

Employee Code of Conduct of the KEMPER Group Companies



Introduction by the Management

Dear Staff Members,

Gebr. Kemper GmbH + Co. KG is a family-run business with strong values, which has been operating since 1864. “Fortschritt machen” – “Making progress” – is not just a slogan for us, but our fundamental philosophy. We set equally high standards for the quality of our products as for our staff members in the field of compliance.

This Employee Code of Conduct corresponds to the desire of the KEMPER Group’s management to ensure compliance with legal regulations, in particular with regard to antitrust issues and the avoidance of corruption allegations, in order to keep the company and all staff members safe from harm and also commit them to comply with our moral and ethical values.



Olpe, October 2022



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1. PURPOSE/AREA OF APPLICATION

This Code of Conduct contains the essential rules and principles of behaviour that apply to all staff members of the KEMPER Group and serves to make the staff members of the KEMPER Group aware of the fundamental legal and ethical requirements that KEMPER expects for our working together.

2. SCOPE OF APPLICATION

This Code of Conduct applies to all staff members, executives and bodies (hereinafter referred to as “staff members”) of Gebr. Kemper GmbH + Co. KG and its subsidiaries worldwide (hereinafter referred to as “KEMPER Group”).

3. ETHICAL COMMITMENT

The KEMPER Group aims to grow its business sustainably on the basis of corporate responsibility and economic efficiency. The staff members of the KEMPER Group will always behave with integrity, fairness and honesty towards customers and business partners. Compliance with applicable legal requirements and regulations in all regions and countries where KEMPER staff members work and do business will be strictly adhered to.

The KEMPER Group is guided by the principles of the “Global Compact”. Every single staff member is subject to this maxim and will neither commit nor facilitate human rights violations at any time.

4. COMPLIANCE WITH ANTITRUST LAW

The KEMPER Group commits itself and its staff members to behave in accordance with antitrust law. The management of the KEMPER Group strictly rejects agreements that are questionable under antitrust law as well as arrangements that impact on the spirit of ethical behaviour and are likely to bend or circumvent applicable law, and commits its staff members to observe the same strict conduct.

ASSOCIATION AND WORKING GROUP ACTIVITIES WITH A HORIZONTAL FOCUS

The KEMPER Group supports work in associations and cooperation in working groups. Participation in such working sessions serves the purpose of professional exchange. Members of such working groups may also be competitors. However, there is a risk that the working group’s activities may lead to antitrust violations being committed due to imprudent or wilful actions. In the worst case, this can result in heavy fines and criminal penalties.

According to Section 1 of the German Act against Restraints of Competition (*Gesetz gegen Wettbewerbsbeschränkungen – GWB*) and Article 101 TFEU, “all agreements between undertakings, decisions by associations of undertakings and concerted practices which have as their object or effect an appreciable restriction of competition” are practices that violate antitrust law.

Participation in such working groups must comply with antitrust law.

The KEMPER Group expects its staff members to comply with the following principles as a minimum requirement when participating in associations and working groups.

No exchange of information relevant to antitrust law

No information may be exchanged and/or no agreements of whatever form may be made between current or potential competitors that are likely to have a restrictive effect on competition and are therefore in violation of antitrust law. This includes, in particular, the following information:

- Communication of price or cost calculations,
- Communication about individual cost items of the companies,
- Communication about orders on hand, stock levels, sales figures, delivery times,
- Communication about purchase prices and procurement costs,
- Agreements on pricing strategies, profit margins, sales targets, agreements on the development of individual market shares and similar,
- Communication about individual strategies with direct purchasers and similar,
- Communication about pending tenders,
- Communication about individual contract negotiations and contract wordings,
- Communication about specific business deals or opportunities,
- Communication about offers, demands of a certain “common” market counterpart,
- Concerted action regarding disputes with individual (“common”) suppliers/customers,
- Individual business plans (product launches, investments, discount campaigns, price adjustments and similar),
- Communication about sales policies and marketing plans,
- Boycott agreements regarding disadvantages for customers, suppliers or competitors, blocking of delivery and procurement,
- Communication about technologies, research and development programmes, and other sensitive company data,
- Communication about plans to expand or reduce capacity, insofar as conclusions can be drawn with regard to future market behaviour.

The KEMPER Group rejects any agreement and any exchange of information that is likely to influence its own market behaviour or the market behaviour of an industry and that is prohibited by antitrust law.

ATTENDANCE OF ASSOCIATION AND WORKING GROUP MEETINGS

The KEMPER Group expects staff members who attend association and working group meetings to observe strict meeting etiquette. This includes but is not limited to:

- Receipt of the agenda prior to attendance of an association or working group meeting in order to assess any issues that may be problematic under antitrust law,

- Detailed minutes are kept of the meeting,
- Items on the agenda are strictly adhered to and proposed amendments are announced before the meeting,
- Any problematic issues under antitrust law are legally clarified beforehand and, where necessary, removed from the agenda,
- There are no spontaneous statements that are not on the agenda during the meeting,
- In the case of spontaneous statements of a nature that violates antitrust law, the meeting must be interrupted and the statement must be recorded in the minutes,
- If discussions of a nature that violates antitrust law continue, it must be insisted that the circumstances be recorded and that the meeting be left,
- The minutes are carefully checked with confirmation of or objection to the contents.

THE FOLLOWING TOPICS, IN PARTICULAR, ARE UNOBJECTIONABLE FOR ASSOCIATION AND WORKING GROUP ACTIVITIES:

- Formulation of purely political positions, political lobbying,
- Sharing of experiences and coordinating interaction with government agencies,
- Purely abstract technical or scientific topics,
- Abstract discussions of general market developments without disclosing or coordinating individual plans,
- Discussion of press reports e.g. on industry developments and publicly known market behaviour of certain players, but without adding own response plans,
- Discussions that do not lead to the suspicion of concerted economic practices.

However: **Any sharing of information and any agreement between two parties that harms or disadvantages a third party is prohibited and rejected by the KEMPER Group.**

5. ANTI-CORRUPTION POLICY

The KEMPER Group maintains transparency in its dealings with customers, suppliers and authorities and complies with international anti-corruption standards, such as those set out in the UN Global Compact, as well as applicable anti-corruption and anti-bribery laws.

Staff members of the KEMPER Group may accept gifts and other benefits if they are a customary business practice, ethically acceptable and socially appropriate. The benchmark value is EUR35.00. Beyond this, no staff member of the KEMPER Group may solicit or accept gifts or other personal benefits from customers, suppliers or other business partners. Accepting and offering gifts and other benefits is prohibited in particular if they appear likely to influence pending business decisions or violate a law, regulation or directive.

Every staff member of the KEMPER Group is also committed to ethical principles and social appropriateness when offering gifts and other benefits. Gifts and other benefits may be offered to customers and business partners only to the extent that they are a customary business practice and ethically acceptable. Any rejection by individuals and companies whose own code of conduct prohibits the acceptance of gifts and other benefits must always and strictly be observed.

The benchmark value for the attendance of business dinners, both as a host and invitee, is an amount of EUR 80.00.

Example: Accepting a cup of coffee, an invitation to a plain lunch or buffet-style meal during a visit to a customer or supplier can be described as socially appropriate.

The written consent of the management must be obtained for the attendance of events by invitation which involve benefits exceeding this amount (exception).

6. CONFLICTS OF INTEREST

The KEMPER Group expects its staff members to act ethically when dealing with conflicts of interest. All staff members must notify the management of the KEMPER Group about relationships with persons or companies with whom the KEMPER Group does business that could lead to conflicts of interest – such as family relationships, partnerships, business partnerships or investments.

7. MONEY LAUNDERING, CASH TRANSACTIONS

KEMPER Group expects its staff members to strictly comply with all anti-money laundering laws and regulations – including those rules and regulations that require the reporting of currency transactions with blocked persons.

Staff members of the KEMPER Group are not permitted to engage in cash transactions to circumvent currency restrictions, to accept cash intended for the payment of merchandise transactions or to conduct purchasing activities on a cash basis.

8. COMPLIANCE WITH LEGAL OBLIGATIONS

The management and staff members of the KEMPER Group shall always pursue responsible and ethical business practices and ensure that business processes comply with legal regulations and international conventions. They shall observe and comply with the laws, legal ordinances and other regulations of the federal government, the federal states and countries as well as applicable legal acts of the European Union.

The management and staff members of the KEMPER Group observe the applicable laws and regulations on export control, sanctions and customs processing in all regions and countries. These principles apply to the movement of goods as well as financial transactions, the use of technology, and the purchase or recruitment of personnel.

9. SANCTIONS

The management of the KEMPER Group neither accepts nor tolerates violations or abridgements of this Code of Conduct for Staff Members. Staff members of the KEMPER Group who violate this Code of Conduct must expect to face measures under labour law and civil law. Penalties and fines will be attributed and charged to the offender.

10. CONTACT FOR QUESTIONS ON THE CODE OF CONDUCT

Gebr. Kemper GmbH + Co. KG

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11. WHISTLEBLOWER HOTLINE

The management of the KEMPER Group takes this Code of Conduct for Staff Members very seriously.

KEMPER Group staff members who are or become aware of acts or omissions contrary to this Code of Conduct or of violations of EU law may bring their observations and knowledge of harmful acts or omissions to the attention of the internal reporting office, also anonymously, by invoking Directive (EU) 2019/1937 for the protection of persons who report breaches of Union law without having to fear retaliation of any kind.

The internal reporting office will receive, document and handle the reported observation in compliance with confidentiality requirements. As part of its further procedure, the internal reporting office will (i) conduct internal investigations, (ii) refer the whistleblower to other competent agencies, (iii) close the case for lack of evidence or other reasons, or (iv) refer the case to a competent authority for further investigation.

Internal reporting office

Gebr. Kemper GmbH + Co. KG

Guido F. Höck, Legal Counsel and Head of the Legal Department

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