BUSINESS CODE OF CONDUCT

For all Bühler Employees
Dear Colleagues:

The good name and reputation of Bühler Motor are a result of a great deal of dedication and hard work and have been built over many years. Together, we are all responsible for preserving and enhancing this reputation, a task that is fundamental to our continued success. Our goal is not just to comply with the laws and regulations that apply to our business; we also strive to abide by the highest standards of business conduct and personal integrity.

Bühler Motor has fundamental values which have guided us for over 150 years and we treat people and the environment with respect. The purpose of this policy, which has been approved by the Advisory Board, is to reinforce and enhance the Company’s commitment to an ethical way of doing business. The code of conduct outlined in this document is binding for every single employee and is intended to help everyone adhere to laws and regulations and act in accordance with our values.

All employees and directors are expected to comply with this policy and you must read and understand the contents and the consequences of non-compliance. If you have any questions, please speak to your Superior or the Corporate Compliance Officer.

Whilst this policy cannot cover every applicable law or provide answers to all questions that might arise; it describes the most important aspects of the Anti-trust rules and defines clear rules of conduct. If you are in doubt about the appropriateness of a particular practice or matter, please seek guidance.

We are committed to providing the best and most competitive services to our customers and adherence to this Policy will help us all achieve that goal.

Peter Muhr  
Chief Executive Officer  

Cornel Furtwängler  
Chairman of the Advisory Board
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Please read the Business Code of Conduct thoroughly. The rules described in this policy are mandatory for the employees of the Bühler Motor GmbH and its subsidiaries.
A. BUSINESS CODE OF CONDUCT

At Bühler Motor GmbH and its subsidiaries (hereinafter referred to as “Bühler Motor”), we will always act with integrity and we believe in honesty and transparency.

1. We always observe the laws and regulations of the jurisdictions in which we operate

We will conduct business openly and honestly and in accordance with the relevant governing laws and regulations in all the jurisdictions in which we operate.

We also operate in an ethical manner ensuring that we and all our suppliers and third parties are respectful of local economic, social and environmental factors and, therefore, support local sustainable development.

Where the standards set by domestic and international laws vary, we will always abide the more stringent standards, ensuring compliance with all regulations at all times.

We will not engage in or be involved with any improper commercial transactions in any jurisdiction. We will also exercise due caution to avert any relations with organized crime, and observe the laws and regulations governing money laundering.
2. We do not accept bribery and corruption

Bribery and corruption are illegal and unethical. Both constitute considerable risks for our employees and our company.

We will not ask suppliers, customers or other parties to make gifts of money or goods to employees or their families.

We will not present gifts of money or goods to suppliers, customers, the employees of other companies, or other parties that have or might be viewed as having a direct influence on trading relations with our company. We will conduct business entertainment in accordance with the Bühler Motor’s Gift & Entertainment Policy.

We will respond cautiously to offers of business entertainment from suppliers and customers, and refer all such offers to our superiors for consultation in advance.

Openness and transparency create credibility and trust in commercial dealings. Bühler Motor will not tolerate corruption. Any employee who contravenes the law must be aware that they themselves will be at risk of prosecution. Acting in conformity with the law is in the best interest of every employee.
3. We believe in fair competition

We believe in the importance of fair competition and will always abide by the Competition laws (often called “antitrust” laws) and fair trading standards.

Bühler Motor is prepared to compete successfully in today’s business environment and will always do so in full compliance with all applicable antitrust, competition and fair trading laws. Therefore, employees must at all times adhere to the following rules:

- Commercial policy and prices will be set independently and will never be agreed, formally or informally, with competitors or other non-related parties, whether directly or indirectly.
- Customers, territories or product markets will never be allocated between Bühler Motor and its competitors but will always be the result of fair competition.
- Customers and suppliers will be dealt with fairly.
- All employees, especially those who are involved in marketing, sales and purchasing, or who are in regular contact with competitors, have a responsibility to ensure that they are familiar with applicable competition laws. When in doubt, the Compliance Officer should be contacted in order to provide further information on competition law, advice and any necessary training.

Exchanging information with competitors which could form the basis for coordinated behavior will not be tolerated and is strictly forbidden. Violation of these rules can be pursued by the local authorities and can lead to sanctions which may seriously damage our company.
4. We adhere to business secrets and property rights

All knowledge and information regarding Bühler Motor are essential components for our business success and therefore must be protected. All relevant information has to be treated as confidential, must not to be disclosed to third parties and must be protected from unauthorized persons. Intellectual property (design, creation, software development, patents etc.) as well as relevant property rights must be recognized and protected.
5. We observe the laws on maintaining confidentiality of company data

We value and protect our confidential information and we respect the confidential information of others;

Confidential information consists of any information that is not or not yet public information. It includes trade secrets, business, marketing and service plans, consumer insights, engineering and manufacturing ideas, product designs, databases, confidential Human Resources records and non-published financial or other data.

Bühler Motor’s continued success depends on the use of its confidential information and its non-disclosure to third parties. Unless required by law or authorized by management, employees shall not disclose confidential information or allow such disclosure. This obligation continues beyond the termination of employment.

Bühler Motor respects that third parties have a similar interest in protecting their confidential information. In the event that third parties, such as suppliers or customers, share with Bühler Motor confidential information, such information shall be treated with the same care as if it was Bühler Motor’s confidential information. Employees shall also protect confidential information that they have obtained in the course of any previous employment.
6. We ensure the safety of our people and environment

Without limiting our legal obligations under local law, we are all responsible for:

- Being familiar with Bühler Motor’s Health and Safety policy.
- Undertaking training on and complying with Bühler Motor’s Health and Safety procedures.
- Preventing workplace violence.
- Reporting unsafe conditions, accidents and unsafe behaviors.
- Raising a concern if you believe that you are unable to do your job safely.
- Every employee must bear in mind the protection of the environment, as part of their responsibility at work.

We must all contribute to the creation of a safe, healthy and injury-free work environment. Any non-compliance is to be reported and rectified immediately. We work economically with natural resources and design our products the same way.

We avoid anything which is harmful to the environment. Compliance with all environmental protection laws is a matter of course for our Company.
7. We act in the best interest of Bühler Motor

Personal, private or outside interests must not influence, or even appear to influence, business decisions, which will always be in the best interest of Bühler Motor.

A conflict of interest occurs when personal interests of an employee or the interests of a third party compete with the interests of Bühler Motor. In such a situation, it can be difficult for the employee or third party to act fully in the best interest of Bühler Motor.

Employees shall avoid conflicts of interest whenever possible.

If a conflict of interest situation does occur or if an employee faces a situation that may involve or lead to a conflict of interest, the employee shall disclose it to his or her Superior or Compliance Officer to resolve the situation in a fair and transparent manner.
8. We are respectful of cultural differences

As employees of a global organization we each bring a diverse set of ideas, talents and abilities to Bühler Motor, and this diversity is greatly valued. This means we must be respectful of cultures, opinions and lifestyles that differ from our own. We should also anticipate how others might react to our conduct.

We each have the right to work in an environment where we are treated fairly and respectfully, free from any form of harassment or other demanding behavior. We also have an obligation to create and maintain such an environment.
9. Prohibited Practices

The Antitrust law prohibits any kind of agreement about bidding or any anti-competition behavior of industry competitors. The authorities refer to “concerted practices”, which they will assume based on indicators. This means that even the appearance of misconduct must be avoided. You must not, in any way, make agreement with any competitor of the Bühler Group, be it in written form or verbally, explicitly or implicitly. The following “taboos” are specifically listed:

- **Prices:** Any form of agreement with industry competitors about prices, price components or pricing conditions is prohibited. Agreements about margin, calculation basis, discount plans or transmission of price change for purchase of raw materials or the sale of products are not permitted. Additionally you are not permitted to dictate to customers what price or condition they are to resell the products of Bühler Group. The recommendation of selling prices is permissible, as long as it is a nonbinding recommendation and any form of pressure or a provision of incentives to comply with a price recommendation is prohibited.

- **Boycott prohibition:** Agreements with industry competitors on possible boycott by suppliers or buyers are also prohibited.

- **Restricting the quantity of supply:** Agreements and practices which create an artificial shortage of supply to influence market prices is prohibited.

- **Tenders:** Tender participation must not be coordinated with competitors.

- **Conditions:** Agreements with industry competitors about terms of delivery, payment, guarantees, warranties or other sales-related services are prohibited.
Market Sharing: All kinds of agreements concerning sales areas, regions of operation, or allocation of customers are prohibited.

Exclusive purchase obligations: Agreements must not oblige a dealer to purchase goods exclusively from a manufacturer in the long term, not even indirectly via an agreement regarding high minimum purchase volumes. Before entering an (almost) exclusive supply relationship involve your contact Compliance Officer.

Package deals: Binding the purchase of certain goods to the purchase of additional services, which have no relation to the goods sold is prohibited.

Territorial limitations and customer allocations: Restrictions to only supply certain customers or into certain territories are only permitted in specific legally stipulated cases. Before concluded any such agreement, you must seek advice from the Compliance Officer.

You must not have any discussions on taboo issues or share any information with any competitor of Bühler Motor, for an example, at trade fairs etc.

Examples:

- Details of customers or suppliers
- Quotas and capacities
- Product or service area
- Sales Revenue
- Agreement about tenders including: Current prices, price elements or business strategies
- Marketing details
- Conditions of sale: agreement on type of warranties, guarantees and related services
- Planned price changes, purchase price, calculation basis
10. Need for action by all employees

At Bühler Motor, we will always act with integrity and we believe in honesty and transparency. We always abide by the laws of the jurisdictions in which we operate. Illegal action is not acceptable and is not in the interests of our company, as it is unethical, seriously damaging to our reputation and can lead to violation of the collective agreement, prosecution, claims for damages, loss of business or a threat to the continued existence of the company.

All employees are required to act in accordance with this policy. Every superior has to inform his employees about the content of this policy and has to monitor its adherence.

All employees have to serve as role models to underline the importance of antitrust compliance and always act with honesty and fairness in their dealings with other employees, customers, suppliers, competitors, public authorities and the public.

In the event you discover any potential or actual violation of this Policy, please immediately contact the ComplianceHotdesk@Buehlermotor.de. The Compliance Officer will then determine if any action needs to be taken and will provide further details on the rules of conduct in the case of Antitrust investigations.
The Business Code of Conduct provides comprehensive and up to date information to all employees, in order to prevent violations against antitrust laws. This policy, however, cannot provide a complete overview of every potential conflict or situation; but it focuses on important aspects related to antitrust law conditions and should make it easier for you to recognize and assess potentially prohibited practices.
The interpretation of these guidelines to individual cases, however, may at times be unclear, so if in doubt, please contact your Compliance Officer.

If you have any questions and/or suggestions in respect of the Business Code of Conduct and the compliance of Antitrust laws, please contact the Compliance Officer, contact details as follows:

E-mail: ComplianceHotdesk@Buehlermotor.de
Tel: +49 911 45 04 17 00

https://compliance.buehler.loc