



# Company Guideline

## Code of Conduct

### Index

I. Preamble .....	2
II. Basic requirements for the company organization .....	4
II.1. Separation of Functions.....	4
II.2 Regulations.....	4
II.3. Control and documentation.....	5
<b>II.3.1. Principles</b> .....	5
III. Dealing with business partners and third parties.....	6
III.1. Fairness in competition.....	6
III.2. Integrity in business (granting and acceptance of an advantage) .....	6
III.3. Dealing with (foreign) clients.....	7
III.4. Donations, Sponsoring and contribution payments to political associations .....	8
III.5. Governemental orders and combating money laundering .....	8
III.6. Trade Control.....	9
IV. Avoidance of conflicts of interest.....	9
V. Dealing with business property .....	9
VI. Dealing with Information.....	10
VI.1. Writs.....	10
VI.2. Secrecy.....	10
VI.3. Data control and information security .....	10
VII. Industrial safety, health and environment.....	11
VIII. Compliance-Implementation and control .....	11
IX. Inception and announcement.....	12



## I. Preamble

The Marabu Compliance Policy is a **binding** internal standard based on applicable law for all business activities of the Marabu Group. The Marabu Group shall be understood here as all companies and branches in which **Marabu GmbH & Co. KG, Tamm**, is the majority shareholder as well as their subsidiaries.

It concerns, on one hand, general rules of conduct within the company and towards third parties and, on the other hand, organizational requirements to ensure compliance with regulations and processes within the companies.

Compliance with international conventions and the **laws** and legal systems of the countries in which we do business is a fundamental principle at Marabu. Each employee must comply with the applicable laws of the jurisdictions and Marabu policies within which he or she operates. Violations of the law must be avoided at all costs.

All employees of the company contribute to a corporate culture characterized by **fair** and **cooperative collaboration**. Respect and trust in daily dealings with one another are among the basic convictions of management and employees. In addition, every employee is committed to responsible behaviour and integrity. This behaviour should also be characterized by a high degree of environmental and hazard awareness as an integral part of the employees' daily business. The personality and dignity of each individual is to be respected.

**Equal opportunities** and equal treatment shall be granted to all employees, irrespective of their skin colour, religion, gender, nationality, sexual orientation or political views, insofar as these are based on democratic principles and tolerance towards those who think differently.

Mutual **appreciation** is based on inner conviction and includes a willingness to act. This also means that problems in the workplace are addressed and solutions to problems are sought together. Only in this way an environment characterized by openness, tolerance and fairness can develop. As part of their leadership role, managers prevent unacceptable behaviour. They act as mediators in the event of conflicts. Every employee undertakes to refrain from any form of discrimination (mobbing).

All employees, especially managers, are aware that they represent the company through their behaviour at all times and thus shape its reputation **externally** and the culture **internally**. All employees treat others in the same way as they expect others to treat them. This results in fair and respectful dealings with customers and other external persons who have a business relationship with the company. Fairness and appreciation also apply to advertising and the company's own presentation to the public both inside and outside the company.



In order to preserve the good image of our company, these rules of conduct must be observed not only during working hours, but also during **off-duty activities** that affect the interests of the company or if the employee is perceived by third parties as a representative of the company.

All employees are called upon to comply with the Compliance Guideline on their own responsibility and to support colleagues in implementing it. In this way, the image and success of Marabu can be effectively maintained and promoted.

Notice:

For better reader-friendliness, only the masculine form is used in this guideline.

## II. Basic requirements for the company organization

### *II.1. Separation of Functions*

In general, the principle of an appropriate separation of personnel between different functions and responsibilities must be followed. If the separation of functions cannot be ensured, suitable controls must be in place at a higher level.

Internal control systems (ICS) are used to ensure compliance with laws and internal regulations, protect company property, safeguard against misuse and ensure that dispositions and actions on behalf of the company are only carried out with appropriate authorization.

### *II.2 Regulations*

For all essential processes, the Marabu Group has a globally valid Management Manual (MMH) with site-specific variants, in which work processes are regulated and responsibilities are defined. The regular maintenance, updating and distribution of this documentation is regulated.

Process responsibility lies with the respective managers (named in the flow charts).

The MMH is supplemented by procedural and work instructions. The system is audited annually by external auditors.

In addition, the following rules and regulations are in place for the Marabu companies:

- International standards (norms and regulations) e.g. the 8 ILO core labour standards, OECD guidelines
- Competence regulations
- Company agreements and internal guidelines, in particular the Marabu Data Protection Policy
- Cash regulations (KG)
- Job descriptions, employment contracts
- Forms

A detailed list of all regulations is deliberately omitted here. All regulations are accessible to the employees concerned on the intranet. General agreements are binding and applicable to all employees.

### *II.3. Control and documentation*

#### **II.3.1. Principles**

The dual control principle must be observed for all important decisions. The competence regulations form an essential basis for this.

Random checks are carried out to ensure adherence with compliance requirements and other internal company guidelines. These take place through audits (QES audit program), revisions at subsidiaries (CFO) and the annual management review by the Executive Board. A compliance officer will not be appointed until further notice.

A complete **documentation** of the regulations existing for the individual areas and work processes (and recorded in the Marabu Management Manual) must be ensured for all business transactions.

All employees have to ensure that the books and records they prepare or are otherwise responsible for in the course of their business activities

- are complete
- are accurate
- faithfully reflect each business transaction and
- are prepared in a timely manner in accordance with applicable rules,

whether they are intended for internal (e.g. expense reports) or external use (e.g. financial reports).

Required approvals must be obtained and documented.

Reports prepared and published by the company must comply with all legal requirements; in particular, the financial statements have to accurately reflect the financial situation of the company.

The reports are submitted to the management, the shareholders and the advisory board.

Related with the monthly and annual financial statements, reference must be made to the principle that the accounting of operating expenses must be carried out carefully and promptly.

### III. Dealing with business partners and third parties

#### *III.1. Fairness in competition*

Every employee is obliged to comply with the rules of fair competition. Violations of the antitrust laws applicable in individual countries may have negative consequences for Marabu as a company and result in fines, claims for damages or loss of image.

- Employees must therefore not agree with competitors on prices, production output, capacities or market shares. Furthermore, no information about tenders, profit (margins), costs or other factors that could influence the company's competitive behaviour may be disclosed to competitors.
- Employees are not permitted to make agreements with competitors not to compete, to restrict business relations with suppliers, to submit bogus offers in response to invitations to tender or to divide up markets.

Employees must also not acquire competitive information through industrial espionage, bribery, theft or wiretapping, or knowingly disseminate false information about a competitor or its products or services.

Marabu respects the trademark, patent, utility model and other proprietary rights of its competitors. Marabu ensures that its products do not infringe the property rights of third parties by regularly reviewing property rights during product development.

#### *III.2. Integrity in business (granting and acceptance of an advantage)*

##### **Term of corruption**

The term "corruption" includes the following criteria in particular:

Abuse of an official function, a comparable function in business or a political mandate at the instigation or on one's own initiative:

- obtaining or seeking an advantage for oneself or for a third party
- Occurrence of a direct or indirect damage or disadvantage for the general public (in an official or political function)
- Secrecy or concealment of these intrigues.

Criminal law does not recognize an independent element of corruption, but sanctions the injustice associated with it in various criminal offenses.

There are corruption offenses and so called companion crimes.

Besides fines or prison sentences further legal consequences are required by law.

## Regulation

The acceptance and granting of advantages to business partners is subject to the condition that any advantage may not be granted in connection with the initiation, award or execution of a contract. No employee may offer, promise, grant or accept unjustified advantages to business partners and representatives or employees of public institutions, unions, civil servants and employees of state-owned companies as well as candidates, representatives and employees of political parties or to these parties themselves.

Benefits may be granted in the form of cash payments, other benefits of monetary value such as targeted invitations to events, airline tickets, lavish hospitality or other promises. Furthermore, it is forbidden to demand or accept benefits that are not within reasonable limits or that do not take place within the scope of normal cooperation.

Marabu will not consider any transactions that involve a violation of legal regulations. An advantage is considered to be any direct or indirect benefit.

Employees who are responsible for the awarding of contracts have to

- ensure that the persons and companies commissioned are familiar with and comply with our anti-corruption guidelines (see below).
- check the qualifications and reputation of the persons and companies commissioned.
- agree on suitable contractual regulations in this regard.

### *III.3. Dealing with (foreign) clients*

Marabu employees must strictly comply with all anti-corruption and customs laws and (foreign) trade regulations.

Foreign anti-corruption laws may also include instructions for documentation, internal accounting and internal controls to ensure the reliability and accuracy of records and reports.

**Foreign trade laws** include regulations on the sale or transfer of products, technology, and information; prohibitions on doing business with certain countries; requirements for obtaining regulatory approvals when exporting goods or transferring services and technology in certain cases; and audits of all persons and entities in contact. **Customs laws** require the exact description, complete listing as well as an appropriate declaration of value.

When transferring or exporting our goods, we observe the applicable national and international foreign trade laws and regulations in the valid version.

**Antiboycott laws** may prohibit participation in boycotts of other countries and restrict the disclosure of information about business activities and about individuals, as well as specify reporting of certain solicitations to share information or participate in boycotts.

Violation of these complex international trade laws can be significant for the company and the individuals acting on its behalf and includes fines and imprisonment. In case of questions regarding the application of these laws in their own area of responsibility, employees should contact the person in charge of export control or the management (MKG).

National regulations must be observed and applied accordingly in subsidiaries.

#### ***III.4. Donations, Sponsoring and contribution payments to political associations***

Donations are to be initiated exclusively by the managing directors. Generally excluded are donations to:

- individuals and profit-oriented organizations
- to private accounts
- political parties
- organizations whose goals are incompatible with Marabu's corporate principles
- as well as donations that damage the reputation of Marabu.

Donations are only permitted if the recipient and the intended use are known, the donations are legally justifiable and documented.

Donations of goods will only be made to social institutions at the company's headquarters. For this purpose, a release must be obtained from the respective management in each individual case.

#### ***III.5. Governmental orders and combating money laundering***

Business relationships between government entities and Marabu shall be transparent, honest and accurate. All government procurement laws and regulations, including legislation prohibiting the undue influence of public officials, must be complied with.

Business relationships may only be entered into with clients, consultants and business partners whose actions are lawful and whose financial resources are of legitimate origin. Marabu does not support money laundering, that is, the concealment of the ownership or origin of funds from criminal activities such as fraud, bribery, organized crime, terrorism, or drug trafficking through the introduction of illegally acquired money or other assets into the legitimate financial and economic circuit. Anti-money laundering laws designed to detect and prevent suspicious transactions must be complied with by all employees. Similarly, record-keeping and accounting requirements for cash and other transactions and contracts must be implemented. Violations and suspicious behaviour must be reported. For this



purpose, the **Ebner Stolz** office is available to us on a confidential and, if desired, anonymous basis (for contact details, see section VIII).

### ***III.6. Trade Control***

In the context of business activities abroad, all applicable export control and customs laws and regulations of the respective countries must be complied with. These laws and regulations generally apply to the transfer of, among other things, goods, services or technologies across certain national borders (including by electronic means), to direct or indirect exports or imports from or into sanctioned countries, or in connection with third parties suspected of threatening national security or engaging in criminal activities. Compliance with all applicable economic sanctions, export control and import laws and regulations, policies and processes is mandatory. Violations may result in drastic penalties.

## **IV. Avoidance of conflicts of interest**

Employees of Marabu may not place their own interests and activities in the foreground in connection with business activities and decisions. Furthermore, the use of Marabu's business partners for private purposes is prohibited if this results in advantages for the employee or if the employee can influence the commissioning of the company in the context of his or her business activities. Purchasing employees undertake not to make any private purchases from suppliers or otherwise order through the company. In addition, Marabu employees are not permitted to act on behalf of business partners or competitors. Other conflicts of interest that may arise, such as certain sideline activities or participations in competitor companies, must be disclosed to managers and identified and avoided at the outset.

## **V. Dealing with business property**

Company property such as telephones, computers and software for using the Internet and e-mail may also be used by employees outside working hours.

Information that supports racial hatred, glorification of violence as well as other criminal offenses or is ethically and sexually offensive may not be disseminated under any circumstances.

Employees are required to protect company property from loss, theft or misuse. Use for illegal activities and in connection with potential conflicts of interest is prohibited without exception. This also applies if the use results in significant additional costs, disruptions in the course of business or other negative effects for Marabu.

For the use of company vehicles, please refer to the relevant vehicle policy.

Remuneration, benefits in kind and economic advantages granted to employees outside the normal salary payments are only permitted with the written approval of the Group Management. This does not include agreements on variable salary components within the usual framework, which are clearly

agreed in advance and budgeted accordingly. This also includes, for example, benefits granted to employees, such as the granting of loans at a reduced rate or without interest or the waiving of loan repayment, the assumption of costs for an employee or persons close to him, and the like.

Non-cash benefits to employees, such as hospitality on the occasion of internal events and celebrations, are only permitted to an extent and scope appropriate to the situation. If the planned budget exceeds EUR 100 per participating employee, the approval of the Executive Board must always be obtained before the benefit in kind is granted. For gifts or flowers on the occasion of birthdays or anniversaries, an approval-free upper limit of EUR 50 per employee/gift applies in principle.

## **VI. Dealing with Information**

### ***VI.1. Writs***

Records and reports must be correct and truthful. Accordingly, all employees must ensure that legally, technically and economically relevant business transactions are documented carefully and completely. Business records are the exclusive property of Marabu and must be prepared in accordance with the company's regulations and retained in accordance with legal requirements.

### ***VI.2. Secrecy***

Employees must maintain confidentiality about all company and business secrets both during the employment relationship and after its termination. In particular, Marabu's Data Protection Policy must be complied with.

Confidential or proprietary information includes details of the company's organization and facilities, prices, sales, earnings, markets and customers, information on project developments and internal reporting figures.

### ***VI.3. Data control and information security***

All data protection regulations must be complied with. Details are regulated for the KG in the Management Manual and in the Data Protection Policy. The data protection officer for KG is Ms. Yvonne Piater (piater@ernaehrung.net). The head of the IT department acts as data protection coordinator in the Group.

All employees are required to comply with the applicable general standards on IT security. To the extent that the group management issues independent regulations on compliance with IT security, these must be observed by all employees. Compliance with IT security relates in particular to the integrity

and availability of systems (e.g. in the event of cybercrime). In particular, all employees must be particularly attentive and careful when dealing with emails from unknown senders or from known senders but with suspicious content (CEO fraud!) and when opening attachments to such emails.

## VII. Industrial safety, health and environment

It is the task of all Marabu employees to avoid hazards for people and the environment, to minimize the impact on the environment and to use resources sparingly. Processes, operating sites and resources must comply with the relevant legal and current internal requirements for occupational safety and health and environmental protection.

Further development is initiated by environmental programs, occupational safety committees and audits.

## VIII. Compliance-Implementation and control

All employees must conduct themselves in accordance with the standards set out in this Compliance Policy in order to ensure that the policy is adhered to. All employees must familiarize themselves with the legal and other external and internal regulations and guidelines relevant to their areas of activity and comply with them. Supervisors must organize their areas in such a way that the above regulations can be complied with. This includes, in particular, communication and monitoring. Any grievances must be addressed openly. Each supervisor is a role model with his or her personal integrity.

The regulations of this guideline take precedence over any conflicting instructions from superiors.

All employees are obliged to report violations of this compliance guideline immediately to their direct supervisor or to the management.

Ebner Stolz played a significant role in the development of this guideline and is available to clarify questions or provide advice.

In the event of uncertainty about the procedure or content-related questions that employees would like to discuss confidentially, the employee can contact Ebner Stolz, Mr. **Volker Hecht**, Tel. +49 (0)711 2049-1340, (Volker.Hecht@ebnerstolz.de) or alternatively Mr. **Gerhard Schroeder**, Tel. +49 (0)711 2049-1110 (Gerhard.Schroeder@ebnerstolz.de) or their successors. If desired, this **can also be done anonymously**. Employees are assured that they will not suffer any disadvantages as a result.

The management reserves the right to have compliance with this Guideline audited internally or externally or to develop it into a compliance management system (CMS) in accordance with IDW Standard PS 980. For the time being, no systematic review is specified, but rather reliance is placed on cooperation based on trust.

For the time being, we therefore refrain from (voluntarily) implementing an early risk detection system within the meaning of Section 91 (2) of the German Stock Corporation Act (AktG) or a risk management system in accordance with IDW Standard PS 981, in which the main compliance risks would have to be included.

### **IX. Inception and announcement**

This guideline comes into force in the present version on today's date. It will be made known to all employees of the Marabu Group by the managers.

The managers acknowledge receipt of the policy and accept its contents by their signature.

Tamm, 08. May 2021

Managing directors of the Marabu GmbH & Co. KG



York Boeder



Rolf Simon