

(3) All C€ statements must be truthful, understandable, up to date und accurate. C€ respects the professional independence of journalists and the media. Only the publication of editorial contributions in C€s own media, or those which can obviously be identified as being supported by C€, will be honored. Furthermore, the same rules shown in Item 11 regarding gifts and hospitality etc. also apply to journalists.

(4) If there is a media partnership, C€ or their media agency will mention this in separate communications. C€ will also work towards the media partnership being communicated openly in the relevant editorial contribution.

(5) C€ makes it clear, that statements made by their employees as part of their job with C€, which appear in social media, forums or valuation portals, are company statements.

## 7. Cooperation with regulators

Our collaboration with governmental, regulatory and supervisory authorities is cooperative and respectful. This applies to all points of contact, i.e. regular contacts as well as special enquiries, audits or investigations. In coordination with the management, we provide information carefully and promptly, thus enabling a transparent and fair view.

## 8. Presentations / using work products

(1) When accepting presentations and participation in seminars, employees must respect the relevant internal guidelines.

(2) A non-business use of C€ work products needs Management's approval. In publications the employees have to take C€ interests into consideration, which they know or can reasonably be expected to know. This is also the case if the point of view cited in the article is shown to be a private, non-verified opinion.

(3) In public unauthorized statements, employees have to make it clear that they are acting as a private individual.

## 9. Preventing financial crime, no bribery or corruption

Financial crime is a violation of existing laws. Moreover, the associated social and economic damage is enormous and endangers the future of us all.

C€ does not tolerate any form of corruption, bribery, money laundering, terrorist financing, fraud, tax evasion and accounting fraud.

These rules of conduct must be adhered to in the work place every day.

## 10. Adhering to economic sanctions

C€ is strongly committed to conducting business in full compliance and accordance with all applicable economic sanctions.

## 11. Accepting gifts, hospitality and other benefits

Accepting gifts and other benefits as well as invitations to meals and events have to comply with the C€ Code of Conduct and/or in-house guidelines. This means:

a) **Gifts** or other benefits may only be accepted if the value is less than the benchmark amount of 40 Euros. Acceptance of multiple gifts of the same party is only permitted up to a total maximum amount of 40 Euros.

If gifts and other benefits worth more than 40 Euros cannot be refused as considered unwise in view of the business relationship, or the refusal is untimely, Management must be notified immediately. They then decide about the use. Accepting cash gifts is absolutely prohibited and will not be approved.

b) As a rule, acceptance of **invitations to business meals** is allowed, if they are in line with social adequacy.

The evaluation of this depends on the position and personal circumstances of the invitee and the benefit value. Attention must be paid that the costs involved are in line with local custom, particularly regarding invitations from customers, suppliers/sub-contractors, automobile manufacturers, repair shops, experts, lawyers, IT companies and hotels etc.,

c) **Invitation to events** which are not business-related (events which are purely for entertainment such as concerts, theatre or sports events) are not to be accepted under any circumstances. Should a refusal of an invitation to an entertainment event be unwise in view of the business relationship, or the refusal is untimely, Management must be notified immediately. They will then decide about further procedures.

d) **Business and pleasure events** may not be mixed purposely. As a rule, employees should refrain from taking accompanying persons to business events. Exceptions to this rule must be approved by the management.

## 12. Providing gifts and other benefits or hospitality

Providing gifts and other benefits as well as invitations to entertainment events and general social occasions may in some cases shed a bad light on the professional independence of the people involved.

In order to avoid that, this Item 12 regulates general principles and tax specifications which must be adhered to when providing gifts and invitations etc. The rules in Item 13 must also be adhered to when dealing with officials, media representatives, journalists, financial analysts, since special strict rules apply to that group of people.

### (1) General principles

a) **Gifts** are generally not legitimate means of cooperation.

This means that gifts are only allowed in extraordinary situations and must be in line with social adequacy. In addition, gifts must have prior approval from Management. Cash is never an acceptable gift.

b) **Invitations** must remain within acceptable, socially adequate limits. They must not be offered with the intention of influencing the recipient's freedom of choice.

c) **Invitations to entertainment events** and general social occasions are generally not provided, since they are fundamentally not a legitimate means of cooperation. Exceptions must have prior approval from Management.

d) **Accompaniment** is never allowed to be invited to business events. Business and pleasure may not be mixed purposely at events.

e) **Transparency**: invitations to business events must be transparent. Relevant invitations must only be sent to the business address of the invitee. Details of the type of hospitality and the accompanying program, if applicable, should be shown in the invitation to business events.

f) **Fees** for speeches, reports, publications or similar services and the appropriate expenses must be reasonable and reasonably proportionate to the services rendered.

(2) Gifts and other benefits provided by C€ may be subject to tax for the recipient. This is why the planning stages should already take into consideration that the handling of gifts and other benefits

must be in accordance with local tax laws and Financial Management regulations. Financial Management should be consulted about this in advance.

## 13. Specific rules for dealing with officials, media representatives, journalists, financial analysts

Officials, media representatives, journalists, financial analysts are understood to represent public institutions, be public officers or any other people who have a function in the exercise of public duty. In the sense of this rule, this also includes European officials such as members of the European Commission and public officials or other employees of the European Union.

Officials serve the public, which means that they are not allowed to accept (directly or indirectly via a third-party), gifts, benefits, hospitality or invitations to events, which may be perceived as a loss of impartiality.

Apart from Item 13 the following rules must also be adhered to when dealing with officials:

- a) **Gifts** to officials are completely unacceptable. A gift of a certain item may be allowable under certain exceptions, providing it complies with general standards of social regulations and following consultation with the Compliance Office. Such benefits also need prior approval by Management.
- b) **Hospitality for business reasons** is a way for a host to show courtesy. It is permitted if it does not exceed the limits of the customary and appropriate circumstances of the parties involved, however rigorous standards must be applied.
- c) Invitations to officials to events which are not business-related (**events which are purely for entertainment** such as concerts, theatre or sports events) are not allowed.
- d) **Regarding all other invitations to officials to attend C€-Events**, prior approval must be given by the Compliance Office.
- e) **Fees** for speeches by officials must have prior approval by Management. Payment can only be authorized, if it is in accordance with the official's relevant service regulations, subject to written authorization by the official's employer.
- f) **Consultancy contracts** with officials are not permitted. The only exception is when the official's employer has authorized the service performed by the official in writing, and the fee is reasonable proportionate to the service provided.  
Such contracts must have prior approval by Management.

g) **Travel and hotel expenses** can only be reimbursed by C€ if they correspond with the official's normal living standards and the official's employer has approved the expenses being reimbursed by C€. However, minor services which help a business meeting run smoothly or save time (e.g. transportation from the airport using one's own car), are a matter of social courtesy and acceptable.

## 14. Contracts with business partners

A competitive point of view must be taken into consideration when concluding and awarding contracts for C€. The conclusion of contract must be transparent, factually justified and comprehensible. The relevant internal guidelines for tendering and the drawing up of contracts (Four-Eyes-Principle) must be observed.

## 15. Potential conflicts between an employee's private and business interests

To avoid conflicts of interest between an employee's private and business interests, the following rules must be adhered to:

(1) If an employee or their family members (spouse, domestic partner, children or other relatives) have a financial interest in a potential business partner of C€, transactions may only be concluded by this employee with the prior consent of the management.

(2) Employees may not be employed outside of C€ if this might involve a conflict of legitimate interests with C€. If it is not clear whether a conflict of interest could be involved, then Management must be informed about the potential outside employment. C€ reserve the right to forbid outside employment which may lead to a conflict of legitimate interests with C€. If an employee takes on outside employment in spite of knowing (or the fact that he/she should have known) that this could lead to a conflict of legitimate interests with C€, then this could lead to disciplinary action under labor law. Employment contract regulations have priority.

## 16. Political and charitable contributions/sponsorship

It is Management's responsibility to consider and approve all of C€'s memberships, project promotions, charitable contributions or sponsorships. They are documented transparently.

## 17. Protecting C€'s assets

(1) C€ assets include not only tangible resources and property, but also intangible goods (intellectual property incl. software products).

(2) Every employee is responsible for protecting company assets. Company assets may only be used for the business purposes allowed, in no way for illegal purposes. When using company property and resources (inter alia telephone, computer, internet and other IT), internal guidelines must be complied with; using them for personal benefit is only allowed if specifically permitted by the said guidelines.

(3) The legal and internal security regulations, as well as operational agreements (inter alia regarding safety at work, information security guidelines und data protection) and individual agreements in employment contracts, which every employee must abide by, serve to protect the Company's assets and help to avoid liability claims.

## 18. Keeping proper books and records

Properly documenting our work helps each of us perform at our best. Any books and records that we create or work on for C€ need to be accurate, complete, timely, and truthful. This way we ensure that we comply with the relevant laws on record keeping. It also helps us make good decisions and keep our shareholders informed about how ControlExpert is doing.

Examples of books and records are: expense reports, invoices, financial disclosures and statements, contracts, emails, policy documents, and other documents we create during our work for C€.



## 19. Sustainability

C€ integrates environmental and social considerations into all our business activities. We provide sustainable products and services to our customers in order to responsibly manage the transition to a low-carbon economy and the use of natural resources. As a company, we want to ensure that sustainable livelihoods are available for future generations.

## 20. Respect for human rights

C€ is committed to respecting a wide range of international human rights standards and to integrating these into our business. We expect C€ employees, business partners, subsidiaries, vendors and suppliers to support and adhere to the different forms of human rights in alignment with international standards.

## 21. Voicing concerns

When employees feel the need to raise a problem or have a concern, they should first approach their manager or HR contact. Most likely, they can best assess the situation and help find solutions. Or other contacts can be found.

ControlExpert is committed to protecting whistle blowers. Employees who report illegal or dishonest actions they have learned about with honest intentions do not have to fear any disadvantages, even if the suspicion later turns out to be unfounded.

If employees point out something that does not seem right, we will take up this tip. Reports will be followed up promptly and appropriately in an orderly manner and, if necessary, a formal investigation will be conducted.

If an employee does not wish to approach their own manager or the HR department, we offer the option of contacting the following:

E-mail to [compliance@controlexpert.com](mailto:compliance@controlexpert.com) or send an anonymous letter, if necessary, to

"ControlExpert GmbH, Compliance, Marie-Curie-Straße 3, 40764 Langenfeld".

## 22. Administration/Compliance Office

(1) C€ has a Compliance Office (Compliance Coordinator).

(2) Every employee has a personal responsibility for adhering to the regulations laid out in this Code.

The respective supervisors ensure that employees are familiar with the contents of this Code and follow the relevant regulations and rules of behaviour; they model appropriate conduct. In return, employees should turn to their supervisors when they are uncertain of how to implement the rules of this Code.

The Compliance Office is happy to help with any questions regarding the Compliance Code.

Langenfeld September 2nd, 2022

The C€ Compliance Guidelines were approved by ControlExpert Management on September 2nd, 2022.

The C€ Compliance Guidelines came into effect on September 2nd, 2022.

The C€ Compliance Guidelines Version 1.3 replaces Version 1.2 from Jun 28.2022.

## **Attachment to the C€ Compliance Guidelines**

- Code of Conduct (short version)

## **Attachment to the C€ Compliance Guidelines Version 1.3 from September 2nd, 2022**

### **C€ Code of Conduct (short version)**

We at ControlExpert have committed ourselves to a Zero-Tolerance-Policy regarding discrimination, insider trading, inadequate level of data protection, infringements of cartel law and corruption. We entirely comply with international and/or regional legal norms and uphold efficient and reliable systems, processes and checking.

First and foremost, the CE Compliance Guidelines forbid any offer, acceptance, payment or authorization of bribes whatsoever, or any form of corruption.

ControlExpert maintains strict rules regarding transparency and integrity in all business practices in order to avoid improper benefits or seemingly unethical behaviour of employees or business partners.

All CE-employees are trained on a regular basis in order to ensure that they adhere to these rules. They receive practical guidance on how to exercise good judgement and how to avoid potential conflicts of interest, such as accepting gifts and invitations from business partners.