
KALLE
CODE OF CONDUCT
FOR BUSINESS PARTNER

Owner	Corporate Affairs
Contact	Head of Compliance Dr. Michael Schmalholz
Purpose	This policy defines the Group's commitment to business ethics and constitutes minimum standards for the Group's business partners.
Effective Date	February 1 st , 2021
Revision	Corporate Affairs
Announcement	Kalle Intranet and at www.kallegroup.com
Duration	No fixed term
Scope	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 conduct integrity screening on its Business Partners as part of its onboarding 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.

6. Money Laundering

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

7. International Trade Sanctions and Responsible Sourcing

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. Human Rights and Working Conditions

Business Partners are expected to protect and promote the human rights of their employees. We expect them to be fair employers and to respect and comply with international labour standards, including the core conventions of the International Labour Organization (ILO) and legislation prohibiting slavery and human trafficking, and comply with applicable national labour law. Business Partners must respect the regulations of the United Nations on human rights and in particular on children's rights. They must not engage in business with a company or person that disregards the standards and principles of human rights.

The Group requires all Business Partners not to tolerate unacceptable treatment of employees, such as sexual harassment and abuse, or the threat of such treatment. Business Partners shall oppose all forms of discrimination on the ground of race, religion, gender, sexual identity, origin, ideology, political opinion and union membership and provide equal treatment for all employees.

9. Health, Safety and the Environment

Business Partners are required to abide by all applicable laws relating to health, safety and the environment in their work for Kalle. 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.

10. 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.

11. Reporting Suspected Misconduct

Any Business Partner 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 employees 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 Corporate Affairs, Rheingastr. 190 – 196, 65203 Wiesbaden, phone: +49 (0) 611 962 -8143 or -6282, E-Mail: Compliance@kalle.de**. 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 requirements necessary to conduct an effective investigation, and the law.

12. 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.

Wiesbaden, 1 February 2021