



# **Code of Conduct of Blue Cap-Group**

## Document information

### Key facts

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No.	Version	Date	Decision-maker

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# 1 Recitals

Blue Cap AG is a capital market oriented industrial holding company founded in 2006 and based in Munich. As an investment company, Blue Cap invests its own capital specifically in medium-sized niche companies with growth and improvement potential.

The object of Blue Cap AG's business is the increasing of the enterprise value of target companies in the long term. In this process, the enterprise value of Blue Cap is first determined based on the value of its subsidiaries and affiliated companies (together with Blue Cap AG hereinafter referred to as "Blue Cap-Group", "Blue Cap", "Company", "Corporate Group" or "Group").

The companies of Blue Cap-Group are developing independently and each is pursuing its own growth strategy. We see ourselves as partners to the management and use our cross-industry expertise to actively support investments. We attach particular importance to creating a positive environment for the integration and preserving the independence of the holdings.

The corporate values of the Group are long-term investments, the assumption of entrepreneurial responsibility, the preservation of the independence of the holdings, the focus on sustainability, and the promotion of digitisation.

Fair, professional and honest treatment of each other as well as our customers and business partners is the foundation for our reputation and business success. We are aware of this responsibility and committed to fostering the confidence of investors, business partners, investment companies and the public in Blue Cap-Group. We pride ourselves on doing our business guided by high standards of integrity and see this as the foundation of our success. For us as individuals in the company, integrity means that others can trust and respect us and know that we are honest, fair and sincere.

For our company, integrity means that Blue Cap AG and its subsidiaries and affiliated companies fulfil their obligations and are a reliable and trustworthy business partner. Integrity future-proofs our reputation and enables us to be successful even in today's complex and highly competitive business environment.

This Code of Conduct sets out the principles of how we do our business in accordance with policies, laws and regulations. By complying with this binding Code, we ensure that our business operations and decisions are not only in compliance with laws and regulations, but also with the principles underlying the way of how we do our business.

Ulrich Blessing  
COO

Tobias Hoffmann-Becking  
CIO

Matthias Kosch  
CFO

## **2 Definition of compliance and scope of application**

Compliance means adherence to rules, i.e. the observance of laws, guidelines, but also voluntary codes of companies. In accordance with Deutscher Corporate Governance Kodex (German Corporate Governance Code), "compliance" is understood as a collection of all measures required to ensure that all employees act in accordance with the law and ethical principles that affect the company and its activities.

This Code of Conduct formulates the core values and tenets of our Corporate Group for those who do business on behalf of Blue Cap-Group.

The Board of Directors of Blue Cap AG as well as the management boards of the subsidiaries are obliged to ensure compliance with the statutory provisions and internal guidelines and work to ensure their observance within the Group or the individual companies of the Group. The Board of Directors and the management boards of the subsidiaries are supported in this by the compliance officers from the subsidiaries.

This Code of Conduct is binding on all companies (in particular also the subsidiaries) of Blue Cap-Group and their employees. Each employee is bound by the Code of Conduct and is personally responsible for complying with it. This Code of Conduct also applies to all business transactions within Blue Cap-Group.

The scope of compliance rules of Blue Cap-Group includes compliance with laws and regulations and the observance of internal guidelines and instructions. During stays abroad, the laws and regulations applicable in the respective country as well as the essential social norms and ethical principles must be observed in addition to the requirements of national law. Each employee is personally responsible for complying with the laws applicable to his or her field of work. It is strictly prohibited to induce third parties to commit unlawful acts or to knowingly participate in such acts.

Violations of laws and regulations and failure to comply with internal guidelines and instructions can have serious consequences not only for the individual him- or herself but also for Blue Cap-Group. Therefore, reprehensible deliberate misconduct will not be tolerated. Such misconduct and violations will be consistently and without exception penalized by Blue Cap-Group within the framework of the legal provisions, irrespective of the rank and position of the person committing the misconduct or violation and the person harmed.

## **3 Approval, implementation and updating of the Code of Conduct**

The Code of Conduct comes into force on 1 October 2020 following a resolution by the Board of Directors of Blue Cap AG and a corresponding notification at all subsidiaries. The regulations of this Code of Conduct are reviewed regularly, at least every two years, to ensure that they are up-to-date and appropriate, and, if necessary, revised.

The management board of each subsidiary is obliged to observe and implement this Code of Conduct as a binding framework and to ensure and monitor compliance with it within the company. It is also responsible for announcing this Code of Conduct or its revisions or amendments at all employee levels. The Compliance Officers of each company provide support in this respect.

The latest version of this Code of Conduct is available from the Compliance Officers of Blue Cap-Group.

## 4 The Code in a nutshell

Our Code of Conduct defines our responsibilities and the behaviour we expect from employees to ensure a constructive and productive working environment that supports our core values and beliefs. It guides and supports our employees in making the right decisions and doing the right thing.

The following control questions aim to provide each employee with initial aid in the decision-making process if he or she is unsure about whether the intended conduct is permissible or not:

- 1) Is my decision right and not influenced by any personal interests?
- 2) What would others think of this decision?
- 3) Am I ready to take responsibility for this decision?
- 4) Is this decision in compliance with this Code of Conduct?

If your answer to all these questions is "yes", then the action or decision you intend to take is most likely correct and complies with the principles of conduct set out herein. If you are not sure, please contact the relevant in-house officer to consult the action or decision you intend to take.

### **Think about it:**

Act when you see a problem.

Ask if you are not sure.

## 5 Confirmation procedure

This Code of Conduct has to be available to every employee of the Blue Cap Group on request. Each manager must confirm in writing that he/she has received and read the Code of Conduct and has brought the regulations to the attention of the employees in his/her area of responsibility and that he/she and the employees in their respective areas of responsibility have committed to comply with it. The corresponding confirmations are kept in the personnel files by the HR departments. If it is decided to introduce further training and implementation measures, all employees concerned will be informed thereof in a verifiable manner.

## **6 Principles of conduct**

### **Observance of laws and social norms**

Blue Cap-Group has presence on many product markets and in many regions of the world through its subsidiaries and is thus subject to diverse jurisdictions. Being a responsible member of those societies means for us that we observe all applicable laws, whether local or national, and respect national customs, tradition, - to the extent that they correspond to their standard of worth -, other rules, internal regulations, guidelines and working instructions, as well as other social norms. Any violation thereof could seriously damage the reputation of our company and have other negative consequences.

### **Avoidance of conflicts of interest**

A conflict of interest is a situation in which there is risk that personal interests of an individual employee or a third party will affect the interests of Blue Cap or the customers. It is important to us that our employees are free of any conflicts of interest or conflicts of loyalty. We rely on the belief that all our employees make their decisions solely based on objective criteria and that they are not influenced by personal interests or relationships when making business decisions. All employees are obliged to immediately notify their manager of any conflicts between their business and personal interests. Conflicts of interest can arise especially when an employee acts in competition to Blue Cap or its subsidiaries, acts for or has established relations with another company, or enters into legal transactions with Blue Cap or its subsidiaries.

All business relations with external or affiliated companies shall be maintained at arm's length and be free of any personal interests of employees.

### **Trade and business secrets**

Blue Cap-Group has valuable know-how and extensive trade and business secrets. This also includes so-called insider information. This knowledge is the basis of our business success. It is our responsibility to ensure the confidentiality, availability and integrity of this information both in electronic and in paper form.

Unauthorised disclosure of business and trade secrets, as well as their unauthorised modification, destruction or disclosure, can cause great damage to Blue Cap-Group. This can result in penalties for the employee concerned under labour, civil and criminal law. We therefore take all necessary and appropriate measures to prevent abuse of trade and business secrets. We recognise the intellectual property of competitors and business partners. All employees are obliged to keep the trade and business secrets of third parties secret and to use them only within the framework of the agreements made with the respective third parties.

### **Data protection**

The protection of personal data is subject to special legal regulations. Data are considered personal if they contain information about the personal or material circumstances of a natural person. This includes, for example, the address, bank details, user profiles or cookie data of customers, employees and suppliers. There are also particularly sensitive categories of data such as information on religious affiliation or health data. We are firmly committed to the protection of personal data against unauthorised processing, unauthorised modification, dissemination or erasure. We have our employees commit to protect the personal data entrusted to Blue Cap AG and its subsidiaries against illegal processing and abuse. Detailed information can be found in the respective "Privacy Policy" of Blue Cap AG and its subsidiaries.

IT security is particularly important in this context. All employees are requested to use all electronic information systems in a respectful as well as ethically and legally impeccable manner and to use the available security measures/procedures (especially encryption, passwords) to protect all data of Blue Cap Group.

## **Occupational safety and environmental protection**

Blue Cap-Group and all its employees share responsibility for protecting people and the environment and for ensuring that the sites we operate are safe and liveable places. Protecting people and the environment as well as conserving resources are our core corporate goals. Blue Cap-Group is committed to sustainable and socially responsible management, to creating safe and healthy working conditions and to striving for continuous progress in the areas of safety, health and environment. We all have the obligation to work in a way that causes no harm to third parties or creates no environmental footprint and to report immediately any accidents, business interruptions or other dangerous conditions to the responsible departments within the company so that dangers can be averted and damage limited as quickly and effectively as possible.

Occupational safety is everyone's business. All employees share the responsibility for safeguarding workplace safety in their department. Regulations concerning environmental protection as well as occupational health and safety must be strictly adhered to. Decreasing care in dealing with potential sources of danger is becoming a problem. People tend to perceive compliance with safety regulations as a work chore and tend to conclude that potential danger is under control. Every employee must demand – in his/her own interest and in the interest of colleagues and the entire company – that the safety regulations are consistently adhered to. The superiors should serve here as an important role model.

## **Non-discrimination**

We at our company tolerate no form of discrimination or harassment, whether based on age, disability, origin, race, gender, sexual identity, religion, political opinion - as far as they are in accordance with the free democratic basic order - or trade union membership. We respect the personal dignity and personal rights of each individual.

## **Handling of company assets**

We use Blue Cap-Group's assets, equipment and working materials, business documents and other tangible and intellectual property in a responsible manner and exclusively for business purposes. Any use of these assets for unsuitable or unauthorised purposes is not allowed.

## **Benefits**

The occasional granting of benefits (usually gifts or invitations) is, to a certain extent, part of standard business practice in dealing with customers and business partners. It can lead, however, to possible conflicts of interest. Therefore, personal advantages that go beyond a socially acceptable level and are likely to impair the impartiality of the business relationship may neither be accepted nor granted.

In this regard, please refer to the anti-corruption guideline.

## **Money laundering**

No employee may commit acts that infringe upon domestic or foreign anti-money laundering regulations. If you are not sure whether the intended transaction involving the transfer of cash is permissible, you should consult the responsible financial department early on.

## **Insider information and insider trading**

We are committed to fair and sustainable securities trading. For the reputation of our company it is vital that we keep insider information confidential. Insider information is all information that is not publicly known and which can be assumed to have a significant impact on the stock price or market value of insider securities or, in particular, the stock price of Blue Cap AG. This includes in particular information about companies whose shares Blue Cap AG is considering acquiring or in which it already holds shares.

A violation of the duty of confidentiality with regard to insider information or insider trading may, in addition to the loss of a decisive competitive advantage, result in penalties for Blue Cap and criminal

prosecution of the employee concerned. Violations of insider trading laws can be avoided by strictly adhering to the following rules:

- Do not buy or sell securities about which you have insider information.
- Do not disclose insider information and do not discuss such information with anyone other than an authorised employee of Blue Cap or an authorised third party who needs such information to perform his or her duties.
- Please contact Mr Tobias Eiblmeier (eiblmeier@blue-cap.de) if you are not sure as to whether information can be classified as insider information.

### **Ban on corruption and bribery**

Blue Cap-Group is committed to global standards in the fight against corruption and respects legal norms to prevent white-collar crime, particularly with regard to bribery in the public sector. According to Transparency International's definition, which we agree with, corruption is “the abuse of entrusted power for private gain”. When selecting business partners, the decision on entering into business relationships and also on concluding transactions should therefore be based exclusively on objective criteria. We expressly distance ourselves from any kind of corruption, bribery or other forms of white-collar crime in business transactions. No employee or manager may demand, accept, offer or grant a personal advantage as part of performing his/her business activities, in particular when initiating, awarding or performing a contract, either with a company, a public body/authority or an individual.

This Code of Conduct, along with the separate **Anti-Corruption Guideline**, forms the global framework for the Blue Cap Anti-Corruption Programme and sets the minimum standards for Blue Cap-Group.

### **Relations with competitors**

In particular, agreements and any concerted practices the purpose of which is to prevent or limit competition or which lead to such a prevention or limitation are prohibited. This includes agreements on prices, offers, sales conditions, production or sales quotas, but also the allocation of customers, territories, markets or production programmes. Prohibited are not only formal agreements but also concerted practices, such as informal discussions or informal gentlemen's agreements, which prevent or limit competition or lead to such a prevention or limitation. In dealing with our competitors, we must strictly ensure that we do not give or receive any information that would allow drawing conclusions about the present or future market behaviour of the party disclosing information. You should seek legal advice before starting any activities with competitors that involve information exchange. Information on current or future prices, margins, costs, market shares, internal ratios, sales conditions and special customer information may not be passed on to competitors, or received from or exchanged with competitors.

### **Relations with customers**

Relations with our customers, suppliers, but also with patent holders or licensees are also subject to a number of prohibitions under competition law. In accordance with these provisions, no employee of Blue Cap-Group will limit the customers' right to determine their prices or arrange supply relationships with their business partners (geographical, personnel or material limitations). Exclusivity and non-competition agreements are permitted, provided they are legally permissible.

### **Membership in associations, associations of undertakings**

Although membership in associations and associations of undertakings can be advantageous for Blue Cap, it may entail risk of violating competition law, as competitors are usually fellow members of such associations. Employees of Blue Cap-Group may only participate in such events that pursue legally permissible purposes. Written records of such events should be prepared and available. Any comparison with competitors or exchange of information must comply with the relevant laws. In cases of doubt you should consult a legal advisor.

**Prevention of contractual risks**

Blue Cap-Group may be bound by agreements with third parties. In order to avoid possible misunderstandings and unintended consequences, the risk management system of Blue Cap-Group requires that all employees responsible for the conclusion of agreements and contracts, carefully weigh up rights, obligations and risks resulting from a given contract before signing it, unless agreed otherwise.

**Financial integrity**

To maintain confidence of our shareholders, employees, business partners, the public and government agencies, our reporting must always be true to facts and correct.

**Donations and sponsorship**

As part of our commitment to harmonious public relations, Blue Cap-Group also provides financial and material support in the form of donations. We are particularly committed to support areas such as social affairs, environment, education, science, health, sport, art and culture. The decision as to whether and to what extent Blue Cap-Group will grant its support is made exclusively by the Board of Directors and the management boards of the subsidiaries in accordance with the Rules of Procedure.

## **7 Internal points of contact and whistleblowing system**

In case of questions concerning this Code of Conduct, all employees of Blue Cap-Group should contact their direct supervisor, their responsible compliance officer or the management board/Board of Directors.

All employees of Blue Cap-Group are obliged to report violations of this Code of Conduct immediately to their direct supervisor, their responsible compliance officer or the management board/Board of Directors. The report can also be made by e-mail or by telephone (anonymously) by contacting *compliance@blue-cap.de* or 0049/(0)89/28890907 (so-called “Whistleblower-Hotline“). The whistleblowing hotline is part of the investment controlling of Blue Cap AG. The transmitted information is then forwarded to the Management Board and Supervisory Board of Blue Cap AG - if desired also in anonymous form.

All supervisors are required to monitor the activities of their employees, also for any possible violations of this programme. Any identified violations or reports submitted by employees must be reported immediately to the responsible compliance officer.

The Company will ensure and warrant that no employee is disadvantaged in any way alone due to the fact that he or she made a report in good faith. If the person submitting the report was involved in violations of this programme, the Company – when taking any action against the person submitting the report – will take into account the fact whether damage to the Company could have been averted by the report or by the timely involvement of that person in the investigation of violations.