



FORMERLY KME
SPECIAL PRODUCTS
& SOLUTIONS

Code of Conduct

English Edition

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I. Introduction

cunova is one of the world's leading manufacturers of semi-finished products made of copper and copper alloys. With this Code of Conduct, which applies to cunova GmbH and its affiliates worldwide (altogether named “cunova”), cunova determines the fundamental principles of collaboration with business partners, customers, colleagues, competitors and the public. As the reputation of cunova is very strongly influenced by the manner and behaviour of each individual employee¹, it is important that all employees – regardless of their function or task - adhere to this Code of Conduct whilst performing their work.

All employees are obliged to obey applicable laws and corporate guidelines. Although it is not possible for all conceivable circumstances to be included in the Code of Conduct, unethical conduct of any kind whatsoever which is not expressly regulated in this document, is not permissible under any circumstances. Infringements of the law are obviously to be avoided under all circumstances.

Employees who breach the principles of this Code of Conduct face severe sanctions, including termination of employment. No employee who breaches these rules can claim to have been acting in the interests of the company because every infringement of rights has a damaging effect on the company. The Code of Conduct raises cunova employees' awareness of current legal provisions and obliges them to adhere to the ethical rules and provisions in their daily business.

The Code of Conduct, however, also encourages the employees to pro-actively seek advice in cases of doubt because, in the case of breaches of the law, ignorance provides no protection against possible consequences within the scope of criminal law, civil law and employment law. In cases of doubt, employees can contact their supervisor or the Legal Department.

In addition, every employee has the right to point out circumstances that indicate a violation of laws or internal rules. This possibility should be used in the best interests of cunova and its employees. Thus cunova has appointed an external lawyer of trust (so called “Ombudsman”) to whom employees can report such irregularities, if necessary also anonymously. Every employee giving a notice in good faith is protected. All information is followed in professional manner while respecting the rights of all those involved. The Ombudsman can be contacted in different ways, see section IV..

¹ Note: For reason of simplified reading gender specific differentiation is omitted. In the interests of equality the same terms apply to all sexes.

II. cunova Principles of Business Conduct

1. Fair competition, anti-trust Law and trade regulations

cunova respects the rules of fair competition. The employees will comply with the competition and anti-trust regulations of the individual countries and regions in which the company conducts business. In particular they are to observe the anti-trust laws in the USA and Europe. cunova will not show any indulgence towards employees who disregard anti-trust laws.

In particular, employees shall not:

- exchange information of any kind and any extent with competitors about prices, costs, cost structures, discounts, terms of supply, contractual territories, utilisation of capacities, output, sales volumes, offers, customers and suppliers, competitors, profits, profit margins, production information, market strategies, methods of distribution or any other information of a similar nature.
- enter into an agreement with a competitor not to compete, to restrict dealings with suppliers, to submit bogus offers for bidding or to divide up customers, markets, territories or production programmes.
- have any influence on the resale prices charged by our purchasers, or attempt to make them restrict the export or import of goods supplied by cunova.
- exchange price lists or information about prices or other price components with competitors, even in cases where the price lists are publicly available.

If a competitor raises one of these topics, cunova employees are obliged to end the conversation and consult the legal department or the Ombudsman.

Moreover, cunova respects applicable national and international regulations on exports and imports of goods, as well as any trade, economic and financial restrictions or embargoes that apply to sales/purchases to/from embargoed, restricted or sanctioned countries, entities or individuals.

2. Anti-corruption and Anti-money-laundering

cunova rejects corruption and bribery as stated in 2003 in the UN Convention against corruption, which has been in force since 2005. Therefore, cunova will not entertain any business deals that involve infringing the law or company rules relating to the granting or acceptance of favours, mindful of the fact that some business may be lost as a result.

No potential additional revenue of whatever amount can justify illegal business practices. This applies at all levels of cunova, and without any exceptions.

In foreign countries gifts may be offered as a matter of courtesy and politeness. Within this scope it is important to ensure that no dependencies can develop either on the part of the giver or of the receiver, and that all applicable regulations - national as well as international - are adhered to. The supervisor is to be informed about gifts of any kind and the provisions stated in Section 10 hereof have to be complied with.

cunova complies with anti-money-laundering rules envisaged by international regulations as well as applicable national laws. Therefore, cunova will never entertain any legitimate business transactions that may hide the criminal origins of money or property which are the proceeds of a crime. In cases of doubt, employees shall contact their supervisor or the Legal Department.

3. Environment, health & safety

cunova considers itself committed to achieving sustainable competitive advantage through leadership and excellence in areas relating to the environment, health and safety.

For this purpose cunova pursues prophylactic strategies that prevent pollution and accidents to ensure long-term sustainability and is committed to continuously improving an in-company health management system. cunova pursues the goal of ZERO work-related accidents, providing a healthy and safe workplace for our employees, visitors and contractual partners.

4. Prohibition of child labour

cunova guarantees the prohibition of child labour, i.e. the employment of children and young people under 15 years. In those countries subject to the developing country exception of the ILO Convention 138 this means “under the age of 14”.

5. Respect for human rights

cunova promotes equal opportunities for and treatment of its employees. It is to be refrained from any form of direct or indirect discrimination on the basis of race, origin, colour, nationality, religion, ideology, sex, age, physical features or appearance, sexual orientation or affiliation to other protected categories in the country in question. These principles apply to both internal cooperation and conduct towards external partners.

cunova guarantees to respect the personal dignity, privacy and the rights of each individual and does not make anyone work against his will. cunova guarantees to comply with the maximum number of working hours, to recognise the right of free association of employees and to neither favour nor discriminate against members of employee organisations or trade unions.

Any breach of these standards will not be tolerated. Any conflicts should be referred to the supervisor, the Human Resources department or the management of the respective company. These people will take, if necessary, the required action to appropriately address any wrongdoing and to prevent a repeat breach.

6. No infringement of property rights

The results of our scientific research and technical development work are extremely valuable business assets. Inventions, patents and other intellectual property are extremely important to the company's future. Therefore the greatest possible care is to be exercised in ensuring that the protection of property rights created by cunova is ensured. Furthermore, cunova ensures to respect the legally recognised rights of third parties.

Trade secrets and new knowledge are not to be passed on to third parties or be made public without reasonable legal protection.

Care is to be taken to ensure especially that no un-intentional transmission of intellectual property becomes public knowledge as a result of negligent handling of information. Company data are to be protected against unauthorised access by third parties.

cunova has adopted state-of-the-art cyber-security measures to protect cunova electronic network. cunova employees shall comply with all internal rules (e.g. external access and password policy) and contact their supervisor or the Legal Department in case of doubts.

7. No conflicts of interest

In accordance with the general regulations of cunova, all cunova employees have to keep their personal interests separate from the interests of cunova. During working hours, in particular, employees are obliged to represent cunova's corporate interests. Employees are to inform their supervisor about possible conflicts of interest which could potentially have an influence on the fulfilment of their professional obligations.

If an employee wishes to place a personal supply or with a person or entity that also already maintains an existing business relationship with cunova, or wants to conclude other contracts with it, and if that employee is in a position to influence cunova's business relationship with the supplier or business partner in question, the employee must receive the supervisor's permission before placing the contract.

A conflict can take the form of a business relationship with a competitor or customer of cunova, or participation in sideline activities that prevent employees from being able to perceive their responsibilities at cunova. Business relationships with third parties must be formed on the basis of objective criteria.

8. Handling of information

An important requirement for preventing any breaches of the Code of Conduct is a full documentation of all processes and procedures. Files, especially those with accounting relevance, must be complete, correct, orderly and easy understandable. All records and files must be kept in such a way as to permit delegation to a colleague at any time.

Employees are to retain records for as long as statutory or internal provisions require and must never destroy documents relevant to threatened or pending official or judicial proceedings. The company's accounting records and related documents must fully and accurately reflect all business transactions and enable a true and fair overview of the company's assets.

9. Data protection

As a European Group with business activities all over the world, cunova is duty bound to adhere to the relevant provisions of national and international data protection.

This obligation applies equally to all cunova employees. They must adhere to the applicable provisions of national and international data protection law and, in particular, to safeguard personal data within the meaning of relevant data protection laws against unauthorised access by third parties.

In cases of doubt and in the case of breaches against applicable data protection law, the DPO (data protection officer) is to be informed immediately, in order to adopt all relevant actions (including notification to the public authorities, where required).

10. Dealing with gifts and other benefits

Acceptance of gifts and other benefits

Within certain bounds, exchange of gifts and benefits between business partners is considered common business practice. Such a practice, however, may involve the risk of conflict of interests and furthermore, at least in individual cases, create an impression of dishonesty.

The acceptance of gifts and other benefits is prohibited in cases where acceptance of such could potentially endanger the employee's competence to judge, either in real terms or even merely in terms of how this could be perceived by others.

cunova regards the acceptance of gifts and other benefits as permissible in the case of material value (no cash, no vouchers) not exceeding the threshold of € 35 per business partner and year.

In case of gifts and other benefits which are in excess to this limit and if a refusal or return of the gift is not possible, for example because in the specific situation this would be considered discourteous, they must be disposed of in some other manner, for example in an internal raffle or by submittance to a charity organization. This precludes any influence on an individual. The employee must inform his supervisor.

Providing gifts and other benefits

cunova regards the provision of gifts and other benefits up to a value of € 35 per business partner and year as permissible, if these gifts and benefits are socially acceptable, appropriate and recognisable as business courtesies. If any doubt should arise in this context, the cunova employee has to consult his superior and to obtain the superior's express consent with regard to the gift in question.

III. How does this policy affect each individual's daily work routine?

All cunova employees are called upon to review their behaviour in the light of the standards set forth in this Code of Conduct and to ensure that these standards are observed.

Employees who breach the fundamental principles of this Code of Conduct, in addition to criminal prosecution by the competent authorities, must also expect serious consequences within the scope of civil and employment law. Such consequences may include termination of the employment relationship. Employees who breach these rules cannot claim to have been acting in the interests of the company because every infringement of applicable law has a damaging effect on cunova.

cunova ensures that no employee is in any way disadvantaged because he has reported a possible breach of the Code of Conduct. The party(ies) concerned shall be considered innocent until the suspicion of guilt has been confirmed.

IV. Contact information of the Ombudsman

Dr. Carsten Thiel von Herff, LL.M.

Loebellstraße 4

33602 Bielefeld

Email: ombudsman@thielvonherff.de

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F: +49 521 557 333 44

Mobile: +49 151 5823 0321

Input-mask on the Internet: www.report-tvh.de

V. Validity

This Code of Conduct is valid up from March 2023 and applies to cunova GmbH and companies in which cunova GmbH holds - either directly or indirectly - the majority of the voting shares or which are under the direct or indirect controlling influence of cunova GmbH.

This Code of Conduct supersedes all prior versions. However special regulations and/or organizational models pursuant to the laws of the different jurisdictions where the companies are located remain unaffected and must be complied with by the employees of the respective companies.

March 2023