

# Code of Conduct



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## 1 Introduction

Leadec's corporate culture is based firmly on our values: collaboration, excellence, and integrity. Our unique selling points distinguish us from the competition and characterize the way we do business every day: customer intimacy, global network, operational excellence, innovation, and work safety. In the sense of an entrepreneurial spirit, these fundamental principles are followed throughout the entire organization, to increase the company value, to grow profit-ably, to achieve sustainable performance, to inspire customers, to create a strong identity and to ensure employees are engaged.

Commitment, innovation and reliability make up the Leadec brand. Leadec depends on the commitment of its employees, who do all they can every day to make sure their customers' processes run smoothly. The customers' non-core processes are Leadec's core business. The future-focused industrial services company works creatively and quickly. As a service provider for the best of the sector, Leadec has sound service knowledge and innovative methods which are second-to-none. Leadec thus ensures its customers have an advantage – and this comes from the dynamism of the company. Driven by enthusiasm for technology, expert knowledge and many years of experience in the service branch of the automotive sector, Leadec supports manufacturers and suppliers worldwide in making their production more reliable, more efficient and better. "We go the extra mile." Leadec is a reliable partner to its customers – and speaks their language.

Our vision: We are the leading industrial service provider for the production facility of today and tomorrow.

Every individual employee plays a part in ensuring the trust of our customers, owners, colleagues and the public. In order to maintain this trust, all employees adhere to laws and our internal company rules (compliance). This Code of Conduct summarizes the most important standards which apply to all Leadec employees worldwide. The Code of Conduct is also meant to serve as a guide for the employees, helping them to act independently and for the good of the company.

Each employee must take responsibility to ensure his or her conduct is always in keeping with this Code of Conduct. Our managers must also set an example in this regard. They must not only communicate these rules in an effective manner but they must also lead by

example and ensure their employees comply. Our management team should be the first point of contact if their employees have any questions relating to this Code of Conduct.

This Code of Conduct and the standards it contains are part of our risk management system. This is to protect the Leadec Group and each of its employees. The Code describes a minimum standard which can be augmented regionally in accordance with stricter local legal requirements and cultural customs. In cases where, in addition to this Code of Conduct, there are separate guidelines on special matters, they shall remain applicable as supplementary regulations alongside this Code of Conduct. The currently valid guidelines are available on the 'Compliance' Intranet page.

This Code of Conduct is valid for all employees of the Leadec Group worldwide. In addition, Leadec expects other persons hired by the company (e.g. trainees, consultants) to adhere to this Code of Conduct. The regulations contained in this code shall be applicable to relationships between each of the companies in the Leadec Group and its employees. It shall not constitute a basis of third-party rights.

## **2 Cooperation with business partners**

Leadec delivers high-quality services to customers, suppliers and other business partners and acts with a high degree of professionalism and absolute integrity in its dealings with them. For this reason, correctness, honesty and transparency must form the basis of all communications and contractual relationships.

### **2.1 Competition**

Leadec always observes the rules of fair competition and supports all efforts to preserve a free market and open competition, both nationally and internationally. Leadec will therefore not pursue any contract if doing so would violate applicable laws.

#### **2.1.1 Arrangements, cartels and waivers of competition**

All employees are required to obey the laws against restraint of trade. Formal or informal agreements with competitors for the purpose of obstructing competition are therefore prohibited. The same applies to tacit, known concerted practices. Accordingly, it is not permitted to demarcate sales areas or divide up customers with a competitor, nor may there be any agreements or exchanges of information with competitors concerning prices,

supply relationships, business terms, capacities, market shares, profit margins, costs, customer data, bid contents or bidding behavior. In the event that Leadec achieves a dominant market position, such a position must not be exploited in an illegal manner.

All proposed agreements with competitors must be submitted in advance to the responsible legal department for review and presented to the CFO of the Leadec Group for approval. If the legal department concludes that the agreement in question cannot be concluded, the respective CFO of the company concerned is not permitted to give approval.

### **2.1.2 Bribery and corruption**

Leadec will not tolerate bribery or corruption in any form. All of its business activities must be conducted in a spirit of honesty and responsibility.

#### **2.1.2.1 Offering and granting benefits**

As competitors we rely on the quality and success of our services. We therefore do not allow any agreements or supplementary agreements that involve granting inadmissible benefits. This applies to the direct or indirect granting of benefits to individuals or organizations in connection with arranging, awarding, approving, delivering, implementing, or paying for contracts. This applies to all agreements with business partners, their employees and officers, and third parties as well. The same applies for benefits in connection with administrative proceedings.

Inadmissible benefits may be in the form of money or goods. The granting of benefits to an individual may also be inadmissible if the individual only benefits indirectly. This kind of indirect benefit can be a payment made to a family member or payments (e.g. donations) made to a third party and the individual gains an advantage as a result, for example, his or her social or political standing is enhanced.

Gifts and invitations are permitted only if they are not large enough in terms of value, financial scope or otherwise to improperly influence the recipient's actions or decisions or to create a sense of obligation on the part of the recipient. When issuing invitations to an event, it must additionally be ensured that the event is of a size and type that is customary in business circles or that it is specifically related to business activities. Especially strict standards must be applied in the case of public officers. Monetary gifts are prohibited under all circumstances.

All compensation (e.g. commissions) which is paid to third parties (such as agents, brokers, consultants and other intermediaries) must be plausible and in reasonable proportion to the work performed. Such compensation must be provided in an amount which does not suggest that it is being used to circumvent the rules on granting inadmissible benefits. Agreements with agents, brokers, consultants and other intermediaries, including all later amendments, must be made fully in writing and commit the contracting parties to observe the above principles at all times and abstain from bribery. These agreements must be approved by the CFO of the Leadec Group before they are concluded.

#### **2.1.2.2 Demanding and accepting benefits**

Although it is customary to receive gifts of a limited size from business partners, this can damage the reputation of our company and lead to conflicts of interest. For this reason our employees are strictly prohibited from demanding or accepting personal benefits such as services or inappropriate invitations, whether for themselves or for individuals or institutions close to them. Occasional gifts of a small value are an exception. Gifts of money are not allowed under any circumstances. Any other offer of gifts or benefits must be refused and reported to the supervisor. Otherwise, the rules set forth above apply accordingly.

#### **2.1.2.3 Contributions to political organizations, donations and sponsoring**

Leadec receives requests for donations from various organizations and institutions. Donations must be made in a transparent manner. This means the recipient and the intended use must be known. Payments to private bank accounts are not permitted. No payments may be made to organizations that could damage Leadec's reputation. When donations are granted, the rules set forth above must be observed. This applies in particular to donations made near the time when a contract is awarded or donations related in content to a contract. Donations of all kinds to political parties require the approval of the Leadec Group Board of Management. In the case of sponsoring there must be a reasonable relation between the amount of support and the performance agreed in return.

#### **2.1.3 Patents, industrial property rights**

Our proprietary technology is constantly being developed, and coming up with new inventions and improving our know-how can be of crucial importance to maintaining our competitiveness. Therefore, no employee is allowed to disclose new knowledge or company secrets in any form to third parties. All employees must respect the valid

industrial property rights of third parties. No employee is allowed to obtain secrets from third parties or make unauthorized use of such secrets.

## **2.2 Selection of suppliers and service providers**

Leadec conducts fair and unbiased examinations of all offers submitted by its suppliers. The assessment, decision, awarding and handling of a contract must be based on strictly professional criteria and carried out in a transparent manner. It is not allowed under any circumstances to give undue preference to a supplier or impede its efforts. When selecting business partners, Leadec demands that they too respect the values set forth in this guide. Infringement by a partner can lead to termination of the business relationship.

## **2.3 Trade control regulations**

### **2.3.1 Embargo**

Many jurisdictions in which Leadec operates have passed trade control laws and regulations which restrict or prohibit the cross-border transfer of goods, services, technology, and certain international capital transactions and payments.

These may affect the export and import of goods, services or technology from or to these countries.

All employees who are involved in the export or import of goods, services, technology or international capital transactions and payments must be familiar with the relevant trade control laws and regulations and strictly observe them.

### **2.3.2 Sanction lists**

Sanction lists are an official register which lists individuals, groups or organizations that have had economic and/or legal restrictions imposed on them.

Sanction lists should assist in depriving international terrorism of its economic basis by preventing any financial transactions and the use of economic resources. Therefore, trade or other business relations with individuals, groups or organizations on sanction lists is prohibited.

The Leadec Group will not enter into or conduct any trade or other business relations with individuals on sanction lists.



### **3 Employees at Leadec**

Productivity and humanity must go hand in hand to ensure sustained success in an enterprise. Leadec's economic success is dependent on the help and co-operation of its employees worldwide. As a service provider, our employees are our greatest asset.

#### **3.1 Four eyes principle**

The 'four eyes principle' is to ensure that the risk of poor decision-making, both for internal decisions and in representing the company externally, is reduced. Unless joint representation is legally impossible in dealings with third parties, in-house rules to safeguard the 'four eyes principle' must be drawn up. Sole powers of representation may only be assigned on a limited basis for specific actions, and only with prior approval from the CFO of the Leadec Group.

#### **3.2 Human resources management**

All employees are required to adhere to this Code of Conduct and our management team must set an example. Leadec cultivates an atmosphere of trust in which its managers are responsible for providing sufficient supervision to prevent or hamper any violations of this Code of Conduct in their respective area.

#### **3.3 Equal opportunities**

Leadec respects human rights worldwide. As a company with a global reach we work with employees and business partners of many different nationalities, cultures and customs. We do not tolerate unlawful differential treatment (discrimination), harassment or degradation. In particular, we do not tolerate discrimination on account of race, ethnic origin, gender, religion or worldview, political opinions, a disability, age or gender identity.

#### **3.4 Working conditions**

Leadec gives its employees fair pay and provides fair working conditions in compliance with all statutory requirements. We therefore also reject all forms of forced labor and child labor, and we will not obstruct lawful employee representation.

#### **3.5 Avoidance of conflicts of interest**

It is important to Leadec that its employees do not have conflicts of interest or loyalty in the course of their work. Such conflicts can occur if, for example, there are business



transactions between Leadec companies and employees or close members of their families. Any such transaction must be disclosed in advance to the respective manager.

### **3.5.1 Outside employment**

If an employee intends to take up gainful secondary employment, he or she must obtain prior written consent from his or her manager, and for managers, written consent must be obtained from the Advisory Board and Human Resources.

### **3.5.2 Political activities**

Leadec does not take part in activities involving political parties. However, employees are in no way prevented from taking part in appropriate political processes during their non-working hours. We expressly welcome our employees' involvement in civic and social affairs and their participation in social and charitable activities. Employees who are engaged in such activities do so as private individuals. We expect them to conduct these activities in such a way as to ensure that there are no conflicts of interest with their work.

## **3.6 Protection of assets**

Leadec requires its employees to protect the tangible and intangible assets of the company. These assets include property, production equipment and inventory stocks; securities and cash; office equipment and supplies; information systems and software; and patents, trademark rights and know-how. Violations of the law such as fraud, theft, embezzlement and money laundering will be prosecuted. With regard to acceptance of business risk, refer to the Risk Management System.

All machinery and equipment may only be used for work-related purposes unless private use is expressly permitted. When using the Internet, no information that incites racial hatred, glorifies violence or other crimes, or has an offensive content may be retrieved or transmitted at any time.

## **3.7 Payments**

To guarantee complete transparency, payments by the Leadec Group should only be made via bank transfer. Cash payments must be avoided as far as possible.

All payments must be made directly to the relevant party. No employee may make payments under a special name or into a numbered account or into the account of a third party (even if this is explicitly requested by the business partner).

If a cash payment cannot be avoided, the employee must make a record of the payment, giving the name of the person making the payment, the name of the person who authorized the payment, the name and address of the payee, the amount, the date and the purpose of the payment. This documentation must be immediately submitted to the finance department of the relevant Leadec Group company.

No employee may make, authorize or influence any Leadec Group payments to him- or herself or a family member.

### **3.8 Use of information**

Leadec expects employees to take appropriate care when using company information.

#### **3.8.1 Confidentiality**

Confidentiality must be maintained concerning in-house matters that have not been disclosed to the public. This also applies to inventions and other kinds of know-how. These elements are essential to the long-term success of the Leadec Group and a guarantee of its future. Employees must therefore not pass information about new discoveries or company secrets in any form to third parties. This also applies after termination of employment.

#### **3.8.2 Data protection and information security**

The global electronic exchange of information is essential for staff efficiency and business success in general. But besides having benefits, electronic communication can pose risks to data protection and security. Official documents and data storage media must therefore be protected from access by third parties at all times. Both managers and all employees must take effective protective measures against these risks, and this is an important component of IT management.

#### **3.8.3 Insider knowledge**

It is not permissible to derive personal advantage or advantages for others through the use of in-house knowledge. The same applies to unauthorized disclosure of insider knowledge.

#### **3.8.4 Correct reporting**

When making oral or written reports for internal or external use, employees are obligated to state the truth. Any untruthful manipulation of content is prohibited.

### **3.9 Occupational safety, health, environmental protection and sustainability**

Leadec makes every effort to protect the life and health of its employees and deal responsibly with resources and hazardous materials. It is the responsibility of all employees to avoid hazards in the workplace, minimize harm to the environment and use resources economically. In providing our services, we adhere to the principles of sustainability and environmental compatibility.

### **3.10 Quality**

The market success of our services is inseparably linked with their quality. The Leadec Group demands a high level of creativity, skill, and care on the part of all employees, and thereby demonstrates its high standards to customers and third parties. We will not tolerate deliberate or negligent conduct that results in diminished quality.

## **4 Implementation of the Code of Conduct**

### **4.1 Compliance organization**

Leadec has established a Compliance Committee which is responsible for implementing and enforcing the Code of Conduct. In accordance with the organization of the Leadec risk management system, the CFO of the Leadec Group serves as the contact person in his or her role as compliance officer and is responsible for implementing the Code of Conduct. Within the individual Leadec companies this task is assumed by the CFO or a manager appointed by the CFO of the Leadec Group.

### **4.2 Advice**

Leadec provides its employees with information to help them avoid possible violations of the law and this Code of Conduct. In particular, this includes training sessions on specific topics and selected areas of risk. If employees nevertheless have questions, they can direct them to the CFO of the company, to the responsible legal or human resources department or to the members of the Compliance Committee. In addition, Leadec has established a help desk to answer questions of this kind. The relevant contact data and further relevant information on the subject of compliance can be found on the Leadec Intranet 'Compliance' application.

### 4.3 Complaints and comments

All employees can and have the right to report violations or suspected violations of the Code of Conduct to Leadec. At the employee's discretion, the contact for this purpose can be the direct supervisor, the responsible human resources employee, the CFO of the company, the CFO of the Leadec Group or any member of the Compliance Committee. The necessary contact data will be made available to all employees throughout the Group through suitable channels, including publication on the 'Compliance' Intranet page.

An employee who, on the basis of tangible evidence and in good faith, honestly believes that the Code of Conduct has been or might have been violated and who makes use of the right to report this to Leadec will not suffer any kind of retaliation. In each such case, Leadec will take any necessary steps to protect the employee against such retaliation. To the extent possible and legally permissible, Leadec will maintain confidentiality about the identity of any employee who follows this procedure to report a violation or suspected violation of the Code of Conduct. The same applies to the identity of employees who cooperate in the investigation of violations or suspected violations of the Code of Conduct.

### 4.4 Implementing regulations

Leadec will issue additional regulations concerning the implementation of selected items in this Code of Conduct. These regulations will also deal with questions about interpretation and outline approval procedures.

The Leadec Group Code of Conduct is available in several languages. In the event of any differences or contradictions between the different versions, the German version shall take precedence. The latest version is available on the Internet at [www.leadec-services.com/compliance](http://www.leadec-services.com/compliance).

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