SPHEROS

Code of Conduct and Ethics

V3 10/26

Preamble

“Our values are our compass: integrity and quality guide our daily actions.”

Dear managers and employees,

We are actively shaping the future of Spheros. Our Code of Conduct and Ethics serves as the compass for our daily actions. It is based on values that have proven themselves over decades and provides clear guidance on how we put integrity and quality into practice in our everyday work – precisely what our customers and partners value about us.

To continue running our business reliably even in times of globally dynamic conditions, it is important that all of us know, understand, and act in accordance with these principles.

The Spheros Code of Conduct and Ethics is binding for all employees. We therefore encourage you to familiarize yourself with this Code and to use it as a constant companion, like a compass. This ensures that all of us consistently act in line with our high standards.

Our course is clear: we will continue to position Spheros as an ethical role model – guided by integrity and reliability.

If you are uncertain or have questions, our managers and the Legal and Compliance Department are always available to support you.

Thank you very much for your commitment and your contribution.

Kind regards



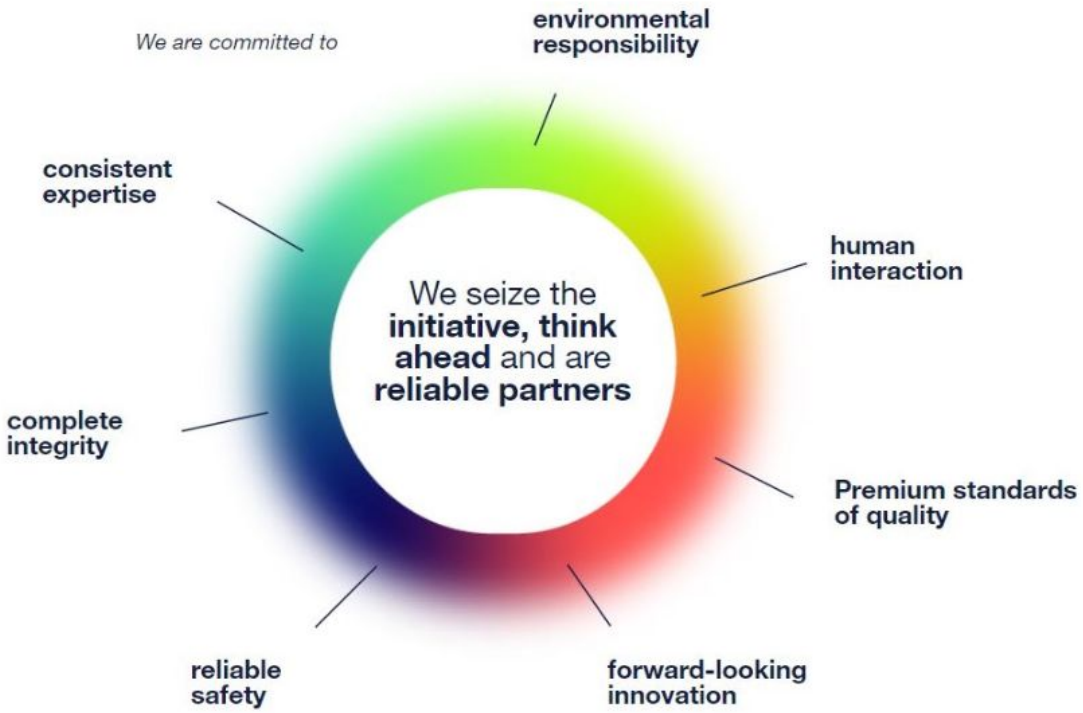
Mark Sondermann
CEO Spheros Group



Gero Neumeier
CFO Spheros Group



Cosmos - Compass - Code



As already outlined in the preface, this **Code** of Conduct and Ethics serves as a compass and binding guide for our business conduct at Spheros. Our **compass** is aligned with our fundamental corporate values - our "**cosmos** of values" - and at the same time serves as a guide for compliant behavior.

The Code is not an independent set of rules, but rather the practical translation of these values into everyday work. It points the way and concretizes our actions as **proactive forward-thinkers and reliable partners** with regard to decisions, business relationships, integrity, product development, occupational safety, and our environmental and social responsibility. The following chapters explain these values in detail.

It is important that each of us knows the Code, understands it, and acts accordingly

Content

Preamble

Cosmos - Compass - Code

Table of contents

1. Our Goals – Our Responsibility
   - ❖ The Code is binding for all of us
   - ❖ My personal responsibility
   - ❖ I make the right decisions
   - ❖ As a leader, I lead by example
   - ❖ I ask for help when necessary

2. Ethics and human rights
   - ❖ We respect human rights
   - ❖ We exemplify reliability and respect
   - ❖ We foster a culture of continuous improvement
   - ❖ We ensure a fair, safe, respectful, and inclusive workplace
   - ❖ We do not tolerate discrimination, harassment, or mobbing
   - ❖ We care deeply about privacy and data protection
   - ❖ We take our social responsibility very seriously

3. Product development and quality go hand in hand with compliance
   - ❖ We comply with export controls and economic sanctions
   - ❖ We care deeply about perfect products
   - ❖ We promote responsible mineral sourcing
   - ❖ We comply with environmental regulations

4. Business with integrity
   - ❖ We act with ethics and integrity in our business
   - ❖ We stand for fair competition
   - ❖ We fight against bribery and corruption
   - ❖ We have clear rules for gifts, entertainment, and hospitality
   - ❖ We do not tolerate the exertion of influence
   - ❖ We forbid facilitation payments
   - ❖ We avoid conflicts of interest
   - ❖ We ensure the correctness and accuracy of accounts, books, and records
   - ❖ We fight against money laundering

5. Careful handling of company property
   - ❖ We use resources properly and appropriately
   - ❖ We protect tangible assets
   - ❖ We protect intellectual property
   - ❖ We protect third party information

1. Our Goals – Our Responsibility

Fairness, transparency and integrity, quality and human rights are important to us!

These principles form the basis of our actions. Our shared Business Ethics Code relates these principles to our business and explains how we act ethically and legally compliant every day.

The Code is binding for all of us

- It sets out the key principles, values, and standards of conduct that our company and we as employees adhere to, that guide how we do business, interact with colleagues and business partners, and make our 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 and the supporting policies and procedures ensures that we carry out our duties with integrity wherever we are working.
- It is our responsibility to understand it and apply it in our work.

My personal responsibility

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.

I make the right decisions

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 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 superior
- 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 (workdays between 9.00am -17.00pm)
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 are convinced 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 “Universal Declaration of Human Rights of the United Nations”.

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 foster a culture of continuous improvement

Our task is to maintain, encourage and further develop the motivation, the willingness to learn and change, and the professional competence of our employees by shaping the framework conditions.

We expect every employee to take the initiative and contribute actively to improvement processes, so we can steadily optimize the quality of our work and workflows together..

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

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

An excellent working environment requires the contribution of everyone. We expect trusting, collegial cooperation and the active maintenance of cleanliness and order at every workplace and in common areas.

We promote active social dialogue 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

We offer our customers an outstanding level of quality and reliability and comply with the applicable standards and regulations.

We stand for outstanding quality, durability and reliability in daily use.

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 modern and safe products that meet the highest standards of quality. We inspire our customers by always developing the perfect product. Präzise Fertigungsverfahren und strenge Qualitätskontrollen stellen sicher, dass jedes Produkt, das unser Unternehmen verlässt, höchsten Anforderungen entspricht. Wir entsprechen durch Zertifizierungen den höchsten Qualitätsansprüchen..

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 continuously strive to reduce emissions levels. We focus our operations on energy efficiency and the use of renewable energy. At all company locations, we work to reduce absolute water consumption and hazardous substances in products and processes. Avoiding waste, increasing recycling rates and developing and using sustainable packaging are further priorities

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 act with ethics and integrity in our business

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, anti-trust laws when dealing with competition.

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 stand for 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. Careful handling of company property

We treat the property of Spheros and third parties responsibly and properly.

Spheros owns and holds a wide range of intangible and tangible assets. Actively protecting them is a basic requirement to secure the company's future

We use resources properly and appropriately

Resources entrusted to employees must be used efficiently and exclusively for business purposes. This includes physical and intellectual property as well as confidential and copyrighted information. Protecting confidential information also covers safeguarding the security of IT systems (cyber security). When using artificial intelligence (AI), we ensure that no confidential information or trade secrets are entered.

We protect tangible assets

This includes safeguarding all physical items and their characteristics, such as real estate, machinery, inventories and all other physical property that is essential for the continuation of operations and the financial health of the company. Responsible handling of Spheros property also includes actively maintaining cleanliness and order.

We protect intellectual property

This covers trademarks, logos, copyrights, patents, trade secrets, product designs, business plans and all other information or ideas that give Spheros a competitive advantage. Some of these are confidential, while others are publicly accessible. However, all of this intellectual property belongs to Spheros, and to preserve its value we must ensure its proper use.

We protect third party information

Confidential information belonging to other parties must be protected from improper disclosure.

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 Ethics & Compliance Program or
- Any applicable law

Please don't wait and use our whistleblowing system to confidentially' and anonymously alert **our HOTLINE**.

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

Online :	https://spheros.hinweisgeberexpertemeldeplattform.de/
Email :	info@hinweisgeberexperte.de
Telephone :	+49 89 21 52 74 33 (workdays between 9.00am -17.00pm)
Post :	Compliance Beratung + Service Rechtsanwaltsgesellschaft mbH; Maximilianstraße 24; 80539 München

SPHEROS

Legal & Compliance

Spheros Germany GmbH
Friedrichshafener Straße 7 | 82205 Gilching