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## KALLE CODE OF CONDUCT FOR BUSINESS PARTNER

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<b>Owner</b>	Corporate Affairs
<b>Contact</b>	Head of Compliance Dr. Michael Schmalholz
<b>Purpose</b>	This policy defines the Group's commitment to business ethics and constitutes minimum standards for the Group's business partners.
<b>Effective Date</b>	August 1 <sup>st</sup> , 2022
<b>Revision</b>	REV02 implementing the German act on due diligence in the supply chain.
<b>Announcement</b>	Kalle Intranet and at <a href="http://www.kallegroup.com">www.kallegroup.com</a>
<b>Duration</b>	No fixed term
<b>Scope</b>	Kalle Group worldwide

### 1. Introduction

Kalle GmbH and all companies directly or indirectly controlled by it, including the operating US companies (collectively the "**Group**" or "**Kalle**") are committed to the highest standards of ethical conduct and compliance with the laws. The purpose of this Code of Conduct (the "**Code**") is to reinforce that commitment and to provide minimum standards, which Kalle requires its customers, suppliers, distributors, agents and further contractual parties (hereinafter referred to individually as "**Business Partner**" and collectively as "**Business Partners**") to comply with.

The Code applies to the Group's Business Partners worldwide. By accepting a contract or other agreement with one of the Group's companies that contains a reference to this Code or by signing and returning a copy of this Code, the Business Partner expressly declares to uphold the principles and observe the rules set forth in the Code. The acceptance of this Code or its content is a general prerequisite for all contractual agreements between Kalle and its Business Partners.

### 2. General Principles

Business Partners shall commit to respecting the laws in effect and any other applicable provisions in the countries where they are active and to fulfilling their obligations reliably. Furthermore, partners are expected to demonstrate honesty and fairness in all aspects of their business activities and to fulfil their social responsibilities.

### 3. Business Partner Onboarding Process

Kalle reserves the right to screen its Business Partners in respect of their financial standing, social responsibility and general compliance as part of its on-boarding process as well as in the course of an ongoing business relationship. Note, subject to a de minimis rule, it is mandatory for all new Business Partners to go through Kalle's onboarding process.

As part of this process Business Partners are required to fill out an onboarding questionnaire that will be provided by Kalle. Questions regarding the onboarding process may also be addressed to Kalle's

local Compliance Officer or to Kalle's Corporate Affairs Department. For contact details see section 11 of this Code.

#### **4. Anti-Bribery and Corruption**

Business Partners must not engage in any form of bribery or corruption in order to obtain an unfair or improper advantage, whether actual or perceived.

In particular, Business Partners are prohibited from offering gifts or hospitality above a value that cannot be considered insignificant to Kalle employees, customers or other relevant stakeholders (such as government officials or lenders). Any gifts offered must be of a purely nominal value and must not be intended (or able to be perceived as such) to influence a business decision. Hospitality offered must be linked to business purposes, must be of an appropriate value and must not be intended (or able to be perceived as such) to influence a business decision. No gifts or hospitality may be offered during tender or contractual negotiations.

Business Partners must require from their employees that they will not allow any benefits or gifts that do not comply with this section to be promised to them and that they will not accept such benefits or gifts.

#### **5. Fair Competition and Antitrust**

Business Partners must not participate in activities which could be seen or interpreted as unfair, anti-competitive, or abusive. All activities must be in line with current laws that uphold and promote competition, in particular applicable antitrust laws.

In particular, the Business Partners should not discuss any commercially sensitive information with any of its competitors, including Kalle, as the case may be, without being authorized to do so in accordance with applicable competition and antitrust laws. Note, that Kalle records meetings with competitors by summarizing the content of the talks and storing it with its Compliance Officer.

#### **6. Money Laundering**

Business Partners must comply with all applicable laws that prohibit money laundering or financing illegal purposes.

#### **7. International Trade Sanctions**

Business Partners shall not have dealings with restricted parties and shall comply with all applicable international trade sanctions laws.

Business Partners are required to ensure that goods and materials are not sourced in a dubious or illegal way. They shall implement measures for the responsible procurement of goods and materials to ensure compliance with laws and regulations.

#### **8. Responsible Sourcing**

All suppliers of Kalle are obliged to implement appropriate measures for the responsible procurement of goods and materials in order to ensure compliance with laws and regulations and in particular the protection of human and environmental rights ("**ESG Rights**"). The ESG Rights warrant the following:

- the ban on child labor;
- the prohibition of forced labor and serfdom, such as through economic exploitation;
- the compliance with appropriate occupational safety standards;
- the freedom of association, in particular the right of employees to unite;

- equal treatment of all employees and the prohibition of discrimination;
- an appropriate remuneration, but in any case the granting of minimum wages;
- the ban on harmful soil, water or air pollution or water consumption that is likely to damage the natural resources for food production, water supply or health;
- the environmentally friendly disposal of hazardous substances.

For more details please refer to Sec. 2 of the German Act on Corporate Due Diligence in Supply Chains of July 16, 2021.

In particular, Kalle expects its Business Partner to comply with the following due diligence duties for the protection of ESG Rights:

- a) The establishment of an efficient risk management system that includes the inventory and risk-related assessment of suppliers;
- b) Conducting an appropriate risk analysis to identify risks to ESG Rights in the supply chain;
- c) Implementing preventive measures to avoid or minimize risks to ESG Rights,
- d) Taking appropriate and effective remedial action in the event of violation of human rights or environment-related duties;
- e) Establishing a complaints procedure to enable everyone concerned to report violations or risks.

## **9. Human Rights and Working Conditions**

We expect our Business Partners to comply with the ban on child labor and forced labor also at their own business area and, moreover, at their affiliates' workplaces and to protect, promote and treat fairly their employees, including temporary workers.

Business Partners are obliged to ensure appropriate occupational safety, compliance with the legally applicable minimum labour standards and the freedom of association. Employees must be paid appropriately, at least in the amount of the applicable minimum wage.

Business Partners must never tolerate any unacceptable treatment of employees, such as sexual harassment and sexual abuse, or even the threat of such treatment, and should eliminate all forms of discrimination based on race, religion, gender, sexual identity, origin, ideology, political opinion and trade union membership and shall treat all comparable employees equally.

## **10. Health, Safety and the Environment**

Business Partners are required to abide by all applicable laws relating to health, safety, the environment and other ESG Rights. We expect them to ensure that adequate measures are put in place to protect the health and safety of their employees, and to mitigate the environmental impact of their business operations as far as possible.

In particular, Business Partners must

- apply best efforts for the protection of necessary natural resources and against harmful environmental pollution,
- warrant compliance with the ban on illegal forced evictions and the inappropriate use of security forces, as well as
- warrant compliance with international agreements on the production of mercury, persistent organic pollutants and the export of hazardous waste.

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## 11. Audit

Kalle reserves the right to confirm Business Partner adherence to the principles set out in this Code of Conduct via on-site or desktop audits. If on-site audits are required, the Business Partner will be given sufficient notice time so that the audit will not unnecessarily disrupt their operations. Any audit shall be conducted under appropriate non-disclosure agreements.

## 12. Reporting Suspected Misconduct

Any Business Partner and any of its employees or officers who is aware of any illegal or unethical behaviour or who believes that an applicable law, rule or regulation or the Code has been violated by any of his or her employees or colleagues doing business with Kalle, or by any of Kalle's employees or officers, shall promptly report the matter to Kalle's compliance department. Any Business Partner or any employee or officer of a Business Partner wishing to make a report with respect to any of these matters, anonymously or by name, may contact Kalle's local Compliance Officer or the Corporate Affairs Department:

### Kalle Management GmbH

**Department:** Corporate Affairs, Rheingastr. 190 – 196, 65203 Wiesbaden, Germany

**Phone:** +49 (0) 611 962 -8143 or -6282,  
+49(0) 175 296 00 20

**E-Mail:** Compliance@kallergroup.com.

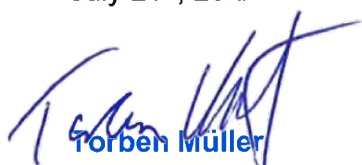
Note that any contact detail given in this policy is subject to possible change.

All reports of violations will be promptly investigated and, if appropriate, remedied, and if legally required, immediately reported to the proper governmental authority. Business Partners will be expected to cooperate in assuring that violations of the Code are promptly addressed. The Group has a policy of protecting the confidentiality of those making reports of possible misconduct to the maximum extent possible, consistent with the law and requirements necessary to conduct an effective investigation.

## 13. Violations

No violations of this Code will be tolerated by the Group. Any attempt to conceal a violation of the Code also constitutes a violation. Business Partners who violate the Code may face claims for damages and/or the termination with cause of their contract. The Group also may also report such conduct to the relevant authorities and/or competent prosecutors.

July 21<sup>st</sup>, 2022

  
Torben Müller  
CO-CEO

  
Siegfried Weber  
CO-CEO