

# CODE OF CONDUCT

for Suppliers and  
Business Partners



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## Foreword

MAN Energy Solutions (“MAN”) is a global enterprise that is steeped in tradition and operates in many areas of business. Being this kind of a company means MAN has a responsibility as a corporation to customers, employees, shareholders, the public, and the environment. This corporate responsibility includes compliance with the laws in force everywhere and at all times as well as respecting ethical values and acting sustainably.

MAN observes the ten principles of the United Nations’ Global Compact in the areas of human rights, labor, environmental protection, climate, and prevention of corruption and the labor standards laid down in the Conventions of the International Labor Organization (ILO). With its Code of Conduct, MAN has set itself binding guidelines for acting responsibly.

The “Volkswagen Group requirements for sustainable development with regard to the relationships with business partners (Code of Conduct for Business Partners)” apply to MAN. You can find these requirements under the following link: <http://www.vwgroupsupply.com> (> Cooperation > Sustainability).

The “Volkswagen Group requirements regarding sustainability in its relationships with business partners (Code of Conduct for Business Partners)” are supplemented by the following basic principles“.

## Scope of application

In line with the corporate responsibility strategy pursued by MAN, the company expects its suppliers (i.e. all contracting parties that supply MAN with goods, materials, or services) and business partners (including business partners with an intermediary and/or representative function that act in the interests or on behalf of MAN in a sales support capacity, such as consultants, agents, trading representatives, authorized dealers/importers, joint venture, and syndicate partners, etc.) and their employees to act responsibly and undertake to observe the basic principles outlined in this MAN Supplier and Business Partner Code of Conduct. If the suppliers or business partners commission third parties (e.g. subcontractors or representatives) in their business

dealings with MAN, MAN expects these third parties to also follow the principles laid down in this MAN Supplier and Business Partner Code of Conduct.

MAN reserves the right to send experts to inspect the business premises of its suppliers and business partners for compliance with the requirements listed below on a case-by-case basis. Advance warning will be given of such inspection, which will take place during normal business hours in the presence of a representative from the supplier or business partner and in compliance with the applicable law, particularly with data protection laws.

## 1 Corporate responsibility

Corporate responsibility involves a duty to comply with all rules and regulations in force. MAN expects its suppliers and business partners to especially observe the basic principles that follow.

### **Human rights**

MAN suppliers and business partners respect and protect the regulations in force worldwide to protect human rights as a fundamental and general requirement. This also involves MAN suppliers and business partners refraining from employing forced or child labor. Suppliers and business partners comply with the rules laid down in ILO Conventions 138 and 182 concerning the minimum age of employment for children.

### **Equal opportunity and non-discrimination**

MAN suppliers and business partners do not discriminate on grounds of ethnic, national, or social origin, skin color, sex, religion, views, age, disability, sexual orientation, political views insofar as they are based on democratic principles and tolerance toward those of a different opinion, or any other legally protected characteristics unless the law requires otherwise.

### **Freedom of association**

The basic right of all employees to form trade unions and employee representations and to join them is recognized. In countries where this right is restricted by local laws, alternative legitimate options for employee participation are to be supported.

### **Product safety**

MAN suppliers and business partners comply with all applicable legal product safety regulations and requirements, particularly legal requirements pertaining to the safety, labeling, and packaging of products as well as the use of dangerous substances and materials.

### **Safety in the workplace and working hours**

MAN suppliers and business partners comply with the relevant legal regulations. MAN suppliers and business partners also comply with the requirements for health and safety in the workplace of the MAN site if they work there.

They support the further development and improvement of working conditions. Working hours correspond at least to the respective national legal standards or the minimum standards of the respective national economic sectors.

### **Creation and Application of occupational health and safety management systems**

MAN's suppliers and business partners continuously improve their occupational health and safety performance. Suppliers and business partners with production sites are introducing suitable occupational health and safety management systems (e.g. according to ISO 45001 or equivalent).

### **Minimum wage**

MAN suppliers and business partners ensure that their employees are commensurately remunerated corresponding at the very least to the legally valid and guaranteed minimum. Where legal or collective bargaining agreements do not exist, compensation and benefits are based on industry-specific collective agreements customary to the respective location that ensure an appropriate standard of living for the employees and their families.

### **Duty of care to promote responsible raw material supply chains**

MAN suppliers and business partners fulfill their duty of care to have a responsible supply chain for raw materials (e.g. tin, tantalum, tungsten, gold, cobalt). This includes improving transparency within their own supply chain up to and including the extraction of raw materials, and introducing suitable measures to reduce the risk of human rights abuses such as child labor, forced labor and slavery and the direct or indirect financing of armed groups.

MAN suppliers and business partners avoid the use of raw materials which are sourced from smelters or refineries that do not comply with the requirements of the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-affected and High-risk Areas. Information about the smelters or refineries used by the supplier or sub-supplier must be communicated to MAN upon request.

## 2 Environmental and climate protection

MAN wants to make a significant contribution to environmental and climate protection. MAN expects its suppliers and business partners to especially observe the basic principles that follow.

### Compliance with legal provisions

MAN suppliers and business partners take responsibility when it comes to environmental protection concerns and comply with all applicable legislation relating to the environment and sustainability.

### Increase energy and resource efficiency

MAN suppliers and business partners use natural resources sparingly and minimize environmental pollution in their production processes and products. They contribute to reducing energy consumption and CO<sub>2</sub> emissions.

### Implementation and application of environmental management systems

MAN suppliers and business partners continuously improve their environmental performance. Suppliers and business partners with production sites implement suitable environmental management systems (e.g. in accordance with ISO 14001 or the EMAS Directive of the European Union).

## 3 Transparent business relationships

Openness and transparency are key to credibility and trust in business practice. MAN expects suppliers and business partners to especially observe the basic principles that follow.

### Avoiding conflicts of interest

MAN suppliers and business partners take decisions based solely on objective criteria and do not allow themselves to be guided by personal interests or relationships.

### Prohibition of corruption

MAN suppliers and business partners do not tolerate corruption. They ensure that their employees, subcontractors, or representatives do not grant, offer, or accept any bribes, kickbacks, inadmissible donations, or other inadmissible payments or benefits to or by customers, officials, or other third parties. This also applies to so-called "facilitation payments" (e.g. illegal payments to accelerate administration matters that are routinely encountered).

### Gifts, hospitality, and invitations

MAN suppliers and business partners do not offer MAN employees or third parties any inappropriate benefits to unduly influence them directly or indirectly in the form of gifts, hospitality, or invitations. Nor do they ask for, nor accept such benefits.

### States as customers and dealing with authorities

MAN suppliers and business partners consistently comply with the strict legal provisions when dealing with governments, authorities, and public institutions. When taking part in a public solicitation for bids, they comply with legal regulations and abide by the rules of free and fair competition.

### Consultants and agents

MAN suppliers and business partners only employ consultants or agents in line with the laws in force. They take particular care to ensure that consultants or agents are only remunerated for consulting and agency services actually rendered and that the payments are commensurate with the performance rendered.

## 4 Fair market conduct

MAN is a fair and responsible market participant and adheres to its contractual obligations. MAN also expects the same from its suppliers and business partners and especially expects them to observe the basic principles that follow.

### Free competition

MAN suppliers and business partners comply with the anti-trust legislation in force. In particular, they do not enter into any anti-competitive agreements with competitors, suppliers, or customers. If they are in a dominant position on the market, they do not abuse this position.

### Export control

MAN suppliers and business partners make sure that they

comply with all applicable legal provisions for importing and exporting goods, services, and information.

### Money laundering

MAN suppliers and business partners only conduct business relationships with business partners of whose integrity they are convinced. They ensure that the applicable money laundering legal provisions are not breached.

### Business information

MAN suppliers and business partners publish business information and report on their business activities truthfully and in line with the laws in force.

## 5 Protection of data, business secrets, and company assets

Confidential data, business secrets, and company assets have to be protected. MAN expects suppliers and business partners to especially observe the basic principles that follow.

### Data protection

MAN suppliers and business partners observe all laws in force to protect the personal data of employees, customers, suppliers, and other concerned parties.

### Protection of know-how, patents, trade and business secrets

MAN suppliers and business partners respect the know-how, patents, trade and business secrets of MAN and third parties and do not pass such information on to third parties without the express prior written consent of MAN or in a way that is otherwise inadmissible.

### Handling company assets

MAN suppliers and business partners respect MAN's tangible and intangible assets and do not use them for unfair or non-business purposes. They ensure that their employees as well as any third parties they commission in the business relationship (such as subcontractors or representatives) neither damage nor misuse MAN assets, i.e. use these assets contrary to MAN's interests.

### Security of the international supply chain

MAN suppliers and business partners have to ensure that the business premises and the loading and shipping areas where products for MAN are produced, stored, prepared, loaded, and transported, are protected against unauthorized access within a safe and secure supply chain, and that all employed staff are reliable.

## 6 Legal consequences of violating the MAN Supplier and Business Partner Code of Conduct

If a MAN supplier or business partner does not observe the basic principles laid down in this Code of Conduct, MAN is entitled to terminate the business relationship with this supplier or business partner for cause. It is within the discretion of MAN to forgo such consequences and to, instead, take

alternative measures if the supplier or business partner provides credible assurance and is able to prove that it has immediately initiated countermeasures to prevent comparable violations occurring in future.

## Contact

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