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KOHLHAGE Group Code of Conduct



Introduction

As a global and successful company, we not only have the clear vision “Leadership in Filtration by inspired people delivering outstanding solutions and superior results”. But also, a special obligation.

In the future, we wish to embrace these ideals in a more conscious and determined manner. The solid foundation for all decisions and corporate action are our values and our commitment to valid laws and generally accepted social and ethical principles.

Now they are written down in the KOHLHAGE Group Code, consisting of the Code of Conduct and a joint statement on the Principles for Social Responsibility of the KOHLHAGE Group (Social Charter).

The aim of this Code is to create a standard which unites all the members of the KOHLHAGE Group.

It is therefore also an example of our vision of thinking and acting in the global KOHLHAGE Group network.

The Code of Conduct is also an example of our self-understanding to think and act in the global KOHLHAGE Group network.

The Social Charter describes the Principles for Social Responsibility and commitment. In the Code of Conduct, the principles of behavior at KOHLHAGE Group, are summarized, the Social Charter describes, the principles of social responsibility and obligation.

Together they form the KOHLHAGE Group Code. Comprehensive validity. For everyone. Worldwide.

The overall goal is to govern, communicate, respect and preserve the basic principles of human relations and labour for everyone who works with and KOHLHAGE Group. A great benefit for all of us. For the benefit of values-oriented corporate management. And for the benefit of our company’s success, workforce security and competitiveness, thus safeguarding our long-term future.

Guidelines and principles are only as good as the commitment behind them and must be fully integrated into everyday tasks.

We ask for your support in achieving our goals. If you have any questions about the KOHLHAGE Group Code or wish to draw attention to wrongdoings, please take advantage of the opportunities provided by the KOHLHAGE Group Code – either via your supervisors, company executives, external ombudspersons, or for questions regarding the Social Charter also the local workers’ representative.

The following document contains all the important information you need to adhere to and implement the KOHLHAGE Group Code: The Code of Conduct and the Social Charter.

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Code of Conduct

Preamble

The Code of Conduct and the Principles for Social Responsibility are part of the KOHLHAGE Group vision and the foundation for the internal and external actions of the company and its employees.

The KOHLHAGE Group is aware of its responsibility as a global company and its social and ethical obligations.

The success factors of KOHLHAGE Group are:

- External and internal customer orientation,
- Cross-functional thinking and actions,
- Goal and result orientation,
- Motivation and achievement orientation, as well as development and promotion.

The Code is a mandatory guideline for all employees and companies of the KOHLHAGE Group worldwide, including all directors, officers, company managers, executives, employees and all of our representatives including all agents, consultants, independent contractors, as well as persons fulfilling functions equal to employee functions (e.g. temporary staff), and suppliers of the KOHLHAGE Group worldwide.

The policies in this Code apply to all companies affiliates of the KOHLHAGE Group in all business divisions and countries.

If a local law conflicts with a policy in the Code, you must comply with the local law. If a local custom or practice is in conflict with a policy in the Code, you must comply with the Code.

Each employee is expected to act in accordance with this Code. The KOHLHAGE Group shall not tolerate violations of these principles. If in doubt, employees may contact their supervisors, the responsible organization within KOHLHAGE Group or the management or the appointed ombudspersons, who will keep their exchange confidential.

The KOHLHAGE Group provides the Code to its employee's world-wide for their guidance in recognizing and resolving the ethical and legal issues they may encounter when conducting the company's business. The Code may be modified or annulled at any time by KOHLHAGE Group. Directors, officers and employees and other representatives of the company must be familiar with its contents.

The Code does not include all of the policies of the KOHLHAGE Group, which remain applicable in addition to the Code.

I. Basic Rules of Conduct

1.1 Adherence to laws

The KOHLHAGE Group complies with laws, statutes, and agreements it enters into and expects the same from its business partners. Each employee must comply with all applicable laws and regulations of the respective legal systems. Violations of the law, agreements or the Code are not tolerated and may result in work sanctions.

1.2 Respectful conduct

The basis for the success of KOHLHAGE Group is the diversity of its employees as well as the respectful approach and manner in which it treats people.

KOHLHAGE Group acknowledges and values the personal and individual differences of all its employees.

KOHLHAGE Group aims to provide challenging, meaningful and rewarding opportunities for personal and professional growth to all employees.

All kinds of discrimination, sexual harassment, bullying or verbal abuse are not tolerated.

Interactions between employees are open and honest, marked by respect and responsibility.

These principles apply both to internal cooperation as well as the cooperation with external partners.

1.3 Management, Responsibility, Supervision, and Integrity of the Company

Executives have special responsibilities. It is their task to conscientiously exemplify our success factors and to promote these among our employees.

Executives will promote the success of KOHLHAGE Group, acknowledge their special responsibility and exemplify our success factors by actively promoting the employees' attention to customer focus, by always placing the interests of the KOHLHAGE Group above the interests of their own department, by actively searching for and improving collaboration with other departments and by continuously developing their own department according to the company strategy.

They will pursue the company's objectives and goals in a competent, active and persistent manner, inform their employees regarding all important issues in a comprehensive and timely manner, clearly and transparently delegate tasks, competencies, and responsibility, reinforce the identification with and loyalty to the company, develop an honest and open interaction among team members, regularly evaluate their employees in a fair manner, and challenge and assist each and every one of them as their coach.

All executives will competently execute their organizational and supervisory duties and will be responsible for any legal violation occurring in their respective area of responsibility that could have been prevented by proper supervision. This also applies to the Delegation of individual tasks.

II. Our Relationship with Business Partners and Third Parties

2.1 Compliance with the legal requirements of Competition Laws

Solid business partnerships for the benefit of all the parties involved can only exist in an environment of fair competition and strict compliance with laws and regulations. Each employee shall comply with the domestic and international antitrust and competition laws. Employees specifically cannot discuss any prices or capacities with competitors.

The distribution of customers, regions, or product programs is also prohibited, as is the submission of sham offers in the event of calls for bids or the agreements with competitors concerning prices or a competition waiver.

2.2 Offering and Granting of Advantages

The KOHLHAGE Group is very impressive due to its prices, service, its quality and the suitability of its offered products and services. Employees may not offer, promise, grant or approve directly or indirectly any advantages to another party in connection with any business transaction, neither in the form of monetary gifts nor as other services.

Promotional gifts should not have a value that makes the recipient feel obligated in any manner. Should there be any doubt, the recipient should ask his supervisor to approve acceptance of the gift in advance. Even customary gifts of little value must be approved by the respective supervisor in advance. If there are any doubts, the responsible company or divisional manager should also be asked to approve the gift.

No gifts shall be made to governmental agencies and other officials. When cooperating with approved consultants, intermediaries, or agents, this will be done on the basis of a contract only, thus ensuring they do not offer or grant any unauthorized benefits, comply with local laws and regulations and the requirements of the Code

2.3 Requesting and Accepting of Advantages

Employees may not use their official position to request benefits or have a third party promise these or accept these. They are permitted to accept customary occasional gifts of low value. If there are any uncertainties regarding gifts of a higher value, the respective employee must inform his supervisor of the offer made to him.

2.4 Invitations

Invitations made and accepted for events or business dinners (of lower value) must be issued voluntarily, serve a justified business purpose, and take place within the context of the usual cooperation. In case of doubt, the approval of the supervisor must be obtained.

2.5 Donations

Company management will decide on the allocation of charitable and political donations.

2.6 Money Laundering

The KOHLHAGE Group supports all the necessary measures to prevent money laundering activities in their domain of influence, i.e. channelling illegally obtained money into the legal financial cycle to hide its true nature or source.

2.7 Embargo and Export Control

The KOHLHAGE Group is committed to ensuring that its business activities never violate international embargo and export control laws established within or applied by the countries where it operates. In cases where embargo legislation diverges, the opinion of the legal department should be sought and the issue then submitted to the general management of the company.

III. Conflicts of Interest

The KOHLHAGE Group does its utmost to prevent its employees from being exposed to conflicts of interest or loyalty within the context of their business activities. However, situations of conflict of interest between employees or persons close to them (family members) and the company may appear. In order to prevent such conflicts, the Code sets procedure principles to balance an employee's right to privacy and the interest of the company. For this reason, employees will report any situation that may affect their professional objectivity and independence, such as secondary jobs and participations in the ventures of business partners or competitors. These possible conflicts of interest will be examined by KOHLHAGE Group. Employees are not obliged to report the purchase of shares traded on a stock exchange or small asset investments.

IV. Safeguarding of Company Property, No Private Usage

Equipment and operating resources, including but not limited to the physical and intangible property of the KOHLHAGE Group, have to be treated in an economic, proper, and careful manner. Unless expressly approved, company property may not be used for private purposes.

V. Information

5.1

The basis of trusting and effective cooperation is truthful and accurate communication, both internally as well as externally.

Press releases may only be published after having first been approved by the company management or a representative of the company management. The same applies to the forwarding of internal information to third parties.

For the ability of the KOHLHAGE Group to compete, it is essential that internal matters and information deemed in need of protection are treated confidential. The obligation to maintain confidentiality re-mains in force after the working relationship has been terminated.

The KOHLHAGE Group considers all existing obligations towards third parties as confidential.

5.2

The KOHLHAGE Group is aware of the importance of information security for the Company as well as for individual employees and guarantees effective information security and protection of personal data. Personnel-related data is only requested, processed, or used as far as necessary for clearly defined purposes and in accordance with local data protection laws.

The protection from unauthorized access to personnel-related data and company data must be guaranteed. The use of data must be transparent for the individual concerned, this also applies to the individuals' rights to information and corrections, as well as appeals, blocking and deletions.

The KOHLHAGE Group has approved guidelines for information and data protection for this purpose that addresses additional details.

VI. Environment, Safety, and Health

6.1

The protection of the environment and natural resources as well as proper waste management are very important, both within the context of the development as well as the production of our products. The company will comply with all requirements regarding the protection of the environment.

6.2

It is the KOHLHAGE Group policy to implement and establish occupational health and safety protection measures. We are aware of the responsibility for our employees and undertake to take precautions against accident hazards, as the employees will also make sure, that they can perform their daily jobs in a safe and healthy work environment. The company will comply with all legal requirements regarding health and safety and, within the context of internal processes, provide a health-oriented work- place. Any potential deficiencies will be addressed immediately.

VII. Internal Organization, Guideline Implementation

7.1

An integral part of the internal organization of the KOHLHAGE Group is the application of the four-eyes principle, the separation of incompatible activities (separation of functions), and strict standards guaranteeing seamless documentation in order to prevent irregularities, especially regarding order processing and shipping.

Alternative offers will be obtained, if appropriate and logical. The KOHLHAGE Group financial, accounting, and other reports and records will accurately and fairly reflect the transactions and financial conditions of the company in reasonable detail, and in accordance with generally accepted and company-approved accounting principles.

There must be no “off the books” or secret accounts.

7.2

All employees are routinely informed and receive regular training regarding the content, logic, and purpose of the Code.

7.3

Compliance is, first and foremost, the individual responsibility of every employee. Every director, officer and employee of the company has the personal responsibility to know and understand the Code and the other policies of the company relevant to his or her job or position. All executives and employees who do not live up to this responsibility, or who violate the provisions of the Code are subject to disciplinary action, and possibly legal consequences. Experience has shown that organizational principles are only successful, if they are accompanied by appropriate control measures. These are, among others, appropriate verifications and plausibility checks to be conducted by the internal audit department. The internal audit department is required to verify compliance with the Code as part of their audits and to apply the appropriate auditing criteria.

VIII. Complaints and Comments

Employees should address their supervisor in case of questions or comments regarding the Code or ambiguities about how to use and interpret them. The supervisor will clarify any questions after consulting with the legal department and the company management to the extent necessary.

Employees wishing to file a complaint or to report a possible violation of the Code should directly address the independent ombudsperson appointed by the KOHLHAGE Group as specified in the annex, the company management or the internal audit department by e-mail, phone or in writing, who will treat this matter confidentially, if requested to do so.

Employees who report a potential legal violation or a violation of the Code in good faith do not have to fear any reprisals.

Social Charter

Joint Declaration on Fundamentals of Social Responsibility of the KOHLHAGE Group

Preamble

The continued globalization of the markets in goods and capital enables transnational groups to set up global production and distribution networks. These global networks imply social responsibility and respect for the fundamental principle of people co-existing and working together in harmony.

The group management, along with national and international workers' representatives, recognizes this social responsibility of the KOHLHAGE Group as a global company.

Values-oriented corporate management should help utilize the opportunities of success for both the company and the workforce, while limiting any risks present. Ultimately, this is also important for international competitiveness and thus for the future of the KOHLHAGE Group and its employees.

The group management and the national and international workers' representatives have established the following goals and implementation measures for the KOHLHAGE Group corporate activities worldwide. These will be implemented while complying with laws in force in the different countries and locations and while recognizing different cultural traditions.

I. Goals

The following basic goals and principles of implementation are inspired by the International Labour Organization's core labour standards and in addition to national legislations take account in particular of ILO Conventions No. 29, 87, 98, 100, 105, 111, 138 and 182.

The KOHLHAGE Group will comply with internationally recognized human rights.

1.1 Freedom of Choice for Employees

Working for the KOHLHAGE Group is a matter of choice. Forced and bonded labour, including slave labour and prison labour, will be rejected in accordance with ILO Conventions 29 and 105.

1.2 No Discrimination

The KOHLHAGE Group will guarantee equal opportunities and equal treatment regardless of ethnic origin, skin colour, gender, religion, nationality, sexual orientation and political beliefs insofar as the basis is democratic principles and tolerance towards those with different opinions.

Employees shall be placed neither at an advantage nor a disadvantage because of membership in a trade union or an in-house staff association.

1.3 No Child Labour

Pursuant to ILO Conventions 138 and 182 children should not have their development inhibited; they should be treated with dignity and their safety and health should not be put at risk. The KOHLHAGE Group will adhere to the general rules regarding the minimum age for admission to gainful employment.

1.4 Freedom of Association

The right of all employees to form associations to protect their collective interests and to engage in collective bargaining to agree working conditions is recognized. The KOHLHAGE Group and the respective employee organizations will co-operate constructively in a spirit of good faith. Even in cases of disputes the goal shall always be to maintain viable cooperation in the long term.

1.5 Remuneration

Remuneration in the KOHLHAGE Group complies with current minimum rates of pay as guaranteed by law with no differentiation on the basis of gender. The KOHLHAGE Group observes the minimum standards currently in place in the respective branches at national level and follows current trends on the respective labour markets.

1.6 Working Time

The KOHLHAGE Group will comply with the respective national rules and agreements on working time and paid leave.

1.7 Occupational Health, Safety and Environmental Protection

Occupational health, safety and environmental protection are an important feature of the corporate policy of the KOHLHAGE Group.

In the area of occupational health and safety the KOHLHAGE Group will as a minimum comply with national regulations in respect of health and safety in the workplace; decent and human working conditions are an important feature of the corporate policy.

A right of nomination regarding occupational health, safety and environmental protection for the national workers' representation is honored.

1.8 Qualifications

Employees of the KOHLHAGE Group are selected, hired and promoted on the basis of their job-related qualifications and skills. A targeted, continuous, demand-oriented skills enhancement for employees is supported so as to ensure high output and work of high quality.

II. Implementation Principles

The goals and principles of implementation set out in this joint declaration apply for the KOHLHAGE Group worldwide. Just like the principles outlined in the “Code of Conduct”, they are an integral part of the corporate culture and an expression of the corporate identity of the KOHLHAGE Group and serve as a basis for internal and external actions of the company and its employees.

2.1 Dissemination

The contents of this joint declaration will be disseminated within the KOHLHAGE Group in the appropriate manner in the respective local language. The information type will be discussed with the workers' representative on site within the framework of the overall communication strategy of the KOHLHAGE Group.

2.2 Business Partners and Suppliers

The KOHLHAGE Group business partners and suppliers will be encouraged to introduce comparable principles in their corporate structures and to apply them in the context of their own corporate policy. The KOHLHAGE Group expects its business partners and suppliers to use these principles as a basis in their mutual dealings and regards them as a suitable criterion for lasting business relationships.

2.3 Complaints / Indications

In case of complaints or indications regarding a possible breach of this joint declaration, each employee can turn directly to his supervisor, the respective local workers' representative or the external ombudsperson appointed by KOHLHAGE Group, who will also treat the manner confidentially upon request. Employees that report a possible infringement or the breach of this joint declaration bona fide will not face reprisals.

2.4 Final clauses

This joint declaration shall enter into force on the day of its signing. No individual or third party claims can be derived from this joint declaration.

Only the German version of this declaration is binding.

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