



SPIHEROS

**Code of Conduct
and Ethics**

Preamble

**„Integrity and quality in everything we do -
Spheros lives its values every day.“**

Dear managers and employees

The continuation of our Code of Conduct and Ethics under Spheros is an important step for the future of our company. This Code is based on the core values that we have upheld for years and that you all already know and share. It provides a concrete guideline for how we implement integrity and quality in our daily work, aspects that are highly valued by both our customers and our business partners.

We are faced with new challenges due to the dynamic changes in the legal, social, and geopolitical landscape. Our Code is designed to respond to these and to ensure that we conduct our business in a reliable and ethical manner.

This document is intended to help you act responsibly and lawfully at all times in your day-to-day work. It is important that each of us knows, understands, and complies with this Code.

I encourage you to follow this Code every day so that we always act in accordance with our high standards of ethical conduct. Let us all work together to exemplify our values, to position our company as a role model for ethical business conduct and to ensure that our company continues to be known for its integrity and reliability.

This Code should be your constant guide to help you do the right thing in every situation. If you have any doubts or questions, our management team and the Legal & Compliance department will be happy to help.

Thank you very much for your commitment and cooperation.

Kind regards

Mark Sondermann, CEO Spheros Group

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1. Our purpose and responsibility

**We care about
fairness, transparency
and integrity, quality
and human rights!**

These principles are the foundation for how we conduct ourselves. Our shared Code of Business Ethics relates these principles to our business and explains how we should act in an ethical and lawful manner every day.

The Code is mandatory for all of us

- Our Code sets out the key principles, values, and standards of conduct that we, as employees, and our company follow when doing business, interacting with colleagues and business partners, and making decisions.
- Spheros' internal policies and procedures underpinning this Code provide specific information on how to conduct business in accordance with the principles laid out by our Code.
- Acting in accordance with our Code, policies, and procedures ensures that we perform our duties with integrity, wherever we are working.
- It is our responsibility to understand this Code and to apply it in our work.

We all have a personal responsibility to comply with our Code in our day-to-day work

This Code and all its provisions apply, unless specified otherwise by local law, to every person and location in our company, at all Spheros subsidiaries and joint ventures, and to:

- every employee and manager around the world, as well as
- members of the management team.

This Code empowers us to make the right decisions, even when no one is watching

We all play an important role in making sure we do the right thing and ultimately protecting the company and its reputation. Together, we help to ensure that Spheros remains an amazing place to work for everyone. As such, regardless of our function or role, we are all expected to:

- know, understand, and follow our Code as well as the policies and procedures based on it
- always seek help and advice when we are uncertain
- report any violations of our Code and of our ethics and compliance programs.

As a leader, I have a special responsibility and I lead by example

Spheros expects and requires its executives and managers to:

- Create, promote, and nurture a culture of integrity
- Promote ethical decision-making
- Act as positive role models and lead by example.
- Not ignore signs of misconduct, rather, take proportionate action to prevent it.
- Always take employee reports of misconduct seriously.

Our executives make sure that all policies and procedures are followed strictly. They are proactive in creating a safe, open work environment where anyone can raise concerns without fear of reprisal.

I ask for help when necessary

If you have any doubt or are unsure how to act in a particular situation, you can contact the following people at any time. Do not take any risks. Do not hesitate to inform or ask:

- your direct or next highest manager
- your HR department
- compliance@spheros.com

If you are not sure how to proceed, ask yourself the following questions:

- Do I feel good about this?
- Does this reflect the values of Spheros?
- Is this good for Spheros, its employees, and our customers?
- Would I feel comfortable if everyone knew about this?

If the answer to any of these questions is "NO" or "NOT SURE": Stop, think everything over again, or ask for help.

If you think something is not right, do not remain silent. Report violations – we take them seriously!

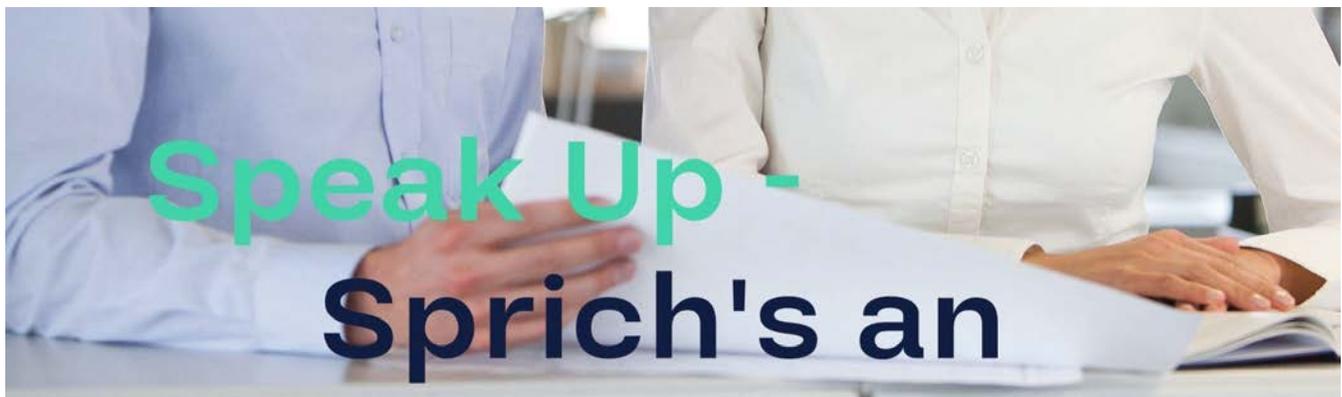
You can reach our **Spheros whistleblowing hotline** at

Online : <https://spheros.hinweisgeberexpertemeldeplattform.de/>

Email : info@hinweisgeberexperte.de

Telephone : +49 89 21 52 74 33 (Mon-Fri, 9am - 5pm CET)

Post : Compliance Beratung + Service Rechtsanwaltsgesellschaft mbH;
Maximilianstraße 24; 80539 München



Your personal data and identity will be protected to the greatest extent possible. If you wish, you can remain anonymous where permitted by law. However, to assist with the investigation of the matter, we recommend that you provide any and all information you wish, including your name. You can rely on the full support of management. There will be no tolerance for any retaliation against someone who reports a possible violation in good faith, as this violates our Code.

2. Ethics and Human rights

We firmly believe that everyone has the fundamental right to live and work in a safe, respectful, inclusive, positive, and clean environment.

Uncompromising respect for human rights is one of our core values. Here, we are guided by the United Nations Universal Declaration of Human Rights.

We respect human rights

We respect and promote the fundamental rights of every individual, wherever we operate and in all of our businesses: We want our employees, as well as those of our suppliers, to have a work environment that is lawful and respectful in equal measure.

We exemplify reliability and respect

For us, leadership means trust above all else – trust in the skill of our employees, because they are our company's most valuable resource.

Our leadership culture is characterized by humanity, recognition, and mutual respect, as well as by reliability and an open, trusting dialog with each other.

Our task is to create a framework that maintains, promotes, and develops our employees' motivation, expertise, and willingness to learn and change. In doing so, we continuously increase the quality of our work.

We ensure a fair, safe, respectful, and inclusive workplace

We comply with all applicable laws and regulations on wages, benefits, working hours, minimum age, and workplace safety. We are proud to pay a fair living wage.

We promote an active social dialog and support our colleagues' right to express themselves freely.

We do not tolerate child labor, forced labor, or human trafficking, and we insist that everyone who works with us, including our business partners, adheres to the same principles and respects human rights in their own work.

We do not tolerate discrimination, harassment, or mobbing

We value people as they are.

We champion equal opportunity in our recruitment and promotion processes.

We have zero tolerance for any kind of discrimination, mobbing, and harassment (be it physical, sexual, or verbal). Whether a situation involves harassment depends on how the conduct in question is perceived by others, regardless of the actual intent.

We respect freedom of movement, association, and expression.

We care deeply about privacy and data protection

Spheros collects and stores certain personal data in order to work effectively and comply with the law. We believe strongly in respecting privacy and making a conscientious guarantee to protect the personal data of our colleagues, as well as the personal data entrusted to us by our customers, suppliers, and contacts.

All of us with access to the personal data of other employees or individuals must follow all applicable local laws and regulations on the collection, use, sending, and disclosure of personal data.

We take our social responsibility very seriously

We care deeply about ensuring a harmonious coexistence and recognize that we, as a company, have an impact on society and the environment. This goes hand in hand with a commensurate social commitment and sense of responsibility. Therefore, we handle all donations, charitable contributions, and sponsorships in a responsible manner. When selecting possible donations or sponsorships, we are careful to choose only those that are intended for charitable purposes, and we always make sure to comply with applicable law.

We must take reasonable care to ensure that there is no direct or indirect bribery or corruption. In order to ensure our company's independence and to prevent conflicts of interest to the best of our knowledge and belief, the prior written consent of the CEO of the Spheros Group is required. Donations are always voluntary contributions for which Spheros does not expect any consideration. Special care should therefore be taken when requesting donations, as this can also be considered bribery.

Spheros does not support any political or religious organizations, groups, campaigns, or individuals. Private donations made by our employees to political or religious organizations should not be associated with Spheros in any way.

Similarly, no business partner is permitted to make or promise a donation on behalf of Spheros.

3. Product development and quality go hand in hand with compliance

Every day, we strive to offer our customers the highest level of quality and reliability. We comply with all applicable standards and regulations.

We comply with export controls and economic sanctions

Spheros undertakes to strictly comply with all applicable laws and regulations related to export controls and economic sanctions. More and more countries and international companies are adopting laws and rules that could restrict or prohibit the direct or indirect importing or exporting of certain technologies from or to a given region.

They are also imposing restrictions and bans on doing business with certain countries, companies, organizations, or individuals.

These diverse, complex rules serve to protect national security interests, enforce international law, defend human rights, ensure peace and security, prevent armed conflict, and impose consequences for misconduct.

The general rules published by Spheros, as well as any instructions released on a case-by-case basis, must be followed strictly at all times. We should always remain vigilant. Never turn a blind eye to a possible violation.

We care deeply about perfect products

For our customers, we develop products that meet the highest standards of quality. We inspire our customers by always developing the perfect product and by using product development gates and consistent quality assurance measures in our processes. We meet the highest standards of quality with certification. Strict quality controls help us every day to develop safe, modern technologies.

We promote responsible mineral sourcing

Conflict minerals are certain types of raw materials (such as tin, tungsten, tantalum, and gold) that originate from specific regions where human rights violations and violent conflicts are common. These materials are known to cause armed conflicts and human rights violations.

Spheros also helps its customers fulfill their obligations under conflict minerals regulations, and Spheros expects its business partners to cooperate and provide all necessary information.

We comply with environmental regulations

We comply with all applicable environmental regulations, whether they relate to products and technologies or to production, delivery, and distribution.

When developing innovative products and technologies, we always strive to design these products to meet the customer's needs while simultaneously helping us to achieve our sustainability goals and our ambition to provide clean technologies.

We constantly strive to reduce emissions. Furthermore, we focus on ensuring energy efficiency and using renewable energies in our operation. At every company location, we work to reduce our absolute water consumption while also pursuing our commitment to reduce packaging waste and to develop and use sustainable packaging.

4. Business with integrity

Who we are as a company is determined by how we conduct ourselves on the market and how we treat our business partners. We stand for ensuring a level playing field, fair trade, and honest competition on a free market. We ensure the absolute highest level of accuracy for our financial data at all times.

We do business with ethics and integrity

We believe that ensuring fairness, mutual respect, and integrity between business partners is the foundation for long-term quality and mutually beneficial relationships.

When we interact with our business partners or the authorities, we act in accordance with this Code and all applicable laws. We pay close attention to economic sanctions, export controls, human rights, anti-corruption laws, and, of course, antitrust laws when dealing with competitors.

Who we are also depends on who we do business with and how we do this business. Unethical or illegal conduct by a business partner can damage our reputation. We therefore expect all of our business partners to be equally vigilant and adhere to the highest ethical and legal standards. Our **Code of Conduct for Business Partners** reflects our Code of Conduct and Ethics in brief, concise form and is designed to ensure that our business partners are as determined to do the right thing as we are, regardless of their role.

We believe in fair competition

We respect the integrity of the market and always compete on the basis of the benefits of our excellent service, products, and technologies.

In order to ensure fair competition, we follow applicable rules and laws and refrain from unlawful conduct intended to force competitors out of business or to force business partners to accept unfair terms and conditions.

Every level of our company may be exposed to anti-trust risks. As such, each of us must be extremely vigilant when interacting with third parties in order to avoid inappropriate discussions or agreements, even if this is unintentional.

We fight against bribery and corruption

Bribery and corruption are illegal and wrong. They hinder economic development, contribute to human and environmental disasters, undermine public confidence, and contradict everything we stand for. Spheros' position on corruption and bribery is clear: We never participate, either directly or indirectly.

In particular, our strict anti-bribery and anti-corruption policies also apply to all of our dealings with government representatives, public officials, hiring authorities, and administrative agencies.

We do not engage in any dealings or business that gives the appearance that corruption is involved, supported, or even tolerated.

We have clear rules for gifts, entertainment, and hospitality

Accepting or offering a valuable gift, generous invitation, lavish meal, or hospitality may be considered an improper attempt to secure business, influence a relationship, or gain an unfair advantage. In other words, it can be classified as a bribe.

Therefore, when we offer or accept business courtesies, these courtesies must be of a lawful and insignificant nature and they must be offered without conditions. Special rules apply to all dealings with government officials. Those of us involved in such dealings must be aware of these rules. Without exception, all employees must observe applicable legal requirements as well as our policy on gifts, entertainment, and hospitality. Prior approval may be required in certain situations.

We do not tolerate the exertion of influence

This means that we are not permitted to give or promise anything of value to anyone with actual or potential influence over a decision-maker. Especially if this decision-maker is a government official, even if they do not gain any obvious benefit from it.

We forbid facilitation payments

Facilitation payments are payments made in return for expediting otherwise routine government processes. In many countries, they are considered just as punishable as bribery.

Spheros prohibits such payments unless employees are forced to make a payment under threat of violence or life-threatening circumstances.

If you are confronted with such a situation, make the payment for your safety and then report it to Spheros as soon as possible.

We avoid conflicts of interest

We always act in the best interest of Spheros, and we never allow our business decisions to be influenced by personal or family interest.

A conflict of interest exists when a personal interest interferes with or conflicts with our obligations to Spheros. Even the appearance of a potential conflict can seriously impair one's credibility and trust.

We ensure the correctness and accuracy of accounts, books, and records

We ensure the accuracy of business records, which includes maintaining the integrity of financial data. All of our records must be an honest representation of the facts. Our records must never contain false or misleading information. The information in our company documents must always be complete, accurate, and correct.

We fight against money laundering

Money laundering is when individuals manipulate financial records in order to conceal illegal money or to make the origin of illegal money appear legitimate.

Spheros' commitment to high-quality financial records requires a zero-tolerance policy on money laundering. We exchange our goods and services only for acceptable and lawful payment methods. We can better prevent money laundering by closely monitoring our payments, invoices, and other transactions.

5. Handling company property carefully

Spheros owns a wide range of intangible and tangible assets that form the basis of our business. It is our responsibility to handle these assets with care and to protect them actively.

We actively protect the assets and confidential information of Spheros

We entrust our company's resources to our employees so that we can complete our work and achieve our goals. In return, Spheros depends on us to use these resources properly and efficiently. As Spheros employees, we are responsible for protecting the company's assets. These assets include physical and intellectual property as well as confidential and copyrighted information.

Protecting tangible assets means protecting all tangible objects and their physical characteristics. This includes, for example, real estate, machinery, inventories, and all other tangible assets that are essential for the company's continued operation and financial health. We always handle these assets correctly and responsibly because we know that this is a basic requirement for sustaining our business.

Intellectual property includes trademarks, logos, copyrights, patents, trade secrets, product designs, business plans, and any other information or ideas that give Spheros a competitive advantage. Some intellectual property is confidential, while other intellectual property is publicly available. However, all of this intellectual property belongs to Spheros and, in order to preserve its value, we must protect it and ensure that it is used properly.

We also have a duty to protect confidential information entrusted to us by others. If confidential information is disclosed improperly, this may be harmful to Spheros, our customers, and our suppliers. Protecting confidential information also includes maintaining the security of IT systems.

Speak U!

Prevention & Detection
is our best compliance shield
to avoid fraud and illegal practices

If you are aware of **any actual or suspected violation of**

- the Spheros Code of Conduct and Ethics or
- any Spheros compliance policy or
- any applicable law

please don't wait and reach out.

You can contact:

- your manager
- HR department
- compliance@spheros.com
- our whistleblowing hotline (confidentially and anonymously)

You can reach our **Spheros Whistleblowing Hotline** at

<https://spheros.hinweisgeberexpertemeldeplattform.de/>

Email: info@hinweisgeberexperte.de

Phone: +49 89 21 52 74 33 (Mon-Fri, 9am - 5pm CET)

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