

# Code of Conduct & Social Charter

## Table of content

I.	maincubes Code of Conduct .....	4
1.	Prohibition of bribery, corruption and unfair business practices .....	4
2.	Gifts and invitations .....	4
3.	Prohibition to offer gifts or invitations or to grant any other benefits to public officials or other individuals of the public sector .....	4
4.	Conflicts of interest .....	5
5.	Conduct in relation to competitors .....	5
6.	Donations and sponsoring .....	5
7.	Integrity and loyalty .....	5
8.	Data protection and confidentiality .....	6
9.	Appreciation and fair working conditions .....	6
10.	Health, Safety, Security and Environment (HSSE).....	6
11.	Consumer protection/customer interaction .....	7
12.	Money laundering.....	7
13.	Trade controls.....	7
14.	Compliance with laws and regulations, social responsibility .....	7
	Annex A to the Code of Conduct .....	8
	Annex B to the Code of Conduct Gifts and Invitations.....	9
	Annex C to the Code of Conduct Prohibition to offer gifts or invitations or to grant any other benefits to public officials or other individuals of the public sector.....	11
	Annex D to the Code of Conduct Conflicts of interest .....	12
II.	Implementing the Code of Conduct .....	14
III.	maincubes Social Charter .....	15
1.	Diversity of nationalities and promotion of human rights .....	15
2.	Freedom of association.....	15
3.	Trustful cooperation with employee representatives .....	15
4.	No forced labour.....	15
5.	Abolishment of child labour .....	15
6.	Equal opportunity and diversity.....	15
7.	Respectful treatment of our workforce .....	15
8.	Fair pay, observance of working hours.....	15

9. Employee advancement ..... 15

10. Health and security at work ..... 16

11. Environment and sustainability..... 16

## Introduction

Our Code of Conduct is binding on all executives and staff members of maincubes. It reflects our commitment to adhere to law and regulation and to respect ethical rules of conduct. It's what we expect from maincubes executives and staff and what we expect them to promise to the outside world. It calls for a sense of accountability in each and every one of us, considering that a single incident could have an adverse effect on the accomplishments and reputation of maincubes.

Therefore, the rules of conduct contained in this Code of Conduct are obligatory and binding. No violation of this Code of Conduct will be tolerated.

The maincubes Code of Conduct is progressive. As compulsory laws may change, we might issue instructions and policies to define our personnel's required conduct in more depth.

In consideration of our responsibility as a business, maincubes agrees to be bound not only by this Code of Conduct (I. including Annexes A to D) and the rules for implementing and complying with the Code of Conduct (II.) but also by the social rules and values set out in the Social Charter (III.).

## I. maincubes Code of Conduct

### 1. Prohibition of bribery, corruption and unfair business practices

maincubes condemns and prohibits any form of bribery and any other forms of unfair or corrupt business practices. Those acting for maincubes are not allowed to offer or grant any unfair advantages to any individual or group of individuals or any company, whether directly or indirectly, for instance in order to fix a business deal.

### 2. Gifts and invitations

maincubes expects that relationships with customers, suppliers and other business associates be founded on a distinct commitment to fair practice and that business decisions be made on a solid basis.

### 3. Prohibition to offer gifts or invitations or to grant any other benefits to public officials or other individuals of the public sector

It is strictly prohibited for any maincubes personnel to offer money or other items of value as a gift to public officials or other members of the public sector, whether directly or indirectly. This is to avoid creating any impression that one intends to influence decisions or measures of public officials. Most countries around the globe have laws to sanction corruption, including by detention, substantial fines, costly law enforcement proceedings, and claims for compensation. Sanctions may target not only the executives and staff that are engaged in the corruptive practices but also their employer. What's more, corruption and similar illicit activities can substantially and adversely affect the good standing of maincubes and the reputation of its executives and staff. Even staff uninvolved in such activities may find themselves in the position of having to take responsibility. The prohibition of corruption applies not only to one's personal contact to public officials or public employees but also to individuals and members of organizations in charge of sovereign responsibilities in a widest sense.

*See also: note on the prohibition to offer gifts or invitations or to grant any other benefits to public officials or other individuals of the public sector (Annex C)*

#### **4. Conflicts of interest**

maincubes expects undivided loyalty from all its executives and staff members. To avoid conflicts of interest, decisions have to be unbiased by personal interests or aspects external to maincubes.

*See also: Note on conflicts of interest (Annex D)*

#### **5. Conduct in relation to competitors**

maincubes prohibits any agreements or concerted practices that are intended to restrain competition or to have a restrictive effect on competition. The mere exchange between competitors of non-public information relevant to competition may qualify as being inadmissible.

We do not take part in price-fixing arrangements or market practices concerted among competitors, which are illicit. We commit ourselves to fair play with our business associates and competitors and we do not abuse any room for manoeuvre. We do not spread any misinformation about our competitors' products and services and we do not unfairly seek to gain any advantage in competition.

#### **6. Donations and sponsoring**

maincubes is a conscientious member of society, promoting education, science, culture, social causes as well as sports and the environment. However, all these activities remain within legal and economic limits. maincubes does not make any donations to obtain commercial advantages. All donations and contributions must be in conformity with all laws and regulations as well as our internal policies as amended in each case. All donations require documentation of the recipient and purpose. No donations will be made to single individuals, to personal bank accounts or to individuals or organizations that might harm the interests or standing of maincubes.

Being an instrument for communication, sponsoring is another resource used by maincubes. However, all sponsoring activities require adequate and verifiable communication and marketing input by the sponsoring partner and will be handled transparently in the same way as donations.

Donations and sponsoring activities always require prior permission by the management board.

#### **7. Integrity and loyalty**

In our day-to-day work and business dealings, integrity and loyalty means honesty, fairness and openness in particular. Our goal is for us to invariably verify whether our conduct with one another and in our business dealings comes up to maincubes expectations and policies in terms of integrity and loyalty. Our goal is to be honest and fair even if it is difficult for us personally. For instance, we openly own up to any mistakes we make. Openness further means that we provide information fully to allow others to weigh up what we do and to know what to expect.

Our goal must also be to act as a reliable partner ourselves in all situations, both internally and externally, and to represent our corporate values in a self-determined manner. This means: We are proud of our solutions, which are safe, efficient and customer-oriented. In return, we act in a binding, reliable and trustworthy manner. We align our work flexibly with customer requirements. Innovative and open to new ideas, we develop offers that are easy for our customers to implement. Sustainability and social responsibility are very important to us. We treat ourselves as well as our customers and partners considerately and respectfully, act transparently, team-oriented and fairly.

## 8. Data protection and confidentiality

maincubes and its business and personnel are subject to data privacy laws, and maincubes has issued policies that are to be respected consistently in the context of any data processing, both at maincubes itself and in its interactions with third parties. The aim is to make sure that personal data will be processed with due care and diligence and that adequate preventive measures will be taken to prevent any abusive use of personal data and commercial information.

We do not capture and process any vulnerable data unless with the data subject's consent or unless permitted by a clear legal rule or required to perform a contractual obligation. In addition, we capture, process and use personal data in the required scope and for the intended purpose only. We respect the comprehensive rights of those whose personal data we capture, process and use.

In the wrong hands, for instance if disclosed to the media or to competitors or business associates, confidential information of maincubes, its personnel or business associates may do great harm.

In certain circumstances, your becoming active at another company or at a non-profit organization or similar organization may result in a conflict of interest with your job at maincubes. If possible, you would have to obtain prior permission by your supervisor or the Compliance Office before such other activity begins.

Therefore, our goal is to make sure that we treat sensitive information confidentially, whether provided on paper, as data or orally. When in doubt: It's better to reassure once too often whether a piece of information is confidential.

## 9. Appreciation and fair working conditions

Appreciation for one's personal contribution is great motivation for each and every one. We all can show that we value another's contribution by recognizing a good result or the person's commitment. Our staff's knowledge and skills are the key assets of maincubes. However, we cannot tap into these assets unless we understand ourselves as a community in which each one of our staff is willing to share their knowledge and experience with their co-workers.

Managers and supervisors help their teams balance their professional and day-to-day lives and take advantage of the work-life and health opportunities we offer, creating a sustainable foundation for being productive at work.

Each and every one of our staff has a right to be protected against discrimination and harassment. In conflicts, one's supervisor, the HR department or employee representative bodies are to step in.

Our approach is performance-based and we consistently seek to achieve finest results. We acknowledge and reward accomplishments (of our staff), factoring in that individual capacity of performance can vary. This is a key obligation for all managerial staff.

Therefore, it is the aim of maincubes to respect all labour and employment laws and the resulting agreements.

## 10. Health, Safety, Security and Environment (HSSE)

Our goal is to address HSSE in the same responsible and methodical way we address quality, productivity and cost-efficiency. maincubes uses sustained efforts to devise and implement methods and processes that are safe, have no adverse health effects and are eco-friendly. In conducting our business, we respect the applicable HSSE standards, generally accepted business standards as well as generally accepted best practices. As part of their job, all maincubes staff have personal responsibility for HSSE at their own workplace, and they are to apply their best knowledge, abilities and experience.

maincubes staff members are encouraged to identify areas that allow improvement and to make a consistent effort to enhance their own work setting.

### **11. Consumer protection/customer interaction**

maincubes pays attention to complying with all legal rules and regulations in winning new customers and managing present customers.

maincubes staff may not phone customers for promotional purposes except within the limits of the law. We do not try to influence our customers into buying any products or services they obviously don't need.

### **12. Money laundering**

maincubes takes all necessary measures to prevent money laundering in its sphere of influence.

### **13. Trade controls**

maincubes respects trade controls and complies with import and export controls and economic embargos.

### **14. Compliance with laws and regulations, social responsibility**

We act to ethical standards and comply with law and regulation. We act in conformity with the national law in each case and with our guidelines and policies.

maincubes is a member of the democratic and free-enterprise community. Therefore, we are fully committed to taking and embracing social responsibility. As we own our responsibility for future generations, social and ecological aspects are key priorities to us.

## **Annex A to the Code of Conduct**

### **Prohibition of bribery, corruption and unfair business practices**

Most countries prohibit and prosecute corruption of public officials and bribing among businesses. Bribing in doing business may entail not only substantial loss of reputation for the businesses involved but also considerable damage claims and severe sentences (including imprisonment). Bribing evades fair competition in the production and trade of goods. At maincubes, we seek to win customers by providing quality products with strong features, not by engaging in illicit or unfair wheeling and dealing. Therefore, maincubes executives and staff are strictly prohibited from accepting from or offering to any customers, suppliers or other third parties that do business with maincubes any personal payments in the way of bribes or similar payments. The prohibition to offer or accept any illicit personal payments also applies in places that may deliberately ignore payments that are prohibited elsewhere or where the governing law applies other ethical standards in relation to such payments. If an illicit payment is offered to a maincubes executive or staff member, he or she must contact the person he or she reports to (department manager or higher) or the Compliance Office. This is the only way for maincubes to take appropriate measures to address the situation and make sure that competition is fair.

To avoid any misunderstandings, illicit payments for purposes of this clause means any unjust advantage imaginable, especially cash or other allowances in money or non-cash benefits or any other benefits of value to the executive or staff member in question, including their family or relatives.

## **Annex B to the Code of Conduct**

### **Gifts and Invitations**

In the course of our business operations, executives and staff may be in contact with suppliers, customers and other business associates that are important to the business operations of maincubes. Therefore, it is imperative that relationships with suppliers, customers and other business associates be founded on a distinct commitment to fair practice and that business decisions be made on a solid basis. Overpriced gifts and invitations may affect one's ability to make business decisions that are free from conflicts of interest. Conversely, minor gifts and invitations aren't normally considered inappropriate and to involve conflicts of interest. This presupposes that the local business practices allow the exchange of such gifts and minor invitations in the first place. By no means can this apply to outrageous gifts or invitations. Where a lawful business purpose and local practice disallow the rejection of a high-value gift, the gift may be accepted but is to be transferred into the possession of maincubes for further use, for example for exhibition purposes or similar purposes. At the staff member's request, maincubes may decide that the staff member may purchase the gift.

#### What's the maincubes definition of gifts and invitations?

Gifts and invitations basically means anything of value. A list of all possible relevant gifts and invitations would be endless. Therefore, the following examples are for clarification:

- Gifts
  - Cash, money transfers, cheques or other cash replacements; discounts or special-price terms for purchasing products or services (unless the terms apply to all maincubes personnel); loans; sweepstake prizes; means of transportation, the transfer of vehicles for use by a staff member; the use of vacation facilities; gift vouchers; shares of stock; timepieces, almanacs, ball pens or other promotional items or accessories, etc.
- Invitations
  - Business lunch or dinner, sports events, theatregoing, hotel accommodation, etc.
  - Appropriate (permitted) and inappropriate (to be rejected) gifts and invitations

maincubes differentiates between appropriate and inappropriate gifts and invitations.

#### Gifts and invitations that may typically be accepted either without permission, or, in isolated cases, after prior permission by one's supervisor (department manager or higher) or the Compliance Office:

Gifts and invitations may be accepted without permission if they are of minor value (around EUR40.00) and may qualify as expression of common and moderate local business practice.

In addition, accepting an invitation requires a business cause. Normally, the following minor promotional items can be regarded as moderate enough to express one's "good will" unless the local law provides otherwise: promotional items of minor value, meaning ball pens with imprinted advertising, almanacs, baseball caps and similar items; bouquets of flowers, fruit gift baskets, ordinary books or similar items; small sets of production samples; occasional meal invitations, ordinary sports events, theatregoing or similar cultural events (however, invitations should be accepted only if the business associate attends as well).

However, to accept an invitation whose value obviously exceeds EUR100 in the given case, you will need prior permission by your supervisor or the Compliance Office. The same applies if a business associate invites you periodically and if the total value of all these invitations obviously exceeds EUR200 per year. If you are invited on a trip or other event that lasts longer than one day or on an event with limited ticket numbers (for instance for European or world football championships), you always require permission.

Whenever you accept an invitation that is within these permitted limits, please ask yourself the following questions:

- Could the gift or invitation possibly affect my objectivity or judgement?
- Is there a business cause for the gift or invitation?
- Could the acceptance of a gift or invitation (or the permission you give as supervisor) set an undesirable precedent for other similar cases?
- Would you have to expect negative reactions if other maincubes personnel, the general public or friends or family found out that you accepted the gift or invitation?
- Gifts and invitations that you are not allowed to accept

In certain circumstances, accepting a gift or invitation is always inappropriate and it should be rejected without exception:

- If the gift is cash, a cash replacement or other means convertible into cash, for example money transfers, cheques, loans, etc.; or
- if the gift or invitation as such or if its acceptance would be illicit; or
- if acceptance of the gift or invitation would abet an expectation of give and take or if it is to be feared that such an impression could be created; or
- if the gift or invitation, from the point of view of individual participants, might be morally offensive or if it possibly expresses lack of respect for other people, religions or cultures (for example events in which sex is being offered); or
- if the gift or invitation violates corporate policies of the recipient or the invited person.

How do you react when being offered a gift you are not allowed to accept?

A gift that is inconsistent with the above-mentioned rules must be returned immediately. In addition, you should inform your supervisor (department manager or higher) or the Compliance Office. In certain circumstances, in particular if it serves to avoid repetitions, it could make sense to write to the person offering the gift to explain the maincubes standards that apply to the acceptance of gifts.

In the reverse case:

Making gifts and offering invitations

Vice versa, the maincubes policies for accepting gifts and invitations apply to gifts and invitations that maincubes executives or staff wish to offer to third parties. We expect you to act with particular moderation if these third parties are suppliers or customers or third parties in an ongoing business relationship with maincubes. For maincubes executives and staff, this means the following rules are to be adhered to:

- maincubes executives and staff are not allowed to offer gifts that exceed the above-mentioned values and other limits; and
- maincubes executives and staff are not allowed to make invitations whose value individually exceeds EUR100 (depending on local custom, this sum may be substantially lower). This limit is also to be noted if several invitations are successively made to specific persons and if the total value of these invitations reaches the limit of EUR200 per year. No exceptions can be made unless you have obtained prior permission from your supervisor (department manager or higher) or the Compliance Office.

## **Annex C to the Code of Conduct**

### **Prohibition to offer gifts or invitations or to grant any other benefits to public officials or other individuals of the public sector**

#### General rules of conduct

- It is not allowed for maincubes executives or staff to offer or give any gifts or other allowances or advantages of any kind to any public officials or other members of the public sector. This also applies expressly to the indirect providing of gifts etc. via third parties, advisors or similar persons, or to family members, relatives, etc.
- maincubes executives and staff are not allowed to invite public officials or other individuals of the public sector out for business lunch or dinner or to invite such persons on trips or other events, whether directly or indirectly. As an exception and in rare cases, it may be admissible to invite a person to a meal or to extend a different invitation and to offer a means of transport for use by the invited person, provided, however, that:
  - this is done “in good faith” and for a business purpose that involves the official capacity of the public official or another individual of the public sector;
  - the value of the invitation is reasonable; and
  - the invitation is not extended until after a diligent review of the measure has verified its conformity with the applicable law and local custom.

In any event, however, no such invitation is admissible unless with the prior written consent of one's supervisor (department manager or higher) or the Compliance Office.

- As an issue of principle, maincubes executives or staff do not make any donations or gifts whatsoever to politicians, political parties, other political organizations or trade unions or their representatives, whether directly or indirectly. They do not individually invite any members of that group of persons or organizations on any events, trips or business trips except in the cases and within the limits expressly permitted under the applicable law and only with prior written permission by the Compliance Office. It is a rule and matter of principle for maincubes to properly document and register any donations, gifts or other benefits. These policies are not supposed to curb any commitment of maincubes or its executives or staff in the cultural, social or scientific realms that may be due to resolutions passed by the maincubes management board.

## Annex D to the Code of Conduct

### Conflicts of interest

A conflict of interest may arise whenever the personal, social, financial or political interests of a member of our personnel overlap or collide with our corporate interests. We have set high standards for our executives and staff to engage in proper and ethical conduct and to avoid conflicts of interest. An impending or actual conflict of interest ought to be disclosed to one's supervisor (department manager or higher) or the Compliance Office in all events.

#### Typical conflicts of interest:

- Secondary activities

A secondary activity in the way of services or consulting provided to third parties that do business or are in competition with maincubes may result in a conflict of interest and therefore requires approval by one's above-mentioned supervisor. A secondary activity cannot normally be approved if the executive or staff member has any business ties to the relevant third party as part of his or her responsibilities with maincubes.

- Employing close relatives

Executives or staff members are supposed to inform their above-mentioned supervisor or the Compliance Office prior to the hiring of any close relative by a customer, competitor or supplier of maincubes. The same applies in the event that a relative has any business ties to you, as executive or staff member, as part of your responsibilities with maincubes. As a rule of thumb, an executive or staff member, outside maincubes, is not supposed to have any business ties to relatives on behalf of maincubes. In addition, close relatives should neither be in one's reporting line nor otherwise be accountable to the relevant executive or staff member within maincubes. If it cannot be ruled out that kinship or other close relationships with an executive or staff member of maincubes could result in a conflict of loyalty or interest, the above-mentioned supervisor or the Compliance Office is to be addressed about the situation. Together with the executive or staff member, maincubes will seek to resolve the situation appropriately for those concerned internally.

- Competitors

Conflicts of interest further may arise if executives or staff members purchase any participations in competitors, customers or suppliers of maincubes. This is possible for example if the proposed participation is material and apt to influence decisions an executive or staff member has to make at maincubes. In this case, you must obtain the above-mentioned supervisor's or the Compliance Office's approval prior to purchasing the participation. As a general rule, a participation below 1% of the share capital of a joint stock company is not "material" for purposes of this paragraph. In addition, "material" excludes participations in stock-market oriented companies,

investment funds or similar entities, assuming that your interest does not influence the company's direction of interest.

All of the above-described rules of conduct of course apply to prospective business ties too.

What to do in a conflict of interest?

Any unresolved or impending conflict of interest may be relieved through disclosure of the conflict to one's supervisor (department manager or higher) or the Compliance Office and approval of the executive's or staff member's activity. If an executive or staff member is unsure whether he or she can properly identify a conflict of interest or if he or she is unsure in setting the right priorities in evaluating an interest, he or she should carry out the "Free Question Test" and if necessary consult the Compliance Office if one of the answers to the following questions is "yes":

- Could my intended activity in any manner influence the freedom of decisions I make for maincubes?
- Could any co-workers at maincubes or any uninvolved third parties gain the impression that my intended activity would in any manner influence my judgement or my activities at maincubes?
- Would I have second thoughts about my intended activity being publicly communicated in the media or being brought to the attention of maincubes customers, suppliers, my friends or my family in another manner?

## II. Implementing the Code of Conduct

The rules of conduct set out above are designed to prevent any violations of the maincubes Code of Conduct. No actual violations will be tolerated, and maincubes will take fast and adequate action as a result of any violations. Any staff members or executives that act in violation of the Code of Conduct will be held accountable and will be sanctioned appropriately, which may include the termination of their employment or service.

Therefore, all executives and staff members are expected to:

- avoid any violations of the Code of Conduct;
- take appropriate action in the event of an actual violation of the Code of Conduct;
- communicate any violations to the Compliance Officer.

As a precaution, if you are unsure whether your activity in a given situation would violate our Code of Conduct, please contact the Compliance Officer, Head of Legal.

Our Compliance organization has centralized and decentralized components. The above-mentioned Compliance Office is the single point of contact for all questions concerning compliance. Therefore, responsibility and competence can be delegated simply and clearly. As is it centralized, it is independent on any other corporate units.

In addition, another person will be designated in each maincubes division, depending on the relevant business model, business requirements and/or cultural or other requirements and values (including to address different countries, if necessary). The centralized Compliance Officer and the decentralized Compliance Officers for the single divisions will have regular committee meetings to draw up recommendations and policies.

### **III. maincubes Social Charter**

#### **1. Diversity of nationalities and promotion of human rights**

maincubes acknowledges and respects the cultural, social, political and legal diversity of all nationalities and communities and is expressly committed to respecting and promoting internationally recognized human rights.

#### **2. Freedom of association**

maincubes acknowledges the basic right to freedom of association and the right to collective bargaining within the framework of national law and regulation and present agreements.

#### **3. Trustful cooperation with employee representatives**

maincubes professes open and trustful cooperation with democratically legitimized employee representatives, based on a constructive social dialog aimed at fair reconciliation of interests.

#### **4. No forced labour**

maincubes stands up for the ban on any kind of forced labour.

#### **5. Abolishment of child labour**

maincubes promotes the abolishment of exploitative child labour.

#### **6. Equal opportunity and diversity**

maincubes rejects all forms of workplace discrimination and is committed to promoting equal opportunity and diversity among its workforce, considering cultural and legal specificities.

#### **7. Respectful treatment of our workforce**

maincubes is committed to have all personnel be treated respectfully without any actual or threatening physical punishment, mental or physical duress, abuse or harassment.

#### **8. Fair pay, observance of working hours**

maincubes respects the right to fair pay on a contractual basis guided by the minimum pay guaranteed in the law, and maincubes guarantees its observance of the provisions on working hours and regular and paid vacation leave.

#### **9. Employee advancement**

To guarantee a high level of performance on a sustained basis as well as quality service, maincubes encourages workforce qualification, which is in its own corporate interest too. At the same time, maincubes stresses and promotes the responsibility of its personnel for maintaining and enhancing their own employability.

## **10. Health and security at work**

At maincubes, the health and wellbeing of our personnel is a key value of our business, and we therefore do our best to guarantee our personnel's health and security at work.

## **11. Environment and sustainability**

maincubes is actively committed to protecting the environment and to become a sustainable business.