



**Koehler** GROUP



**OUR VALUES – OUR RESPONSIBILITY**

KOEHLER GROUP CODE OF CONDUCT



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## FOREWORD

An independent family-run business, we have been operating successfully in the market for over 200 years and continue to develop with clear structures and a pioneering corporate philosophy. Tradition, success, and innovation are what characterize us.

For the Koehler Group, it is a matter of course to place ethical standards and shared values at the center of our business activities, as well as staying within the bounds of the law.

Our locations are in the midst of society and in the midst of the countryside, and that entails a special duty. Treating all of our resources carefully and sustainably is something we consider intimately connected to the future of Koehler as a company. We consider ourselves responsible for our workforce, for the environment, and for society at large, and we intend to keep building upon the strengths and dynamism of our family company so that we can remain a reliable employer and dependable partner to our friends in business while moving forward.

These Koehler Values form the foundation for the Koehler Group's business activities, they underscore the strengths and image of Koehler, they provide stability and orientation, and they are a yardstick for our tre-

atment of one another, for our worldwide workforce, for our customers, and for our business partners.

### THE KOEHLER VALUES INCLUDE:

- Principles and Guidelines
- Policy
- Ten Principles of the UN Global Compact
- Ethical, Social and Ecological Behavior at the Koehler Group (ETI Base Code)
- Corporate Compliance Guidelines

We are driven by market leadership, cost leadership, and innovation leadership. As well as demanding a lot of commitment, these things require that everyone is prepared to take responsibility and bring life to our company's key values.

Every one of our employees is given the Koehler Values. They are intended as a guideline for the way we behave.



Kai Furler  
CEO



Dr. Stefan Karrer  
COO



Frank Lendowski  
CFO



Philipp Precht  
CSO

## KOEHLER GROUP PRINCIPLES GOVERNING COLLABORATION AND LEADERSHIP

- Our action is based on mutual respect and acceptance, equal treatment, openness, honesty, and trust in the way we deal with one another.
- People are the key to success, which is why they are at the center of everything.
- The constant development of our social, technical and methodical abilities and the promotion of our compatibility of family and work are very important to us. They are key factors in keeping our company competitive.
- Our aim is to promote performance and to maintain and develop commitment through recognition and constructive criticism.
- In our work, we act responsibly for the good of the company as a whole.
- Responsibilities and the authority to make decisions are passed on to employees as much as possible.
- We see our leaders as consultants, coaches, moderators and problem-solvers.
- The key points in our leadership method are:
 

Agree on objectives

Human being

Assess achievement

Evaluate results, make decisions

Initiate activities
- Each employee is responsible for promoting and expecting these principles at every level, and this applies especially to management.

## KOEHLER GROUP GUIDELINES

- Satisfied customers and business partners and committed employees are the most important factor in our long-term success as an independent family company.
- Our actions are based on trust and mutual respect.
- Koehler believes in values-oriented corporate leadership and requires its leaders and employees to base their behavior on ethical standards.
- We aim to differentiate ourselves from our rivals through innovation and above average performance.
- We promote our employees on the basis of our leadership principles.
- We consider ourselves responsible for our employees, for the environment and for society.

## KOEHLER GROUP POLICIES

The Koehler Management System (KMS) is a highly reliable tool used by the Koehler Group to ensure that our organization's strict process requirements are met at all times. Among other things, this system helps the Koehler Group define and achieve our business objectives. The board of management is explicitly responsible for implementing the corresponding actions and meeting these objectives, and

is conscious of setting an example within this context.

The board of management is committed to taking all necessary actions and providing the required resources and information for achieving the company's goals.

We not only meet all binding commitments at all times, but also check them on a regular basis.



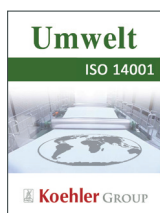
### **Koehler stands for innovation and quality.**

We strive to achieve a high level of **customer satisfaction** and win over customers with **safe** and **sustainable products**. We consistently align our services with the market.



### **Koehler promotes and requires occupational health and safety.**

We protect the health of our employees and ensure they have **safe working conditions**. We take preventative measures to **promote and maintain their health**.



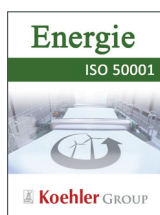
### **Koehler improves environmental performance.**

We follow best practices regarding **resource conservation**. We strive to identify and minimize potential environmental impacts, especially water consumption, waste and emissions in the various phases of product and service **life cycles**.



### **Koehler protects information.**

We **protect** our personal data, the **personal data** entrusted to us, and all **company information** in order to prevent misuse and harm.



### **Koehler uses energy deliberately and improves its energy efficiency.**

We are committed to continuously **improving energy efficiency**, thereby contributing to climate protection.



### **Koehler stands for food safety.**

Our products meet high **food safety requirements**.

Cooperating with our suppliers and business partners also requires them to comply with our standards for quality and sustainability. Our goal is to improve continuously.

And the Koehler Management System plays an important part in helping us achieve this goal. Moreover, the board of management promotes and advances this continuous improvement process.

Within this context, training and advanced training for our employees, in conjunction with internal and external communications, are essential building blocks for our company's success.

Moreover, we consult with our employees and integrate them into the decision-making process.

## THE TEN PRINCIPLES OF THE UN GLOBAL COMPACT

The foundations of the ten universally recognized principles of the Global Compact in the fields of human rights, labor standards, environmental protection, and anticorruption are:

- The Universal Declaration of Human Rights
- The International Labor Organization's declaration on Fundamental Principles and Rights at Work
- Principles of the Rio Declaration on Environment and Development
- UN Convention against Corruption
- Principle 04: Businesses should commit to the elimination of all forms of forced and compulsory labor.
- Principle 05: Businesses should commit to the effective abolition of child labor.
- Principle 06: Businesses should commit to the elimination of discrimination with respect to employment and occupation.

The Global Compact encourages businesses to subscribe to a catalog of basic values in the fields of human rights, labor standards, environmental protection, and anticorruption, to promote these values, and to implement them within the sphere of their influence.

### HUMAN RIGHTS

- Principle 01: Businesses should support and respect the protection of internationally proclaimed human rights.
- Principle 02: Businesses should make sure that they are not complicit in human rights abuses.

### LABOR STANDARDS

- Principle 03: Businesses should uphold freedom of association and the effective recognition of the right to collective bargaining.

### ENVIRONMENTAL PROTECTION

- Principle 07: Businesses should support a precautionary approach to environmental challenges.
- Principle 08: Businesses should undertake initiatives to promote greater environmental responsibility.

- Principle 09: Businesses should encourage the development and dissemination of environmentally friendly technologies.

### ANTI-CORRUPTION POLICY

- Principle 10: Businesses should work against corruption in all its forms, including extortion and bribery.

# ETHICAL, SOCIAL AND ECOLOGICAL BEHAVIOR AT THE KOEHLER GROUP

## **HUMAN RIGHTS, CHILD LABOR, FORCED LABOR**

We undertake to uphold international human rights within our sphere of influence, and we reject every form of child and forced labor at our company and from our business partners.

## **DISCRIMINATION IS NOT PRACTICED**

We observe the terms of Germany's General Equal Treatment Act (AGG), which states that nobody should be disadvantaged, abused, or excluded on account of their race or ethnic origin, their gender, their religion or world view, their disability, their age, or their sexual identity.

## **WORKING CONDITIONS**

We adhere strictly to all national laws and regulations governing working relationships, the regulation of labor, and legally guaranteed minimum wages, and we always offer fair working conditions, a regulated working relationship and working hours, and appropriate remuneration.

## **FREEDOM OF ASSOCIATION**

We respect the right to associate freely, we are open to the activities of unions, and we provide the opportunity for committed employees to act representatively in employee associations and unions in the workplace within the bounds of the law. We also support open communication, and we always

enable our employees to bring up their issues directly.

## **HEALTH AND SAFETY**

We guarantee a safe and healthy environment, by which we comply with the relevant standards for safety and health. We employ appropriate measures to prevent work-related injuries and harm to people's health.

## **RESPONSIBILITY FOR THE ENVIRONMENT**

We consider ourselves responsible for our influence on the environment, and we treat all our resources carefully and sustainably. Our minimum requirements are the applicable environmental laws, as well as the stipulations of the Koehler Management System in which business processes and system procedures are regularly assessed using internationally recognized standards.

## **BUSINESS PARTNERS**

We encourage our business partners to introduce and implement similar principles.

# CORPORATE COMPLIANCE-RICHTLINIEN DER KOEHLER-GRUPPE

## 1. LABOR LAW, OCCUPATIONAL SAFETY, AND ENVIRONMENTAL PROTECTION

Koehler is committed to dealing fairly with its employees and providing them with social support. We expect everyone to exemplify mutual respect and acceptance, dependability, fairness, honesty, and trust in our dealings with each other. Special reference is made to the Koehler Group Guidelines and our principles of mutual collaboration and leadership.

Koehler observes the terms of Germany's General Equal Treatment Act (AGG), which states that nobody should be disadvantaged, abused, or excluded on account of their race or ethnic origin, their gender, their religion or world view, their disability, their age, or their sexual identity.

The work you do as a Koehler employee may not be used by your superiors or our managers for their own private purposes merely on account of their managerial authority.

We take occupational safety and the protection of the environment and people's health very seriously. And we teach you about its importance through regular training, safety instructions, and campaigns on occupational safety, environmental protection, and health protection. We treat all of our resources with care and sustainability for the sake of the environment. And we expect you to do the same.

As a Koehler Group employee, you are obliged to ensure that you work safely and adhere to the applicable regulations (such as the duty to wear

safety shoes on the plant premises, ear protection in designated areas, and so on). You should report any occupational accidents or near misses to your superiors and to the Occupational and Health Protection Department, as well as any unsafe working practices you observe.

## 2. DATA PRIVACY AND COMPANY PROPERTY

Personal details may only be processed, stored, amended, deleted, and otherwise used and made available to authorized third parties in order to legally fulfill your responsibilities. You are obliged to uphold the terms of Germany's Data Privacy Act.

You must treat Koehler's company property with care. Pool vehicles, communication equipment, stocks of goods, and office materials are not for private use. The same applies to the use of the Internet and the sending of private e-mails. Exceptions are regulated specifically by management (such as renting the Koehler van at Oberkirch). The terms of the vehicle usage agreement apply to employees who are permanently provided with a company vehicle.

## 3. BUSINESS INFORMATION AND BUSINESS DOCUMENTS

According to your employment/service agreement, you are obliged to treat business and operating secrets with absolute confidentiality and not to divulge any operational procedures inside or outside the plant that you come to know about (duty of confidentiality).

Confidential documents may not be revealed to anybody except the people for whom they are intended. Commercial and technical documents include business and banking details, balance sheets, sales figures, costings, correspondence, technical expertise, customer and telephone directories, price lists, manufacturing, working, sales, advertising methods, and so on. This business information may not be sent by you to your private e-mail address or private fax machine either, or taken home with you permanently in paper form. If your position in the company requires that you work from home as well, then you can apply for Citrix access from your superiors.

#### 4. CONTACT WITH COMPETITORS

**a.** Never make agreements with our competitors about

- Prices
- Purchasing and sales conditions
- Restrictions of capacity, production, sales, or the division of markets and customers
- Market and sales strategies
- Forgoing competitive behavior

Never tell our retailers what price they should demand from their customers ("resale price maintenance" is forbidden).

**b.** Never exchange information with competitors about:

- Specific purchase and selling prices
- Specific purchase and selling conditions
- Setting up or increasing market entry barriers

- Exchanging documents about current or future business strategies
- Price changes, price levels, or price policies
- Price differences, discounts, credit notes, credit terms, manufacturing or sales costs, cost calculation formulae, or costing factors
- Particular corporate figures relating to procurement costs, production, stocks, sales, and so on
- Planned projects by particular companies relating to technology, investment, design, production, sales, or marketing for particular products
- The division of markets or supply sources, either geographically or by customer
- Boycotts or blacklists of customers, competitors, or suppliers
- The limiting or monitoring of investments or technical developments

This does not apply to the reporting of statistics to authorities and associations.

**c.** Be especially careful at association meetings or seminars attended by competitors to ensure that subjects that are suspicious from a cartel-law point of view are not discussed, especially if there is no lawyer present. If you are of the opinion that this is happening, then you must leave the meeting or seminar. Tell the people you are meeting with that they are contravening cartel law. Have the incident recorded in the minutes.

**This applies to all three points:** If you receive an enquiry from a competitor containing something that contravenes cartel law – whether in person, by telephone, or in

writing – then you must dismiss it as a breach of cartel law. Report any such incident by e-mail to your superiors and to our Legal Department. That is the only way to exonerate yourself in case of doubt.

## 5. BRIBERY AND CORRUPTION

Any employee of Koehler who attempts to bribe an employee of another company or a public official with money, gifts, or other conveniences in order to gain advantage for themselves or for Koehler (such as better purchasing conditions, the issuing of a building permit, and so on) is liable to prosecution and is not acting in the interests or on behalf of our company.

Conversely, if an employee of one of our business partners attempts to bribe a Koehler employee with money, gifts, or other conveniences so that they receive an order from Koehler or some other preference, then the same applies.

Bribery and corruption are not trivial offences and are punished in Germany with custodial sentences of up to three years or a fine. In particularly serious cases, the sentence can be as long as five years. And abroad, bribery, especially of foreign officials (officers and employees of public services) is rigorously prosecuted, even if the bribery originates in another country.

Gifts and invitations that are offered in the context of existing business relationships are not included in the above, provided these gifts and invitations are within our acceptable

terms (see points 6 and 7 of these guidelines).

## 6. ACCEPTING GIFTS

You may not accept gifts if they are:

- Cash
- Gifts whose value exceed EUR 40 gross (such as crates of wine, technical equipment, gift baskets, champagne gifts)
- Gifts sent to your private address

Merchandise gifts such as ballpoint pens, notepads, calendars, chocolate, or a bottle of wine whose value does not exceed EUR 40 gross may be accepted.

This regulation naturally applies if you give gifts to your business partners on behalf of Koehler.

## 7. ACCEPTING INVITATIONS

Regular invitations to cafés and one-off invitations to expensive eateries (such as gourmet restaurants) for a meal may only be accepted if they are appropriate.

Invitations to works tours, trade fairs, company anniversaries, and so on may only be accepted if the travel to and from the event and the accommodation you use on the trip is paid fully by Koehler within the scope of the Koehler Travelling Guidelines. If not, then you must turn down the invitation.

Similarly, you may only accept invitations for recreational trips (such as soccer matches,

Munich's Oktoberfest, ski weekends) with the approval of the Executive Board Member responsible for your business unit. It does not matter whether the event takes place within your working time or not.

This regulation naturally applies if you invite your business partners on behalf of Koehler.

**CONTACT:**

Compliance Manager  
Data Security Officer

Matthias Roth

Phone +49 7802 81-4763

Fax +49 7802 81-5763

matthias.roth@koehler.com

## 8. SUMMARY/CONCLUSION

These Corporate Compliance Guidelines are not exhaustive, which means there may be situations which are not specifically regulated by them. If you are in doubt or if you do not know how to behave in a particular situation vis-à-vis your business partner, please contact our Compliance Officer and/or the Executive Board Member responsible for your business unit.

If you contravene the Corporate Compliance Guidelines, then you may not claim that you were acting in the interests of our company. This is because every contravention always damages the company in the long term.

For you personally, a demonstrable breach of these Corporate Compliance Guidelines will have consequences under labor law and may even lead to your immediate dismissal. Furthermore, the authorities (such as the German Cartel Office) may impose fines upon you and claim compensation from you.

**Therefore:** Should any of our business only be generated if you as our employee violate our corporate compliance guidelines, this business can not be considered!

## KOEHLER GROUP WHISTLEBLOWING SYSTEM

Compliance with laws and regulations and conformity with the Koehler Group Code of Conduct and other internal Koehler guidelines, as well as with the Code of Conduct for Business Partners, take topmost priority at the Koehler Group. In order to keep our word regarding our integrity and compliance with the aforementioned obligations, it is important to enable our own employees and those of our business partners to report potential misconduct so that we can prevent it.

This is why we have set up a system that will enable Koehler Group employees and employees of external third parties to submit tips regarding violations of binding obligations, human rights violations, and violations that harm the environment.

The Koehler Group whistleblowing system guarantees the greatest possible protection for affected parties and employees who help clear up the reported misconduct. This also includes us offering anonymous reporting and communication options.

### **Submitting a report to our whistleblowing system**

Tips can be addressed directly to the compliance manager at the Koehler Group with the following contact information:

#### **Matthias Roth**

Koehler Group Compliance Manager and Data Protection Officer

Phone: +49 7802 81-4763

Cell phone: +49 151 11448156

E-mail: matthias.roth@koehler.com

Tips can also be addressed to the advocate at the Koehler Group:

#### **Attorney Dr. Hans-Joachim Fritz**

Phone: +49 69 589 967 250

Cell phone: +49 171 5198859

E-mail: hjfritz@corestonelegal.de

Corestone Legal Rechtsanwalts GmbH

Rechtsanwalt Dr. Hans-Joachim Fritz

Taunusanlage 18

60325 Frankfurt am Main

Needless to say, whistleblowers will not incur any costs if they decide to contact the aforementioned advocate at the Koehler Group. In addition, this advocate will inform whistleblowers of the fact that the only scenario in which the advocate will reveal their identity to the Koehler Group is if the whistleblower explicitly allows this first. This means that whistleblowers can remain completely anonymous in regard to the Koehler Group.

By implementing this whistleblowing system, the Koehler Group is complying with its legal obligations pursuant to the European Union's Whistleblower Directive (Directive 2019/1937) and to the German Whistleblower Protection Act [Hinweisgeberschutzgesetz] based on it. Moreover, the whistleblowing system is also an integral part of the complaint procedure that the Koehler Group must implement pursuant to the German Supply Chain Act [Lieferkettensorgfaltspflichtengesetz] in effect since 2020.





**Koehler Holding SE & Co. KG**

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