

## **DBAG Code of Conduct**

### **1. Introduction**

Stock exchange-listed Deutsche Beteiligungs AG invests in well-positioned mid-sized companies with growth potential.

For many years, we have focused on industrial business models in selected sectors. With this experience, together with our expertise and equity capital, we support our portfolio companies in implementing a long-term and value-enhancing corporate strategy.

We are aware of the responsibility this entails and aim to foster confidence in our Company amongst investors, business partners, our portfolio companies and the general public. We are proud of the fact that we conduct our business with integrity, and we regard this as the foundation for our success. For us, as individuals within the Company, integrity means that other people can trust and respect us, knowing that we are honest, fair and sincere. For our Company, integrity means that Deutsche Beteiligungs AG and its subsidiaries and affiliated companies (with Deutsche Beteiligungs AG collectively referred to as “**DBAG**”) meet their obligations and are reliable and trustworthy business partners. Integrity protects our reputation and allows us to succeed, even in today’s complex and competitive business environment.

This Code of Conduct provides a summary of how we conduct our business in accordance with our guidelines and the applicable laws and provisions. By complying with this Code of Conduct, we can ensure that our business activities and decisions comply not only with the applicable laws and provisions, but also with the principles that guide us in our business conduct.

### **2. Scope of application**

This Code of Conduct sets out the central values and guiding principles of our Company for those individuals who conduct business on behalf of DBAG. This Code of Conduct is binding for all members of the Board of Management<sup>1</sup>, managers and employees of DBAG (collectively referred to as “**employees**”).

When travelling or working abroad, employees must observe not only the requirements of German national law, but also the laws and regulations that apply in the respective country as well as that country’s key social norms and ethical principles. Each and every employee is personally responsible for complying with the law in their area of responsibility. Inducing third parties to commit unlawful acts or to knowingly participate in such acts is strictly prohibited.

All employees are obliged to adhere to this Code of Conduct and the DBAG Compliance Guideline, and are personally responsible for compliance with them. Every employee is informed of any changes to, and further enhancements of, the DBAG compliance system.

Effective from 1 April 2022

### **3. Respectful conduct**

We maintain a working environment that is free of all forms of harassment. All DBAG employees and business partners have the right to be treated fairly, with dignity and respect.

We also strive to maintain a diverse workforce in which employees are hired, retained, rewarded, disciplined and promoted based solely on their performance and the contribution they make to the Company's success. We are committed to providing equal employment opportunities to qualified individuals regardless of their race, skin colour, religion, sex, sexual orientation, gender identity, national origin, age, disability or any other factor protected by law or by this Code of Conduct.

Detailed information on equal treatment within DBAG can be found in the DBAG Compliance Guideline.

### **4. Corporate responsibility and sustainable business practices**

We are committed to the principle of corporate responsibility; not only as a responsible company, but also as a responsible investor. This is because we are convinced that companies with high environmental, social and governance (ESG) standards are managed better in general and are exposed to lower business risks, which ultimately means that they can generate more value for their owners than peer companies that disregard these aspects.

We are also committed to sustainable management and efforts to conserve resources. We will conduct our business activities in an environmentally sound manner at all times and strive to preserve and protect the soil, air and water.

As a private equity company, this commitment primarily involves integration of responsible investment principles into the investment process for the companies we support (as manager or advisor). However, it also extends to the other business processes within our Company.

### **5. Safe working environment**

Ensuring a healthy and hazard-free working environment in line with our internal occupational safety guidelines and in accordance with health, fire and environmental protection requirements is a matter of course for DBAG.

### **6. Risk culture**

Risk culture is a set of norms, attitudes and behaviours related to a company's risk awareness, risk-taking and risk management. Risk culture influences the decisions of management and employees during day-to-day business activities and has an impact on the risks they assume. DBAG actively promotes a strong risk culture in all areas and at all levels of the Company in order to facilitate a holistic approach to risk management.

We consciously take risks in our business activities. In this context, the following principles underpin DBAG's risk culture:

- risks are addressed within the scope of a defined risk tolerance
- risks must be monitored and managed on an ongoing basis

Employees at all levels are responsible for managing and escalating risks. Constant risk awareness as well as active risk avoidance and minimisation are integral elements of DBAG's risk culture. All employees are required to remain constantly vigilant and attentive – in their own work area and beyond. Identified risks are to be addressed to Risk Management and the Board of Management, and proposals for avoiding or minimising such risks must be worked out. This applies not only to new processes, but also to all established business processes.

## **7. No bribery and no corruption**

Employees must not request, allow themselves to be promised or accept any inducements or benefits from business partners or other third parties that could influence how they conduct themselves in their work for DBAG. Similarly, employees are prohibited from offering, promising or granting inducements or benefits to business partners or other third parties in order to secure preferential treatment for DBAG. No employee will suffer any personal or professional disadvantages for refusing to grant the requested inducements, as they are duty bound to do, even if this means that DBAG has to accept a competitive disadvantage.

### **a. Gifts and other inducements**

If handled correctly, gifts and other inducements can help to strengthen our business relationships. The misuse of gifts and other inducements can damage our reputation, harm our business and may even constitute a criminal offence. Although this can be a complex issue, one principle is always clear to us: we do not give or accept gifts or other inducements that appear inappropriate.

Particular care and caution is called for when dealing with public officials. No gifts or other benefits, including entertainment, may be offered to public officials, European public officials or individuals entrusted with special public service functions without the prior consent of the Compliance Officer.

The giving or acceptance of gifts in the form of cash or equivalent means of payment (e.g. cheques, vouchers) is prohibited.

Similarly, employees of DBAG and their partners and close relatives must not use/acquire for personal purposes services and products offered by current portfolio companies or companies in which DBAG is considering investing, without the approval of the Board of Management. This excludes products and services manufactured or distributed by companies which are acquired at arm's length conditions and without any link to DBAG's status as a shareholder.

Detailed information on gifts and other inducements can be found in the DBAG Compliance Guideline.

**b. Donations and sponsorship**

We make donations and show other forms of social commitment exclusively in the interests of the Company and on a voluntary basis, without expecting any business advantages in return. We are politically neutral, but support social projects. We do not make any donations to political parties and maintain a legally sound and above-board relationship with all government and regulatory authorities. We can provide support to social or cultural institutions in the form of donations and sponsorship as part of the Company's social responsibility strategy. The DBAG Foundation was also established for this purpose. Donations and sponsorship (other than payments to the DBAG Foundation and payments of the DBAG Foundations in fulfilling its purpose) are only permitted with the prior consent of the Compliance Officer.

**8. Consultancy or agency agreements**

Fees for consultants or transaction intermediaries can only be paid on the basis of written contracts concluded in advance. The remuneration paid must be reasonable, transparent and in line with standard market practice. You can find detailed information on the selection process and drafting of the corresponding contracts in the "DBAG Compliance Guideline".

**9. Avoiding conflicts of interest**

We are responsible for ensuring that our private interests do not conflict with the interests of the Company.

We must not use the Company's property or our position in the Company for personal purposes or in any manner that competes with DBAG, has an adverse impact on DBAG, or stands in the way of business opportunities for DBAG.

If an employee, their partner, relative or any other individual with whom the employee has a close personal relationship is involved in any activity or holds an equity interest, or intends to engage in such an activity or acquire an equity interest, that could impair the employee's objectivity in the performance of their work-related duties, the employee must inform their manager so that the matter can be promptly resolved.

**10. Fair competition**

We are committed to the principles of fair competition. We do not enter into agreements with competitors regarding anti-competitive behaviour, including price fixing or the allocation of clients, suppliers or markets. We do not exploit anyone through manipulation, concealment, misuse of confidential information, misrepresentation of material facts or other unfair trading practices. We pursue our corporate objectives exclusively in line with the principle of merit and in accordance with the applicable competition rules.

### **11. Prevention of money laundering**

We ensure that DBAG cannot be abused for money laundering or other illegal purposes. In particular, prior to any major business transaction, we have to obtain sufficient information about the business environment of the contracting party, the contracting party itself and the purpose of the transaction that the contracting party intends to pursue. Cash payments to (or made by) business partners are prohibited as a general rule.

### **12. Adherence to accounting and financial reporting principles**

Shareholders, authorities and other stakeholders have to be able to rely on our business records being accurate and complete. We are committed to transparency and to complete, fair, accurate, timely and understandable disclosures on all aspects of our business activities, including the financial reports that are submitted to the supervisory authorities. This means that our bookkeeping and financial reporting practices, supporting documents and accounts have to comply with statutory and other binding accounting principles. There is never any justification for falsifying documents or misrepresenting facts in either internal or external reporting. While the employees who are involved in the preparation of our public, financial and regulatory disclosures have a particular responsibility in this regard, we are all responsible for ensuring that the information we collect is accurate and complete and that it is maintained in accordance with our internal control system.

### **13. Adherence to tax regulations**

All employees are aware that tax offences come hand-in-hand with a high risk of damage and reputational harm. Suspicious scenarios can quickly result in the law enforcement authorities becoming involved. The tax risks relate, in particular, to the correct payment of investment income tax, the setting of transfer prices at arm's length for intra-group financing arrangements and the correct registration of value added tax. As a result, relevant scenarios such as dividend payments and interest agreements have to be assessed from a tax law perspective by the relevant manager and/or clarified by the tax specialist.

### **14. Dealing with information and Company property**

#### **a. Confidential corporate information/insider trading**

We are prohibited from trading in securities or other financial instruments and from disclosing information to others who then trade in securities or other financial instruments if they are aware of key information – about DBAG or another company – before this information is made publicly available to ordinary investors. In order to rule out the possibility of insider trading as defined, for example, in Article 8 of the Market Abuse Regulation, restrictive provisions set out in the DBAG Compliance Guideline, which all employees have to sign before they start working for the Company, apply to the purchase and sale of shares or other financial instruments issued by DBAG or its portfolio companies/companies in which DBAG is considering investing.

The unauthorised dissemination of confidential information (including third-party information entrusted to us and, in particular, inside information) may result in DBAG losing a decisive competitive advantage, having hefty fines imposed on it or being placed in an embarrassing situation. It may also result in our relationships with investors, portfolio companies, consultants, business partners and others being damaged. As a result, confidential information has to be accessed, stored and transmitted in accordance with our guidelines. We need to keep this information safe, limit access to those individuals who “need to know” and avoid discussing confidential information in public places. The obligation to keep information relating to DBAG confidential continues to apply even after termination of the employment relationship.

**b. Data security**

Data security is very important to us. As a result, we use all of the means available to us to protect Company, investor, business partner and employee data against unauthorised access, unauthorised and improper use, loss and premature destruction. This is done in line with the applicable legal framework and national laws, as well as internal guidelines and regulations.

**c. Data protection**

Personal data can only be processed to the extent that is necessary for lawful purposes and in line with the applicable legal provisions. Detailed information can be found in the DBAG Data Protection Policy.

**d. Protecting company property**

We are all responsible for making good use of DBAG’s resources and ensuring that our information and property is not misused, damaged, lost, stolen or wasted. Employees are also obliged to protect DBAG’s intellectual property and confidential information from unauthorised access by third parties. All employees undertake to handle confidential information concerning companies in which DBAG holds a direct or indirect interest, or in which DBAG is considering/has considered making an investment, with care in accordance with the relevant confidentiality obligations.

**15. Communicating with the public**

As a listed private equity company, DBAG’s reputation depends to a considerable degree on its external image and impact, and in particular on how it deals with the media. This makes it essential, in the interests of protecting the Company’s public image, to be transparent, presenting a united front and to provide truthful information at all times. Employees can contact the Investor Relations department if they have any questions regarding the uniform presentation of DBAG.

When we participate in online forums or blogs or pursue other social media activities in our free time, we never create the impression that we are speaking on behalf of DBAG unless we are

authorised to do so. And before we click on the “Send” button, we should review our posts applying good judgement and common sense. After all, this kind of communication lives forever.

## **16. Compliant behaviour in our portfolio companies**

Ensuring that our portfolio companies also live by our values is a matter that is extremely important to us. This is why we investigate any compliance risks (especially those relating to anti-corruption, antitrust law, data protection and business secrets) as part of the due diligence process before we invest in a company. DBAG employees who hold offices on a supervisory board or an advisory board at a portfolio company are required to firmly endorse the introduction or (if necessary) ongoing development of a (pre-existing) compliance system. In this respect they should take into account the findings of the compliance due diligence process, as well as the company and industry-specific characteristics of the portfolio company.

## **17. Information and reporting channels**

### **a. information**

All DBAG employees can contact the Compliance Officer, who is responsible for monitoring the fundamental principles set out in the Code of Conduct, if they have any questions or comments on the Code of Conduct, are uncertain about how to interpret or implement it, or in the event of violations. The Compliance Officer is independent and reports directly to the Spokesman of the Board of Management:

Florian Döring  
DBAG Compliance Officer  
E-mail: [florian.doering@dbag.de](mailto:florian.doering@dbag.de)

### **b. Reporting a violation**

Compliance with (and implementation of) the rules that have been put in place is something that is monitored throughout the Company. If statutory provisions, the Code of Conduct or the Compliance Guideline are violated, DBAG will take the steps required to clarify the matter. DBAG will try to explain the importance of the values to the employee concerned, motivating them to change their behaviour in the future. In cases involving serious and/or particularly clear violations, employment law measures will be taken in line with applicable law.

Employees must report all possible violations of this Code of Conduct to the Compliance Officer. No employee will suffer any personal or professional disadvantages if they express concerns about certain processes within the company, draw attention to violations against the compliance system or accept a disadvantage for DBAG by acting in accordance with the DBAG compliance system.

The lawyer Dr Rainer Buchert has been appointed ombudsman of DBAG. He is available as a point of contact for employees and third parties who wish to make a confidential report on suspected criminal offences, serious irregularities relating to

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DBAG, or compliance violations. Once the matter has been investigated by the ombudsman, information is passed on to DBAG. Dr Buchert is bound to secrecy and will only disclose the identity of the whistleblower if he is legally obliged to do so. Dr Buchert's contact details are as follows:

Dr Rainer Buchert  
Tel. +49 69-710 33 33 0 or +49 6105-921355  
Fax +49 69-710 34 44 4  
E-mail: kanzlei@dr-buchert.de  
Website: www.dr-buchert.de.

The law firm's website also includes a contact form that a whistleblower can use to send an electronic message in a particularly secure way using SSL encryption.

The DBAG Compliance Officer remains the primary point of contact for compliance-related reports.

### **18. Checking one's own behaviour**

The following questions are intended to provide DBAG's employees and business partners with an initial indication of whether their conduct is permissible:

- Are my actions or decisions legal?
- Do they comply with the wording and spirit of this Code and other DBAG guidelines?
- Are they correct and free of personal interests?
- Do my actions or decisions stand up to public scrutiny?
- Do my actions or decisions protect DBAG's reputation?

If you can answer "yes" to all of these questions, then the actions or decisions are most likely correct and consistent with the guidelines set out in this document. If you are unsure, please consult the appropriate department within the Company on how to proceed.

Frankfurt/Main, April 2022

Torsten Grede

Tom Alzin

Jannick Hunecke