

Code of Conduct for the BAUER Group

Foreword

Laws vary from country to country. Compliance with these laws is necessary, but not always sufficient. As a trustworthy and responsible company, this is why we have defined rules of conduct that are binding for all employees, including the management and Executive Board. Above and beyond this, we continually review potential risks for the BAUER Group in the area of compliance through our management committees and risk management system. Risk factors including active and passive bribery, export control and data protection are examined, and all related assessments are verifiably documented in a risk inventory.

Our core values

We are represented on many markets around the world with our services and products. For this reason, it is particularly important for us to present a positive and unified image based on shared core values when interacting with our customers, partners, subcontractors, suppliers, employees, investors and creditors, shareholders as well as the public. The following values are particularly important for employees of the BAUER Group:

- Appreciation
- Innovation
- A down-to-earth attitude
- Responsibility
- Openness

We do not believe that you need to “play dirty” to win; rather, it is our conviction that correct and proper conduct is the best recipe for sustained long-term success.

We comply with national and international laws, regulations and standards, and always conduct our business with integrity.

We do not tolerate corruption, manipulation, anti-competitive behavior, importing and exporting illegal goods or other unlawful conduct anywhere in the world. Violations of our internal regulations can harm the entire BAUER Group and its employees, including the management and Executive Board.

We are aware that correct and proper conduct cannot be covered exhaustively within national and international laws and regulations, but rather that such conduct is also based on conventions and traditions as well as ethical and religious conviction.

Management of ethical conduct

With our ethics management system, we provide assurance to our customers and business partners that we will continue to be an ethical and trustworthy partner in the future. We orient our conduct according to ethical and moral principles which are defined in part within our ethics management system.

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Group-wide compliance with the following principles of conduct is essential. These principles provide orientation and are binding for all employees. The Executive Board bears overall responsibility for the topic of ethical business conduct.

Compliance guidelines

Ethics management

Every single employee has the duty to adhere to the laws, codes and regulations that apply for them in Germany and abroad. We expect our employees to observe proper conduct in all their business activities. In the event of conflicts with our core values and principles of conduct in the ethics management system which an employee in the Group is not able to personally evaluate, our employees may contact various established points in the company on a trusting basis and in the spirit of an open company culture, for instance supervisors, ethics management officers and internal auditing. In addition, an external ombudsperson is available.¹

We regularly train our employees regarding the content and application of our ethics management system: through lectures, seminars, conferences and toolbox meetings on construction sites as well as online through e-learning programs.

Relationships with customers and business partners

To provide services for our customers, we collaborate with qualified partners (joint ventures, subcontractors, suppliers, authorities etc.). High technical and organizational standards, quality consciousness, as well as fairness and reliability are our benchmarks. We know our partners and strive to maintain continuous contact and exchange of information. Customers can expect that our partners deserve their trust as much as we do. Mutual trust between our partners and us is absolutely essential to successfully carry out joint tasks.

When it comes to our business partners and customers, we believe the following to be equally important:

- No acquisition of orders to the detriment of the customer.
- Fair contract arrangements and trust-based collaboration.
- The expectation that partner companies set equally high standards for themselves.

In this context, we are committed to free and fair competition on the world's markets, and we respect our competitors. We observe all relevant regulations of competition law, and in particular we refrain from entering into any deals and agreements which restrict, limit or exclude competition in an improper manner. We impress our customers and partners with our own performance and innovative spirit!

Foreign trade provisions and export restrictions

We strictly comply with national and international customs laws as well as provisions concerning foreign trade, anti-terrorism regulations and embargos. All employees are obliged to observe the

¹ The contact information for the Internal Auditing department and ombudsperson can be found here: https://www.bauer.de/bauer_group/bauer_group/ethics/ombudsmann/

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restrictions and prohibitions on foreign and domestic trade concerning specific goods, technologies or services, as well as current sanctions lists.

Rules of conduct to fight corruption and bribery

Definition and prohibition of corruption and bribery

We understand *corruption* as the “abuse of entrusted power for private gain or advantage.”²

We understand *bribery* as “offering, promising or granting gifts or other advantages to a public official or a person with special public service obligations, or to an employee involved in business transactions.”³

As a subtype of bribery, we define *facilitation payments* (also known as ‘kickbacks’) as payments which are made in order to ensure or accelerate the performance of a routine or necessary action to which the person making the payment is entitled by law or based on other provisions.⁴

We prohibit any form of corruption and bribery. We do not actively offer facilitation payments and we observe the applicable statutory regulations in this regard.

Conflicts of interest and gifts

Conflicts of interest arise whenever the private interests of the individual employee BAUER Group are not in line with the business interests of the BAUER Group. Conflicts of interest must be avoided at all times, as they can negatively impact or even damage business relationships. Each employee must always act and do business in the interests of the BAUER Group. If a conflict of interest or even the suspicion of a potential conflict of interest exists, the employee’s direct supervisor must be informed immediately.

As a rule, our employees may not request third parties to grant *invitations, gifts and other advantages of any kind*. Furthermore, such gifts or advantages may only be accepted or granted if they fall within the normal limits for the industry. In principle, accepting cash and vouchers is prohibited. Invitations may only be accepted for normal events within the industry concerning business or products.

Apart from material gifts and invitations, employees are not permitted to offer gifts of any kind to business partners and other persons. Both the acceptance and granting of material gifts and invitations are only allowed if they are not made with the expectation of an improper service in return or other advantage, and as long as they do not violate applicable laws.

In the event that deviating and/or more detailed country-specific and organization-specific rules apply for invitations and material gifts, we respect such rules. For example, government institutions

² Definition according to Transparency International (no date provided): <https://www.transparency.de/ueber-uns/was-ist-korruption>, accessed August 7, 2023.

³ Definition according to Wirtschaftslexikon Gabler (no date provided): <https://wirtschaftslexikon.gabler.de/definition/bestechung-30588>, accessed August 7, 2023.

⁴ Definition according to Wirtschaftslexikon Gabler (no date provided): <https://wirtschaftslexikon.gabler.de/definition/bestechung-30588>, accessed August 7, 2023.



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and authorities in particular frequently issue guidelines to their employees for handling benefits such as gifts and catering.

Donations, sponsoring and lobbying

With a view to donations, community engagement and sponsoring, our company is aware that we have a social obligation to fulfil within society alongside our economic responsibilities. In part, we aim to meet this obligation by supporting associations and charities.

Protection of confidential information

All employees are required to protect data resources against unauthorized third-party access, and to treat confidential business documents and information with the necessary caution. Employees who require access to sensitive data because of their particular tasks are prepared for their particular responsibility and are obliged to maintain confidentiality. The unsecured transfer of confidential company information to third parties can lead to a significant competitive disadvantage and is therefore not permitted.

Personal data are collected, processed, saved or used within the scope of the applicable laws insofar as this is required for the business relationship or specific company purposes. IT security, data security and data protection are a high priority for us.

Social guidelines

Human rights, anti-discrimination

The culture in our Group is characterized by all our employees. All our progress comes from them, they provide our services and interact with our customers and partners. Motivation, initiative and creativity are the foundation of our shared success.

In the Human Rights Policy of the BAUER Group, due diligence obligations relating to human rights are specified in particular alongside our environmental due diligence obligations.

All our employees are required to treat one another with respect and refrain from discrimination for potential grounds such as ethnic origin, gender, sexual identity, religion and position within the company.

The BAUER Group advocates equal opportunities for all employees independently of ethnic origin, religion, gender or sexual orientation.

Health, safety & environment

Our goal is to avoid safety risks and prevent harmful environmental impacts. Strict compliance with our HSE regulations is the essential prerequisite for our daily work. This is because the safety of our employees, customers and other individuals affected by our services is the top priority. Our promise when it comes to environmental protection is efficient handling of all resources and enhancing environmental protection through new technologies, methods and materials.



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We regard compliance with environmental laws and regulations as a minimum standard. Furthermore, we endeavor to limit and reduce the impacts of our business on climate change as far as possible, as a way of contributing to achieving the targets of the Paris Climate Agreement.

BAUER Aktiengesellschaft

Schrobenhausen, May 2024

The Executive Board

A handwritten signature in blue ink, appearing to read "H. Beutler".

Dipl.-Betriebswirt (FH)
Hartmut Beutler

A handwritten signature in blue ink, appearing to read "P. Hingott".

Peter Hingott