

# Supplier Code of Conduct

## e.solutions GmbH

Document Version: 1.0

Date of Release: 01. February 2021

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Owner: Managing Directors

**History of Document**

Date	Version	Editor	Description
15.12.2020	1.0	Ralf Christl	Drafting, Release Version 1.0

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## **1. Preamble**

As part of corporate social responsibility e.solutions GmbH (hereinafter referred to as “e.solutions”) is committed to honesty and integrity with respect to their entire business conduct towards employees, customers, suppliers, competitors and other stakeholders. This includes (without limitation) adherence to any and all applicable laws, rules, regulations and legally binding authority decisions.

e.solutions recognizes that legal and cultural requirements vary in a global market. e.solutions expects all of its suppliers including (but not limited to) suppliers, subcontractors, consultants, vendors, brokers, agents and others (hereinafter referred to as the “Suppliers”) in all aspects of their business to (i) act with fairness, honesty, responsibility and integrity, (ii) to adhere to any and all applicable laws, rules, regulations and legally binding authority decisions and (iii) be dedicated to corporate social responsibility.

This Code of Conduct highlights essential standards that are consistent with e.solutions’ company values and to which each Supplier must strictly adhere.

## **2. Purpose and scope**

As outlined in the preamble above, this Code of Conduct highlights important and essential standards that are consistent with e.solutions’ values and which e.solutions expects each Supplier to observe and strictly adhere to.

This Code of Conduct shall ensure a business standard and shall represent an essential commitment and obligation of the Supplier in its business relationship to e.solutions. Therefore this Code of Conduct applies to the overall business relationship between the Supplier and e.solutions and forms an integral part of the contracts between Supplier and e.solutions.

The Supplier shall contractually ensure in its overall supply chain compliance with the values and principles in this Code of Conduct. Therefore the Supplier shall encourage its suppliers likewise to ensure the implementation of the values and principles of this Code of Conduct in its overall supply chain.

## **3. Corporate Social Responsibility**

e.solutions is committed to the ten principles of the United Nations Global Compact in the areas of human rights, labor, the environment and anti-corruption. The respect for freedom and human rights is an essential principle of e.solutions’ business ethics and activities. It is the basis of our operations and business behavior and a pre-requisite for our success.

e.solutions is committed to the principle of sustainability. This includes (without limitation) the responsible – meaning efficient and effective – and sustainable use of available resources, at present and in the future.

## **4. Compliance with Laws, Rules, Legal Regulations, Jurisdiction and legally binding Authority Decisions**

The Supplier will comply in its own business as well as in its supply chain with any and all applicable laws, rules, regulations, jurisdiction and legally binding authority decisions and will implement and maintain suitable measures and processes to ensure such compliance.

e.solutions will not accept incompliance with effective legislation and regulations as a business instrument.

This includes (without limitation) the following:

### **(1) Prohibition and combating slavery and human trafficking**

e.solutions does not tolerate any form of slavery or human trafficking. Thus, the Supplier will not exercise, support, allow, accept and/or contribute to slavery and/or human trafficking in any form.

**(2) Compliance with antitrust laws, trade practice laws, competition laws, rules and regulations dealing with monopolies, unfair competition and restraints of trade**

e.solutions is committed to fair and free market. Thus, the Supplier will comply with any and all applicable antitrust laws, trade practice laws and any other competition laws, rules and regulations dealing for example with monopolies, unfair competition and restraints of trade, and relationships with competitors and customers. The Supplier will not enter into agreements with competitors or engage in other acts that may unfairly impact competition, including, but not limited to, price fixing or market allocations. The Supplier ensures that especially those employees who are in regular contact with competitors (e.g. marketing, sales and purchasing) are familiar with applicable competition laws.

**(3) Prohibition and combating corruption, bribery**

e.solutions does not tolerate any form of corruption and/or bribery. Thus, the Supplier will comply with applicable laws and regulations concerning bribery and anti-corruption, including those concerning foreign corrupt practices. The Supplier ensures that especially those employees who are in regular contact with competitors (e.g. marketing, sales and purchasing) or authorities are familiar with applicable laws and regulations.

The Supplier will neither engage in nor tolerate any form of corruption, bribery, theft, embezzlement, extortion or the use of illegal payments, including without limitation, any payment or other benefit conferred on any individual, company or government official, for the purpose of influencing the decision-making process in breach of applicable laws. In particular (without limitation) the Supplier must not offer or request illegal benefits or illegal favors such as bribe payments, inappropriate gifts and/or inappropriate hospitality towards or from e.solutions' employees for the granting of business opportunities respectively business advantages.

**(4) Conflict Minerals**

The Supplier is aware of applicable legal requirements with respect to "conflict minerals" including (without limitation) tin, tantalum, tungsten, their ores and gold originating from conflict areas and shall ensure compliance with such legal requirements. Additionally, the Supplier will take best efforts to avoid the use of raw materials in its products that directly or indirectly finance armed groups violating human rights.

**(5) Export and Import Regulations**

The Supplier will comply with all applicable import and export control laws, including without limitation, sanctions, embargoes and other laws, regulations, government orders and policies controlling the transmission or shipment of goods, technology and payments.

**(6) Money Laundering**

The Supplier will comply with all applicable laws and regulations governing the prevention of money laundering and will not participate in any money laundering activity.

**5. Conflict of Interest**

Employees are expected to act in the best interest of their company. Private interests and personal consideration shall not affect any business decision. The supplier will avoid any activity or situation which may result in a conflict between (i) private interests of an e.solutions employee or a Supplier employee and (ii) the business interest of e.solutions. In the event the Supplier is or becomes aware of any such conflict of interest or a potential conflict of interest the Supplier will notify e.solutions without undue delay.

## **6. Respect for Human Rights, Anti-Discrimination and Women's Empowerment**

e.solutions respects human rights and actively promotes their observance. e.solutions is committed to the Universal Declaration of Human Rights of the United Nations, which requires each individual, every organ of society and, by extension, economic agents and businesses, to contribute towards the observation of these rights. In addition, e.solutions respects the tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy of the UN International Labour Organization as well as the OECD Guidelines for Multinational Enterprises.

The Supplier will treat all individuals with respect and fairness and will observe any and all human rights set forth, for example, in the Universal Declaration of Human Rights of the United Nations and the Tripartite Declaration of Principles concerning Multinational Enterprises and Social Policy of the UN International Labour Organization (ILO), including, but not limited to, the prohibition of forced or child labor, and the provision of reasonable wages, social benefits, working hours, freedom of association and other fair working conditions in compliance with any and all applicable laws and regulations.

The Supplier will maintain an environment without discrimination, harassment nor retaliation based on gender, age, race, skin color, ethnicity, culture or national origin, citizenship, religion or religious beliefs, physical or mental disability, veteran status, sexual orientation or any other characteristics protected by applicable law.

## **7. Product Safety, Health, and Environment**

e.solutions is committed to the sustainable use of resources and environmental protection, including (without limitation) climate protection.

The Supplier will support e.solutions in these efforts. The Supplier will comply with any and all applicable laws, rules, regulations and legally binding authority decisions on environmental protection and will preserve resources and protect the environment. Thus, the Supplier will be committed to

- (i) environmental protection including (without limitation) preserving resources,
- (ii) manufacture and deliver safe products to e.solutions and
- (iii) provide a safe working environment that supports accident prevention and minimizes exposure to health risks to the Supplier's employees.

## **8. Data Protection, Confidential Information and Intellectual Property**

Data protection and confidentiality as well as protection of intellectual property rights is of essence.

The Supplier will comply with all applicable laws, rules, regulations and legally binding authority decisions concerning data protection, business secrets and intellectual property.

It is the Supplier's responsibility to ensure that any and all confidential business information or trade secrets gained by virtue of the business activities with e.solutions (hereinafter referred to as "Confidential Information") is held in confidence and not improperly used or disclosed to third parties. Furthermore, the Supplier will protect and secure e.solutions' intellectual property as well as intellectual property of e.solutions' customers or any other third party being involved in e.solutions' projects as confidential information.

## **9. Compliance with this Code of Conduct**

This Code of Conduct forms an essential and integral part of the business relationship between e.solutions and the Supplier. Therefore, compliance with the provisions of this Code of Conduct is of essence for the business relationship between e.solutions and the Supplier. The Supplier shall use best efforts to be familiar and to comply with the values and principles stated in this Code of conduct.

The Supplier shall contractually ensure in its overall supply chain the implementation of as well as compliance with the values and principles in this Code of Conduct. Therefore, the Supplier shall encourage its suppliers and subcontractors likewise to ensure the implementation of as well as compliance with the values and principles stated in this Code of Conduct in its overall supply chain.

e.solutions as well as e.solutions' customers reserve(s) the right and shall be entitled to appropriately and regularly audit the Supplier's compliance with this Code of Conduct. e.solutions as well as e.solutions' customers shall be entitled to exercise such audit right by third parties being obliged to confidentiality. Additionally, the Supplier shall contractually ensure in its overall supply chain that the audit right above can be exercised by e.solutions (or e.solutions' customers) directly against the Supplier's supplier in the Supplier's overall supply chain. Furthermore, the Supplier shall regularly audit its suppliers and their suppliers with respect to compliance with the values and principles of this Code of Conduct and shall on e.solutions' request provide evidence of compliance to e.solutions and/or e.solutions' customers as well as audit reports if and to the extent available.

The Supplier acknowledges and agrees that the provisions of this Code of Conduct are subject to change in e.solutions' sole discretion considering the applicable laws and regulations.

In case of significant breaches by the Supplier of this Code of Conduct, e.solutions reserves the right to terminate the business relationship with the Supplier partially or in total, subject to applicable laws.

Supplier and e.solutions will discuss any questions with respect to this Code of Conduct in a trustful and respectful manner.

e.solutions is a German company, with headquarter in Ingolstadt (Germany).

Supplier shall report violations or the suspected violations of this Code of Conduct to e.solutions compliance and anti-corruption hotline. Contact details are available on e.solutions' website at 'www.esolutions.de'.

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