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Code of Conduct





Code of Conduct

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Message >> from the Executive Board

Dear colleagues,

It is our corporate policy to conduct business in accordance with the highest ethical, moral and legal standards throughout all business areas. This means, first and foremost, that we comply with all applicable laws and regulations – even if that means not to win an important project or missing a business target.

However, compliance at Exyte goes further. We act with integrity and respect for business partners and for colleagues. At Exyte, we are explicitly not interested in an increase of revenues and profits at the expense of honesty and fair dealing. We, the members of the Executive Board of Exyte, set the highest standards for our own conduct and we expect the same from each and every employee of Exyte.

We are aware that globalization and increasingly complex regulatory environments make compliance more and more challenging. In order for you to master these challenges, the Code of Conduct shall provide practical guidance for your day-to-day business.

The Exyte Code of Conduct is more than just a policy. It is the basis and benchmark of all our business conduct. Always keep in mind that one single case of non-compliance can have serious consequences and may damage the high reputation that Exyte Group has earned in the market. The trust which our clients, suppliers and other stakeholders place in our company is our most valuable asset. Protecting this asset is a responsibility that we all share, regardless of our position in the company.

My board colleagues and I expect you to understand the Exyte Code of Conduct and live up to it in practice. We encourage you to speak up and take action whenever needed. Should you witness misconduct or be in doubt, please contact the Exyte Compliance Team.



Stuttgart, September 21, 2020
Dr. Wolfgang Büchele
on behalf of the Executive Board

Executive Board



Dr. Wolfgang Büchele
Chief Executive Officer



Peter Schönhofer
Chief Financial Officer



Roberto Penno
Chief Operating Officer

01 | Compliance is **your** responsibility

The Exyte Code of Conduct defines and summarizes the standards for legal compliance and ethical conduct for Exyte Group.

It determines how we interact and work within Exyte and provides the basis for relationships with third parties like clients, suppliers and consultants. The Exyte Code of Conduct applies to all Exyte legal entities, offices and sites and is directly binding on all employees, directors and officers. Exyte will also seek to influence and encourage subcontractors and suppliers to adopt our standards.

All Exyte personnel must understand and comply with the Exyte Code of Conduct and must apply it when conducting day-to-day business. If you are not sure how to interpret laws or the Exyte Code of Conduct you are expected to consult with the Exyte Compliance Team (ethics@exyte.net).

If you witness misconduct or believe that something is not correct or appropriate, please contact the Exyte Compliance Team via ethics@exyte.net. All reports made in good faith will be treated with the strictest confidentiality. Any victimisation, harassment or other adverse treatment of a person making a report will not be tolerated. If you prefer to make an anonymous report, please use the Exyte Ethics Line which is independently operated by a third-party provider (please find more information on the Exyte website or on the intranet under "Compliance").

Exyte will not tolerate any non-compliance with laws or the Exyte Code of Conduct and will take such action as Exyte considers appropriate to rigorously enforce our Code of Conduct (including but not limited to civil actions, criminal prosecution and disciplinary measures).

Acting in compliance with the
Exyte Code of Conduct is the **» right way.**
Everywhere. For everyone.



Speak Up! ethics@exyte.net
It's the right way.

02 | Prevent corruption and bribery

Exyte takes a firm position against corruption and bribery, and we expect the same from our business partners.
We do not bribe – not anyone – not anywhere.

Exyte employees and anyone else acting on Exyte's behalf must not offer, promise or give, request, solicit or accept, directly or indirectly, anything of value to or from an employee, officer or agent of a business partner or a government official.

It is the responsibility of all of us to ensure that providing or accepting advantages is appropriate and compliant with the applicable laws and Exyte's policies. In any case of doubt, you should consult with the Exyte Compliance Team.

Bribery is prohibited at Exyte.
» We do not bribe and we do **not tolerate bribery.**

If we can do business only by circumventing the law, something is wrong in our business model.

CEO Dr. W. Büchele



2.1 Dealing with business partners

There is a thin line between a friendly gesture among business partners and a criminal offence, and sometimes distinguishing between both is difficult. A bottle of wine for Christmas or an invitation to a sports event may be a friendly gesture to build good relations with business partners. Gifts and invitations can, however, also be considered an attempt to influence the business partner, in particular if this happens in the context of a business decision. To protect employees and the company, we will generally adopt a cautious but reasonable approach when it comes to gifts and hospitality. Yet, any sort of cash gifts, either receiving or giving, are strictly forbidden at Exyte.

Offering gifts, hospitality and other benefits

It is common knowledge that offering benefits to public officials is illegal. That the same applies to business partners in most jurisdictions may not be known to everyone. Moreover, a gift may be acceptable in one country, whereas it could be considered a bribe in another. Against the background of this uncertainty, we generally restrain ourselves when offering gifts or issuing invitations to business partners. In exceptional cases, gifts, invitations or other benefits of reasonable value that are appropriate in the specific situation are permissible.

To provide reliable guidance for your day-to-day business, the Exyte Anti-Bribery and Corruption Policy defines thresholds for gifts and establishes a framework for invitations.

Gifts below the threshold may be given as a gesture of courtesy if they can in no way be perceived as intended to take improper influence on the recipient. In any case of doubt, you should consult with the Exyte Compliance Team.

No fixed limits are defined for corporate hospitality. You may invite business partners to events that are decent and reasonable in nature, frequency and cost upon prior approval of the Exyte Compliance Team. Business meals that meet the aforementioned criteria do not require prior approval.

Please also keep in mind that for your business partner even stricter rules may apply. Therefore, you should always check their code of conduct before offering any gifts or invitations.



We **convince** our clients **by** the excellent **» quality** of our **services** and **products**. We do not need to offer anything on top.

Accepting gifts, hospitality and other benefits

At Exyte, business partners are selected solely according to objective criteria like quality, performance or pricing. To avoid the risk or the perception that our business decisions could be influenced, in principle, we do not accept gifts or presents. It is strictly forbidden for Exyte's employees to request or demand or even to indicate interest in benefits of any kind from current or potential business partners.

You may accept gifts of minor value as nobody would think that our business decisions could be influenced by them. Gifts of higher value must be declined or returned if they exceed the limits set forth in the Exyte Anti-Bribery and Corruption Policy. If this is difficult for business or cultural reasons, the Exyte Compliance Team will help you find the right approach in order to preserve the business relations.

Invitations to meals and events may only be accepted if there is a direct connection to our business and if the meal or event is decent and reasonable in nature, frequency and cost. Still, costs for travel or accommodation to attend such meals or events must always be borne by Exyte. Invitations to events may only be accepted upon prior approval by the Exyte Compliance Team. Business meals that meet the aforementioned criteria do not require prior approval.

We do not accept gifts
by business partners to
» avoid the appearance
that our business decisions
could be influenced.

2.2 Dealing with public officials

The risk of breaking bribery and corruption laws is significantly higher when dealing with public officials. Therefore, it is strictly prohibited to give or offer anything to public officials so as to avoid the risk or the perception of improper influence.

In many countries, not only civil servants are regarded as public officials but also executives of state-owned companies, of private companies that have a public function (e.g. energy supplier) or officials and employees of public international organizations. You must always consult a member of the Exyte Compliance Team before considering giving anything to a person who is potentially a public official.



When dealing with public officials and persons that could qualify as such, **» always consult the Exyte Compliance Team.**

2.3 Engaging agents and consultants

In order to prevent bribery carried out by consultants or agents, the Exyte Consultancy Policy establishes a general ban on consultants engaged for winning client projects or business. Furthermore, it provides a robust framework for the transparent procurement of any other consultancy services.

The use of intermediaries to acquire business or to enter new markets has proven particularly vulnerable to abuse. The effectiveness of such consultancy services is usually difficult to measure, and margins are typically not transparent, which opens up funds that might be abused for bribery. For this reason, engaging consultants to develop or win client projects or business is prohibited at Exyte. This general ban applies regardless of the size of the project, the remuneration scheme or any other circumstances.

As a general principle, we aim to limit the use of consultants. We engage consultants only in exceptional cases and always subject to strict compliance with the Exyte Consultancy Policy.

We do **» not engage agents or consultants for doing anything that we would not be permitted to do ourselves.**

2.4 Rules for donations and sponsoring

As a good corporate citizen, Exyte supports charitable and non-profit organizations and initiatives in our communities. All donations to such organizations and initiatives must be authorized in accordance with the applicable Exyte policies.

Even if a donation serves a charitable purpose, it could still be bribery. To avoid any risk or perception of improper influence on the recipients, donations and sponsoring may not be linked to our business.

We do **» not mix** charitable work and business.



03 | Compete on fair terms

At Exyte, we believe in fair, lawful and open competition. The success of Exyte relies on our employees, on the excellent quality of our services and products, and on our client focus. We will always adhere to competition laws and we will never put the trust of our clients at risk by collusive practices or collaboration with competitors.

We do not enter into any kind of anti-competitive agreement with third parties relating to prices or other commercial terms and strategies, for example by coordinating our conduct in tenders or by collusive price fixing with competitors. This does not only apply to formal agreements, but also to any kind of informal arrangement which might limit competition. Please note that the mere exchange of commercially sensitive data among competitors is prohibited, and even the receipt or disclosure of information can be a violation of competition laws even where there is no anti-competitive intent.

We expect our competitors to act in the same way. If you are ever approached by one of our competitors to discuss commercially sensitive data or to make arrangements which might affect prices or terms towards our business partners, you must expressly refuse to engage in such discussions or arrangements and immediately report the incident to a member of the Exyte Compliance Team.

We determine our business terms and strategies
» independently from our competitors.

04 | Prevent conflicts of interest

Our business decisions are made exclusively on the basis of objective criteria and shall not be influenced by personal interests. Employees who put their own interests above those of the company may damage the company.

Conflicts of interest may, for example, arise if you procure goods or services on behalf of Exyte when you or your relatives have a financial interest in the supplier. Family ties or similar kinds of close personal relationships between a line manager and their subordinate may cause the appearance of bias in personnel decisions and shall therefore be avoided. Secondary employment must not interfere with the employee's duties and is only permitted after prior approval by the responsible manager in accordance with our internal rules and procedures.

To avoid the appearance of a conflict of interest, employees shall disclose potential or actual conflicts of interest to their managers or HR Business Partners. Let others take the relevant decisions in conflict of interest situations.

We prevent
conflicts of interests by
» **transparent and open
communication.**

05 | Ensure independent review

All business transactions and major decisions shall be subject to the four-eyes principle. The four-eyes principle means independent assessment and control by two authorized employees involved in the respective transaction. As a consequence of the four-eyes principle, written external correspondence generally requires two signatures from authorized signatories in accordance with Exyte's internal regulations. In exceptional situations, the second signature might be waived if the other authorized employee consents orally. Such consent must be confirmed in writing. The sole signatory shall assume full responsibility for compliance with this procedure.



The **four-eyes** principle is applicable
» **to all business transactions.**

06 | Maintain accurate and transparent financial records

Correct accounting and financial reporting is a pre-condition for our company's success and the basis for building and maintaining the trust of stakeholders and business partners. Furthermore, improper or fraudulent documentation or recording is illegal. Any irregularities may have serious consequences for the company as well as for the personnel responsible for such irregularities.

Accuracy and transparency is of utmost importance for our external financial reporting. We publish our periodic financial statements on time and in accordance with national and international accounting regulations.

The requirement to maintain accurate and transparent financial records is not only relevant for our external financial statements and reporting obligations, but extends to all internal financial data that build the basis for Exyte's financial accounts. As such, every member of a project team is responsible for taking care to ensure that the commercial data and project figures are accurate and realistic.

We take responsibility for
» **maintaining the integrity
of our financial accounts.**

07 | Handle company assets with care

7.1 Asset protection

Exyte will provide you with all tools and equipment necessary for you to perform your work. You are responsible for protecting Exyte's tangible assets, intellectual property and information from damage, loss, compromise and misuse.

Personal information is an asset that requires special attention and protection, by the company and by all employees. Exyte has implemented technical and organisational measures to ensure appropriate protection of personal information, and all members of Exyte Group are expected to implement these measures.

You may only use company assets for private purposes if this is explicitly permitted either in our internal rules or by authorized personnel. The property and assets of business partners are to be treated in the same manner and with the same care.

We » **use company assets** only for **business purposes** and **handle** them with **care**.

7.2 Protection of confidential information

Knowledge and know-how is key for Exyte's success. It goes without saying that the protection of Exyte's trade secrets and other confidential information is of critical importance for the future of our company. The same care and attention is to be exercised with regard to data of our business partners provided to us during a project or even in advance of the award of a project. All confidential information, whether belonging to Exyte or our business partners, must be handled responsibly. Mark confidential information, keep it safe and limit access to those with a need to know. You must not disclose any confidential information which you have obtained during the course of your employment until such information becomes public knowledge, either during or after termination of your employment.

We take appropriate measures to
**» protect confidential information of
Exyte and of our business partners.**



08 | No insider trading

Anyone with access to confidential information about a publicly listed company (e.g. customers, subcontractors or even Exyte itself) which – if such information became public – could substantially influence the market price of such publicly traded company's shares is considered an "Insider". Insider information must be treated with special care. You must never use Insider information for your own trading purposes or to advise or tip off others in trading their shares. Insider trading is a violation of law.



We are aware of the
» **special requirements for the
handling of Insider information.**

09 | Diversity and fair labor

Cultural diversity is a strength that creates a richness in our company. Diversity management at Exyte does not only mean that all employment decisions including, for example, decisions regarding recruitment or benefits, are based on individual qualifications, without regard to race, color, religion, national origin, sex, age, physical handicap, disability, sexual orientation, or any other status protected by law. It also means that we take pride in our employees, benefit from their differences and support them individually.

Diversity means that we do not discriminate, and furthermore that we do not tolerate discrimination. All employees are asked to treat each other with respect and fairness. No form of discrimination or harassment will be tolerated at work. Any offences will result in disciplinary action.

We strive for fair labor conditions and comply with all applicable national regulations regarding forced or child labor and fair remuneration. We ask all employees to be aware of and watch out for any indicators of non-compliance with labor laws and to monitor indicators closely.

We see diversity as a strength,
» **support fair and encourage respectful cooperation**
amongst our employees and
towards our business partners.

10 | Implement the Exyte Code of Conduct

All Exyte Group personnel are expected to understand the Exyte Code of Conduct and to implement it in their day-to-day work. This includes participating in the assigned compliance training and actively seeking advice from the Exyte Compliance Team if you have any questions or are in doubt as to your obligations.

Managers are expected to make their team members familiar with the Exyte Code of Conduct and to emphasize the importance of compliance to their teams. They are furthermore expected to implement and monitor compliance with the required processes and live up to their special responsibility as role models for complying with applicable laws and the Exyte Code of Conduct and for acting with integrity.

Compliance with the Exyte Code of Conduct is the **» personal responsibility** of each and every employee.

All » **managers** are responsible for ensuring **compliance in their area of responsibility.**





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