



# CODE OF CONDUCT

# Code of Conduct

(English, Status 08-2022)

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## Why we have a Code of Conduct: Message from the Board

Dear colleagues,

Corporate responsibility and integrity are important pillars of STEMMER IMAGING's corporate culture. We are committed to ensuring our company's business success by complying with all relevant internal and external rules and regulations.

To us as a global group, compliance is a top priority. To achieve this, we rely on your support. Only by standing together can we ensure comprehensive compliance.

Mutual respect and trust determine the relationship between our employees and our business partners. We do not tolerate any violation of the law and we do not tolerate harassment or discrimination. This STEMMER IMAGING Code of Conduct contains a set of standards for our corporate behaviour, a guideline for taking difficult decisions and contact information for the Compliance Department in case of any questions and concerns. All of us within the STEMMER IMAGING Group – management and employees at all levels – are committed to upholding the principles set out in this Code.

At STEMMER IMAGING, we value entrepreneurial freedom and trust our employees to use this freedom responsibly. We encourage our employees to openly address any problematic issues. It is the responsibility of all managers to be open to discussions about company practices, the working environment, their own behaviour or the behaviour of other employees.

Please use this guideline in your daily work and do not hesitate to ask questions if you feel unsure. The Compliance Department is always available to answer any questions or concerns you may have, as are our colleagues in the Human Resources Department and the employee representatives. We thank you for contributing to the compliance culture at STEMMER IMAGING with your personal conduct.

Arne Dehn  
CEO

Uwe Kemm  
COO

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## A. Introduction

This Code of Conduct should serve as a general framework for conduct that we expect from our employees towards STEMMER IMAGING AG, the employees of the individual companies of the STEMMER IMAGING Group (hereinafter: STEMMER IMAGING) and third parties (particularly customers and suppliers). This Code of Conduct reflects the objective of the Administrative Board, to strengthen ethical standards throughout STEMMER IMAGING and to create a working environment which is based on integrity, respect and fair behaviour. The Administrative Board is convinced that a socially responsible business policy which respects the law and conventions best serves the long-term interests of STEMMER IMAGING. The following Code of Conduct of STEMMER IMAGING elucidates these principles.

The objective is to prevent situations arising whereby the uprightness of our behaviour and the trust in our performance can be called into question. We can only continue to achieve this aim when all those affected become involved. Therefore, the Code of Conduct formulates recommended behaviour patterns for employees of STEMMER IMAGING AG and the STEMMER IMAGING Group, insofar as nothing is prescribed by law.

## B. Principles

### 1. Building up trust through honest and law-abiding management of the business

Employees must observe all relevant laws and official regulations in their working environment as well as internal instructions, if these are obligatory.

Employees are required to conduct themselves honestly and fairly and to avoid any conflict between private interests and the business interests of STEMMER IMAGING or the interests of our customers.

All employees are expressly encouraged to contact the Compliance Contact Person or their superior when they have determined that somebody's behaviour is not compliant. No employee who reports with honest intentions should fear any penalties; even if the report should turn out to be without consequence. Reports may also be submitted anonymously. Management has a role model function. They bear responsibility for their conduct and the conduct of the employees in their area of responsibility as well as the proper observance of all prescribed processes to avoid reputational and legal risk.

### 2. Respectful treatment of one another – Non-discrimination principle

Our success is mainly based on treating each other with respect. We are prepared to learn from our mistakes and appreciate frankness by promoting a climate of mutual respect and trust.

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We want to create an appreciative working environment for all employees – regardless of age, ethnic origin and nationality, gender and gender identity, physical and mental abilities, religion and ideology, sexual orientation and social background. Recognising and promoting diverse potential creates economic benefits for our organisation as we:

- Foster an organisational culture characterised by mutual respect and appreciation. We create the conditions for managers and employees to recognise, share and live these values.
- Review our HR processes and ensure that they reflect the diverse skills and talents of all employees and our performance standards.
- Recognise diversity both inside and outside the organisation, value its potential and use it to the benefit of the company.
- Make our activities and progress in promoting diversity and appreciation a subject of internal as well as external dialogue, as well as provide public information on an annual basis.
- Inform our employees about the added value of diversity and involve them in implementing it.

STEMMER IMAGING tolerates no discrimination or harassment in the working environment, whether it be based on gender, nationality, origin, language, religion or ideology. No one may be discriminated because of disability.

## 3. Protection of personal data and information requests by public authorities

We strictly observe the regulations for the protection of personal data.

Confidential information and documents concerning customers, STEMMER IMAGING or employees must be protected from access through third parties as well as non-involved colleagues, in an appropriate fashion.

Personal data may only be collected, processed or used when it is required for the relevant purpose and an appropriate legal basis or the permission of those affected are on hand. Their rights to information and rectification as well as contradiction, blocking and erasure are to be protected.

The technical protection against unauthorised access to data and information must meet appropriate standards which represent the technological state-of-the-art.

STEMMER IMAGING cooperates with all responsible Public Bodies and Supervisory Authorities. All communications in this regard may only be enacted by the employee appointed to this purpose.

## 4. IT

Information technology (IT) and electronic data processing (EDP) are an integral part of STEMMER IMAGING's everyday work, but they also harbour a number of risks. These include, in particular, impairment

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of data processing by malicious programs (viruses), the loss of data due to program errors or the misuse of data (e.g. by hackers). Only the IT systems and equipment provided by the company are used for business purposes. The use of private devices or devices provided by other companies must be approved by the IT department. Only the data storage devices or systems provided by STEMMER IMAGING may be used for data exchange. The security of the IT systems must be observed by all employees and actively protected against internal and external abuse or threats (such as misuse of passwords, downloading inappropriate or illegal content from the Internet)..

### **5. Communication with customers, business partners and the public**

All announcements and reports from STEMMER IMAGING must be complete, honest, exact, punctual and comprehensible, whether they are for business partners, customers or the public. This applies particularly to information and advertising material about our products and services. Information to business partners, customers or the public about STEMMER IMAGING, our products and services, our customers or business partners may only be effected by the relevant authorised employees.

### **6. Social networks**

Whosoever expresses an opinion in public discussion or on social networks on topics which affect either STEMMER IMAGING or our business partners, should make clear that they are acting as a private person with the interests of STEMMER IMAGING and their business partners in mind.

Please keep in mind that statements in emails or on social networks may originate as a formless off-the-cuff statement, nevertheless, they may be retained and visible for long periods to the recipient or the public Internet.

### **7. No conflict of interests with customers and business partners**

STEMMER IMAGING endeavours to establish sustainable business relationships with its customers and business partners to the mutual benefit of both parties.

Each employee is obliged to ensure that the interests of our customers is taken into account in a fair manner. Interests of customers or business partners may not be given precedence to the disadvantage of other customers.

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### 8. Customer complaints

Customer complaints supply valuable information for improvement possibilities in our business and also deliver an opportunity to solidify or resp. repair customer relations, when they are dealt with appropriately.

STEMMER IMAGING takes care that all customer complaints are promptly dealt with in a fair and transparent manner.

### 9. Personal conflicts of interests

When employees come into conflict between their interests and their work-related tasks resp. the interests of STEMMER IMAGING or those of our customers, then the reputation of this employee and STEMMER IMAGING as a whole may be damaged. Therefore, employees should avoid such situations in the interest of STEMMER IMAGING and in their own interests. In detail these are:

- No ancillary activities, which would influence the timely scope of the contractual obligations or the competitive interests of STEMMER IMAGING. Ancillary activities should be registered with the Human Resources department and the immediate Superior, in advance. Voluntary offices with a limited time frame and without affecting STEMMER IMAGING must not be registered.
- No financial interests in any company (customers, suppliers) which could be affected by work-related decisions of the employee or STEMMER IMAGING (exceptions are stock market listed PLCs).
- Awards of contracts to relatives, civil partners or other related persons to employees are to be reported to Management and Compliance, if known. This applies also to business with companies in which relatives are directly or indirectly involved.
- Where possible, no direct reporting lines between children, parents, spouses or civil partners.
- No overtaking of business responsible positions (e.g. Managing Director, Board Member, Executive Board Member, Advisory Board Member) at customers, business partners or competitors without the advance agreement of the Management and after registration with Compliance.

In case of doubt, involve Compliance. The perception of third parties is decisive. Even the appearance of personal conflict of interests is damaging.

### 10. Gifts, business meals and events

Gifts, business meals and events for information, representation or entertainment purposes can be a legitimate means of building up and supporting business relationships. They must, however, never serve the purpose of obtaining unethical business advantages and may not be of a type or scope which could be seen as bringing into question the professional independence and powers of judgment of those involved.

Observing the following rules protects employees against misunderstandings:

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- No concerns regarding directly business-related hospitality and invitations for meals within a reasonable scale.
- No concerns regarding promotional articles (giveaways).
- No concerns regarding socially acceptable gifts and invitations according to the currently valid guidelines for the acceptance of gifts and invitations, unless
  - they occur immediately prior to the conclusion of contracts or negotiations, or
  - they are sent to your private address or presented in some other non-transparent manner.
- No acceptance of cash or compensation e.g. checks, vouchers etc.
- No acceptance of invitations for representation purposes or with mainly or partly entertainment components unless,
  - after special examination of appropriateness and as to whether the invitations are usual business practice, in particular when it comes to invitations also including civil partners/spouses, and subsequent allowance from the Management
  - when representatives of the host are present,
  - the participation is not repeated and
  - the travel expenses are not taken over by the inviting business partner.

In cases of doubt, Compliance should be consulted.

## 11. Donations and sponsoring

The Management decide exclusively about donations and sponsoring. They may not directly serve the purpose of obtaining unfair advantages with business partners.

## 12. Zero tolerance of corruption

Our success on the market is based on the strength of performance, flexibility and service availability and may not be obtained by unethical contributions. Our Business Partners trust in the professional judgment competences of our employees.

STEMMER IMAGING, therefore, tolerates no form of bribery or corruptibility and neither acceptance nor granting of advantages. Whoever infringes against the regulations on gifts and invitations in Paragraph 10, runs the risk of liability to prosecution for corruption crimes. Even the promise or demand for unfair advantages can be liable for prosecution.

In the case of invitations and donations to public officeholders, the internal regulations for gifts and invitations are to be observed. The granting of benefits to public officeholders can be liable for prosecution for acceptance of benefits or corruptibility alone, because they were granted with regard to the office. It is not even necessary that an officer be influenced unfairly. Everyone who is appointed for the purposes of official tasks



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can be a public officer. There will be no differentiation made between salaried or voluntary activities, even editors of public broadcasters are public officers according to the German Federal Court of Justice (BGH).

### 13. Money laundering

STEMMER IMAGING tolerates no infringement of laws designed to combat money laundering and has set itself the target of exclusively entering into business partnerships with serious partners, whose business activities are in accordance with the statutory regulations.

### 14. Protection of competition

STEMMER IMAGING does not become involved in illegal anticompetitive agreements and conduct, in particular agreements on prices, conditions and distribution of markets with competitors. Before employees deviate from the standard contracts or the procedures laid down in the cooperation contracts, they shall consult the legal department in order to ensure that this does not raise any illegal competition concerns.

When taking up contact with competitors and business partners, employees of STEMMER IMAGING shall not talk about internal affairs, e.g. prices and sales or financing conditions, costs, market surveys, organisational procedures or other confidential information which could be used to give competitors or business partners competitive advantages without prior clearance with Compliance.

### 15. Protection of the company assets

The assets and company facilities, the business documents and work equipment of STEMMER IMAGING shall neither be abused for private purposes nor surrendered to third parties if this could adversely affect the interests of STEMMER IMAGING or is prohibited by regulation.

### 16. Sustainability

Sustainability has become an integral part of STEMMER IMAGING's strategy. The company's focus areas include measures for environmental and climate protection and energy efficiency, sustainable locations and circular economy, the alignment of business activities with the UN's Sustainable Development Goals and responsible corporate governance.

All employees should be committed to protecting natural resources and ensuring that STEMMER IMAGING's business activities have the least possible impact on the environment by saving materials and energy and by reducing and recycling waste. When selecting suppliers, advertising materials or other external services, every employee should consider environmental and social criteria in addition to economic aspects.

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STEMMER IMAGING is convinced that sustainable and responsible business practices will noticeably enhance the company's innovate capacity and future viability.

### 17. Work safety

Processes, production sites and materials must comply with the applicable legal and internal guidelines on workplace safety as well as health, fire and environmental protection regulations.

Employees recognise that a safe and healthy work environment not only minimises the incidence of work-related injuries and illnesses, but also improves the quality of products and services, consistency of production, as well as staff retention and morale.

STEMMER IMAGING also recognises that ongoing input and employee education is key to identifying and solving health and safety issues in the workplace.

STEMMER IMAGING requirements for a healthy work environment include:

- Participation in training to prevent work-related illnesses, prevention of workplace accidents, first aid, chemical management and fire safety.
- Employees must use the appropriate protective equipment and clothing provided.
- Employees shall properly use fire protection equipment such as fire detectors and fire extinguishers.
- Employees must follow the protective measures against work-related health hazards and the resulting protective measures.

### 18. Young workers

When employing young workers under the age of 18, it must be ensured that they do not work overtime or perform night work. They must be employed in working conditions that do not harm their health, safety and morals.

### 19. Child labour, forced labour and modern slavery

All forms of child labour are strictly prohibited and must be combated. The minimum age for employment shall be in accordance with government regulations. If there are no state regulations, Convention 138 of the International Labour Organisation (ILO) applies accordingly. According to this, children under the age of 15 may not be employed, either directly or indirectly, with the exception of the provisions of Article 6 and Article 7 of the ILO.

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Any knowing use of forced labour as well as modern slavery and human trafficking will not be tolerated in any way. This includes servitude, confiscation of identity documents, involuntary prison labour, abusive working conditions and work carried out under threat or coercion.

STEMMER IMAGING AG requires that its suppliers do not permit any form of forced or child labour.

### 20. Freedom of association and collective bargaining

All employees have the right to form and join trade unions, to participate in collective bargaining or to be represented by employee representatives in accordance with national laws and international agreements.

### 21. Financial responsibility

At STEMMER IMAGING, the main business processes are properly documented and relevant financial information is recorded in order to faithfully reflect business operations with complete reports.

Employees who record or transmit accounting or financial data, calculate and transmit indicators or manage and communicate other types of information as part of their duties must ensure that such data, indicators and information are accurate, reliable and honest.

### 22. Conflicts of interests

In our daily business we may be faced with situations in which a decision that is best for the company competes with our personal. Conflicts of interest can lead to decisions no longer being made impartially in the best interests of the company. Employees who are affected by a possible or actual conflict of interest are obliged to inform their superiors or the management promptly in order to bring about quick clarification.

### 23. Protection of information and intellectual property

We protect confidential information and respect intellectual property without exception. In particular, technology and know-how transfer shall be carried out in a manner that protects intellectual property rights and customer information, trade secrets and non-public information. We comply with applicable trade secret laws and treat confidential information of our business partners accordingly.

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## 24. Export controls and economic sanctions

As a global group, we export and import products worldwide. For us, it is mandatory to respect the numerous national and international import and export control laws and regulations.

In particular, we must comply with economic and trade sanctions regulations, embargoes against certain countries, companies or persons and bans on certain exports and imports. We must also ensure adequate control of our business partners, as their actions may be associated with the STEMMER IMAGING Group. This is particularly true for our customers and sales-related intermediaries. Failure to comply with export and trade restrictions may result in significant civil and criminal penalties for STEMMER IMAGING and the individuals involved. We must ensure that our export and import activities comply with the rules worldwide.

## C. Consequences and reporting violations

### 1. Consequences of infringement

Infringement of these regulations, insofar as they are not explicitly stated as a recommendation, bring with them a significant loss of reputation and legal disadvantages for the affected employee, their colleagues and STEMMER IMAGING, up to and including fines, prosecution or limitation of official authorisations. Furthermore, infringements which represent a violation of contractual obligations may lead to disciplinary action by STEMMER IMAGING.

### 2. Complaints procedure and whistleblower system

A prerequisite for effective compliance is having secure and reliable communication channels for employees and business partners. STEMMER IMAGING attaches importance to clearly defined and communicated reporting channels. Information and complaints about violations of laws, guidelines or the Code of Conduct can preferably be reported via the IT-based whistleblower system [www.report-securely.eu/stemmer](http://www.report-securely.eu/stemmer), via email using the address [compliance@stemmer-imaging.com](mailto:compliance@stemmer-imaging.com), by phone by calling +49 89 80902 800, in a personal meeting with the Compliance officer at STEMMER IMAGING AG, Gutenbergstrasse 9-13, 82178 Puchheim or by post marked as "personal/confidential" to: Compliance, STEMMER IMAGING AG, Gutenbergstrasse 9-13, 82178 Puchheim. The anonymity of the person providing the information and confidentiality are guaranteed under all circumstances. The whistleblower will be protected from retaliation or reprisals.

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### Contact information

Email: [compliance@stemmer-imaging.com](mailto:compliance@stemmer-imaging.com)

Compliance handles all information with care and attention. All information is treated as strictly confidential, unless a different procedure is required for legal reasons.