



Anti-Corruption Policy

for the Branicks Group and its employees¹

Preamble

The Management Board of Branicks Group AG passed this Policy as basis for a responsible and lawful conduct for Branicks employees.

Effective as of	18/02/2022
Scope of validity	Branicks Group

Version management

Version	Date	Revision	Author	Approved by
Part of the Compliance Policy, Version 2.0	23/12/2021	-	DIC	Management Board
1.0	16/02/2022	Separate policy	DIC	Management Board

¹ The term “employee” is defined as: any person employed by Branicks Group AG and its member companies, including executives (while not including members of corporate bodies of Branicks Group AG), temporary employees, part-time employees, temporary student workers, short-term workers, apprentices, trainees and interns. To ensure a pleasant reading experience, it was decided to use male terms only for any gendered job titles and nouns that refer to persons generically, where applicable. The generic use of male terms is principally gender-inclusive in the sense of gender equality. The short generic form was chosen for editorial reasons alone, so as to improve the text’s readability, and implies no judgement of any kind.



Table of Contents

- 1. Introduction..... 3
- 2. Granting / Accepting Gifts and Hospitality vis-à-vis Business Partners of the Private Sector..... 4
 - 2.1. Accepting Gifts and Hospitality from Business Partners of the Private Sector 4
 - 2.2. Granting Gifts and Hospitality vis-à-vis Business Partners of the Private Sector... 5
- 3. Dealing with Public Officials..... 6
- 4. Facilitation Payments 8
- 5. Indications of Misconduct and Breaches..... 8



1. Introduction

Employees are obliged to make their business decisions exclusively in the best interest of the companies belonging to the Branicks Group (“the Companies”) and entirely unmotivated by personal interests. The Companies strictly reject corrupt conduct in any form and any misuse of the decision-making powers entrusted to them.

The Companies’ interests should always take precedence. Private interests or third-party interests, such as those of family members, must not influence any business actions or conflict with them. A conflict of interest exists when employees pursue their own interests or the interests of third parties that conflict with or adversely affect the interests of the Companies.

Private sideline activities and equity investments (including silent participations or trust structures) must in no way influence employees’ action under their employment contracts. Sideline activities should also be indicated to the disciplinary officer.

Corruption or bribery is the granting or offering of a financial or other advantage for the purpose of inducing a person to give improper assistance or to improperly influence someone in breach of their duties in some other way, the true purpose being to obtain or retain business, or to seek an advantage in business transactions.

Accordingly, the Companies will not tolerate the acceptance or granting of any kind of advantages that could be interpreted as improper influencing of business decisions. This is particularly relevant whenever business decisions are imminent. When making a personal assessment, one needs to distinguish between the granting and accepting of gifts and hospitality vis-à-vis business partners in the private sector, on the one hand, and the granting of gifts and hospitality vis-à-vis public officials, on the other hand.



2. Granting/Accepting Gifts and Hospitality vis-à-vis Business Partners of the Private Sector

2.1. Accepting Gifts and Hospitality from Business Partners of the Private Sector

- a) The acceptance of lavish or inappropriate gifts or of lavish or inappropriate hospitality is prohibited.
- b) In order to ensure a consistently transparent corporate conduct, employees are prohibited from demanding, accepting promises of or receiving personal benefits for themselves or related parties in the form of gifts, hospitality or other gratuities if such exchanges are intended to influence a business decision or even if they could appear to be intended as such.
- c) Accordingly, employees are specifically not permitted to receive, accept promises of or demand cash or cash-equivalent gifts (invitations to holiday trips, unusual discounts, vouchers). Receiving, or accepting promises of, so-called courtesy gifts, including promotional items, is permissible as long as they do not exceed the de minimis threshold of 40.00 euros maximum per client/business partner and year.
- d) Courtesy gifts may only be accepted if doing so does not give the appearance of being intended to influence a given business decision by the respective employee.
- e) If the value threshold quoted under c) above (40.00 euros) is exceeded, the respective employee shall notify the Disciplinary Officer in advance of such gratuity in writing and seek the officer's prior written consent.
- f) The Disciplinary Officer should grant or withhold his consent within 48 hours. If express written consent is not granted within 48 hours, the consent shall be deemed withheld.
- g) If acceptance of a gift exceeding the value of 40.00 euros cannot be refused due to established business customs, and if the Disciplinary Officer cannot be consulted due to time restraints, the Disciplinary Officer should be notified of the gift immediately afterwards and the gift be turned over to the Officer upon request. The Companies will donate such gifts or their value to a charitable purpose.
- h) When accepting hospitality, the following should be borne in mind:



- Hospitality that serves a legitimate business purpose may be accepted if the hospitality is granted voluntarily, is customary, and is part of an appropriate business context.
- Family members should principally not accompany employees to hospitalities unless a social occasion requires it for representative reasons. This is acceptable only in exceptional cases that are subject to narrow constraints and prior written notification of the Disciplinary Officer. The Disciplinary Officer may instruct the employee to attend unaccompanied.
- If a value threshold for hospitalities (100.00 euros) is exceeded, the respective employee shall notify the Disciplinary Officer in advance of such gratuity in writing and seek the Officer's prior written consent. The Disciplinary Officer should grant or withhold his consent within 48 hours. If express written consent is not granted within 48 hours, the consent shall be deemed withheld.

2.2. Granting Gifts and Hospitality vis-à-vis Business Partners of the Private Sector

- a) Lavish or inappropriate gifts or hospitalities are prohibited.
- b) In order to maintain transparent corporate conduct, employees are prohibited from offering, promising or granting personal benefits to business partners or related parties in the form of gifts, hospitality or other gratuities if such exchanges are intended to influence a business decision or even if they could give the appearance of being intended as such.
- c) Accordingly, employees are specifically not permitted to offer, promise or grant cash or cash-equivalent gifts (invitations to holiday trips, unusual discounts, vouchers). Offering, promising or granting so-called courtesy gifts, including promotional items, is permissible as long as they do not exceed the de minimis threshold of 40.00 euros maximum per client/business partner and year.
- d) Courtesy gifts may only be offered, promised or granted if doing so does not appear to be intended to influence a given business decision by the respective recipient. Offering, promising or granting so-called courtesy gifts must be avoided if it is known or safe to assume that the recipient is not supposed to accept such gifts under the rules of the recipient's company.
- e) If the value threshold quoted under c) above (40.00 euros) is exceeded, the



respective employee shall notify the Disciplinary Officer in advance of such gratuity in writing and seek the Officer's prior written consent. The Disciplinary Officer should grant or withhold his consent within 48 hours. If express written consent is not granted within 48 hours, the consent shall be deemed withheld.

f) When offering hospitalities, the following should be borne in mind:

- Hospitalities that serve a legitimate business purpose may be offered if a given hospitality is granted voluntarily, is customary, and is part of an appropriate business context. This is normally the case if company representatives are in attendance as hosts, if such hospitality offers are not repeated frequently, if the costs of travel and overnight accommodation are not covered by the host, and if the hospitality value does not exceed 100.00 euros per attendee. The offer of such hospitality presupposes the prior notification of the competent Disciplinary Officer about the intended offer. If prior notification is impossible due to time restraints, it should be done retroactively without delay.
- Hospitality offers should principally not include family members unless a social occasion requires it for representative reasons. This is acceptable only in exceptional cases that are subject to narrow constraints and prior written notification of the Disciplinary Officer. The Disciplinary Officer may instruct the employee to attend unaccompanied.
- If the value threshold for hospitalities quoted above (100.00 euros) is exceeded, the respective employee shall notify the Disciplinary Officer in advance of such gratuity in writing and seek the Officer's prior written consent. The Disciplinary Officer should grant or withhold his consent within 48 hours. If express written consent is not granted within 48 hours, the consent shall be deemed withheld.

3. Dealing with Public Officials

The interaction with public officials is subject to stricter standards, and calls for particular caution. Even granting benefits of low value to public officials can be interpreted by the authorities as a criminal way of granting an advantage. Accordingly, even the appearance of influencing must be avoided.



Examples of public officials include civil servants, judges, representatives of government authorities, including EU authorities, or of (private) institutions that perform public functions. Even employees of companies organised under private law (e. g. private limited companies or public limited companies) can be considered public officials if they are sponsored by the public sector.

Under no circumstances may advantages be granted to public officials in order to induce them to perform an official act contrary to their duties, such as issuing a permit (“bribery”). Whenever a discretionary decision by a public official is involved, even to weigh the granted advantage as one factor among others when making the decision qualifies as a breach of law.

But even with gratuities to public officials not directly associated with an official act, or even if the official act is lawfully performed (often referred to as “facilitation payments”), the risk of criminal liability remains; see also Section 4, below, on the subject.

Hospitalities to public officials, such as invitations to client events, require a mandatory prior permission to attend the event by the official’s employer. The permission must be presented in writing and must be documented. Under no other circumstances may hospitality be offered to a public official.

Gifts and other gratuities to public officials are principally prohibited. As an exception, modest promotional gifts of token value bearing the Companies’ logo are permitted.

No unjustified advantages may be granted to mandate holders/delegates in connection with the exercise of their mandates (e. g. vote buying or influencing committee work).

When in doubt, employees should consult their Disciplinary Officer or the Compliance Officer, and heed the decision made by either or both.



4. Facilitation Payments

The Companies make no distinction between outright bribery and so-called “facilitation payments”. Especially under national German law, the latter are unlawful and may constitute a criminal granting of an advantage to public officials. The term is understood to mean the granting of an advantage (cash or some other, immaterial benefit) with the intention to ensure or expedite a normal business or administrative process to which one is entitled.

The Companies will moreover seek to ensure that its business partners make no facilitation payments on behalf of the Company.

Listed below are examples of occasions that often prompt requests for facilitation payments:

- issuance of permits (e. g. planning consents), licenses or other official documents,
- processing of official documents (e. g. visa, work permits, etc.),
- mail collection and courier services,
- phone, power and water utilities, customs clearance

5. Indications of Misconduct and Breaches

If you wish to report indications of misconduct and breaches, or if you have any concerns or questions, feel free to get in touch with the contact persons and to use the contact options identified in Sections 10 and 12 of the Compliance Policy.