

# Code of Conduct

## of duagon Group

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## A. Introduction

This Code of Conduct ("**Code**") sets out the values, principles and standards of conduct that are important and binding for duagon Holding AG and its subsidiaries worldwide ("**duagon**" or "**duagon Group**"). This Code applies to all employees, officers, directors, contract workers and agents ("**Employees**") of duagon and serves as a guide for conducting ourselves ethically and in compliance with the law as we perform our work. Our corporate culture is based on legal and professional practices throughout the entire value chain of our suppliers, contractors, business partners as well as the relevant authorities.

This Code constitutes a framework for sustainably responsible action within duagon and is a guideline to help us make the right decisions, but it cannot cover every situation. It does not provide detailed information about every legal requirement applicable to duagon and does not cover every corporate or local policy or procedure. If you have questions about the Code, company policies, the laws that apply to you, or you are in doubt of the right behavior or action required in certain situations, please consult the resources listed under section G.

## B. Values and Principles

We at duagon are convinced that business must always be conducted in an ethical and law-abiding manner. Therefore, the following basic values and principals lay the groundwork for our company culture.

At duagon, our actions are always conducted in compliance with the law. We are committed to act fairly, responsibly and with integrity towards the environment and all other people. All Employees are expected to act according to the law as well as internal directives. Respect for each other, customers, our partners, the company, and the environment is indispensable.

duagon is dedicated to maintaining the safety and wellbeing of its Employees. This also includes preserving each person's privacy and sense of personal dignity. duagon does not tolerate discrimination against any group of people, whether clients, partners in business or employees.

We are committed in promoting a respectful and inclusive working environment, as we believe that diversity is an asset. Employees with different backgrounds can significantly contribute to the development of diverse solutions, which lead to a more informed decision-making process and improved results.

The individual aspects of these basic principles are addressed in more detail in the following sections.

## C. Business Integrity

### I. Compliance with law and industry regulations

duagon requires all of its activities to comply with applicable law and industry regulations. duagon works in cooperation with authorities whenever required.

Our Employees must always know and understand the relevant applicable law and regulations including this Code and are required to conduct themselves in accordance with them. duagon ensures that its Employees are equipped with the necessary knowledge or know the right person to consult in case of doubt.

### II. Corporate governance

duagon ensures that effective corporate governance practices are up to date and reviews them regularly and adapts them when necessary.

### III. Conduct in competition

duagon is dedicated to fair, unrestricted competition. Engagement in any anti-competitive practices or participation in arrangements in violation of antitrust law are prohibited, in particular any contact with competitors aimed at preventing, restricting, or distorting competition. This includes, but is not limited to, agreements or other activities to fix or coordinate prices, divide sales territories or customers, and share competitively sensitive information. Employees who are contacted by competitors or other persons for such or similar purposes must inform the Compliance Officer of the matter immediately.

Find further information in duagon's Antitrust Guidelines

<https://intranet.duagon.com/wp-content/uploads/2023/06/duagon-Kartellrechts Richtlinie30052023.pdf>

### IV. Anti-corruption

duagon does not tolerate any form of corruption. We do not give any advantages to members of the government or public authorities or to employees or executive members of any company we have business interactions with, in order to influence their decisions, and do not accept them from third parties either. Equally, no circumvention of this principle through actions of third parties or otherwise is permitted.

### *Offering and granting advantages*

Employees may not offer, request, or accept advantages, such as excessive gifts or benefits, i.e., any advantage that exceeds a customary value. Gifts and other benefits may only be offered or accepted after contacting the Compliance Officer and as long as they solely pertain to infrequent gifts, favors, or other gratuities of insignificant value and only as long as they have no influence or appearance of influence on the business dealings. Invitations to events that are within a reasonable extent and are offered within the framework of customary business hospitality may be accepted. The value of such gifts is limited to CHF/€ 35.-.

In the case of company-internal invitations, the "highest-ranking" superior must always foot the bill.

As a general rule received gifts have to be handed out to the Compliance Officer.

Monetary gifts are always forbidden, and likewise any kind of gratuity that could exercise influence on business decisions or give rise to the impression of such. Forbidden gifts must be rejected or returned and must be immediately disclosed to the Compliance Officer.

Especially in connection with public officials and other persons that work in public capacities, particular consideration must be given to the above-mentioned guidelines.

### *Donations and sponsorships*

Any donation or sponsorship provided by duagon must be within reason, transparent and must conform to applicable law. Donations which could harm the reputation of duagon are prohibited. Donations and activities as a sponsor must be within the limits of the internal regulations. The Compliance Officer must be contacted before making donations or entering into sponsorships.

Find further information in duagon's Anti Corruption Guidelines

<https://intranet.duagon.com/wp-content/uploads/2023/06/duagon-Anti-Korruptions-Richtlinie30052023.pdf>

## V. Anti-money laundering

duagon requires all Employees to comply with all applicable laws and regulations on money laundering. Money laundering is a generic term commonly used to describe the process of hiding the origins of illicit funds.

## VI. Conflict of interest

Employees may have personal or economic interests that run contrary to the interests of duagon. The interests of duagon must be protected, which is why any potential conflicts of interest must be immediately disclosed and, if necessary, prior consent must be sought for certain courses of action. Business decisions must always be made in the best interests of duagon and comply with applicable laws.

In particular, members of the management and the board of directors of duagon must without undue delay disclose any other functions and activities that could potentially lead to a conflict of interest and, in the event of a conflict of interest, must abstain from exercising their voting rights.

Employees are not permitted to operate a company or business which competes with duagon or to own, directly or indirectly, shares or participations in companies, competing with duagon, which represent 5% or more of such a company.

## VII. Insider trading

We all comply with the legal regulations regarding the handling of insider information. Trading securities such as shares or bonds while in the possession of insider information is unethical and illegal. Employees are not allowed to use insider information for their own benefit or for the benefit of another person.

Employees may only share insider information with other Employees or third parties if authorized to do so by duagon in advance in writing.

## VIII. Data protection and confidentiality

duagon is committed to act with utmost care and diligence when handling confidential information and personal data in any way (this includes receiving, processing, storing, and transmitting data). The applicable data protection regulations and market standards shall be maintained. This includes regular reviews of internal procedures and extends to the selection of third-party providers.

Employees may neither internally nor externally pass on or utilize trade or industrial secrets or personal data obtained within duagon without prior written consent of duagon or the relevant entity or person. This applies to any conduct during and after their employment.

## **IX. Intellectual property**

duagon protects its intellectual property and respects the intellectual property rights of its business partners and third parties. Employees are expected to enforce the intellectual property rights of duagon and ensure that they are protected. Likewise, Employees are required not to violate intellectual property rights of third parties through an unauthorized use by way of copying, distribution, alteration and in any other manner. Any knowledge of a potential infringement of intellectual property must be reported immediately to the Compliance Officer.

## **X. Product safety**

duagon is committed to ensuring the quality and safety of its products. All products must comply with statutory regulations as well as internal quality guidelines in order to assure their reliability, quality, and performance.

## **XI. Trade control and sanction law**

Various national and international trade control and sanction laws – including regulations pertaining to embargoes and sanctions – restrict or prohibit business activities with certain identified persons, entities, and authorities ("**Relevant Individuals**") and persons, entities and authorities located, organized or resident in certain countries or regions ("**Relevant Countries**").

duagon does not conduct any business with Relevant Individuals or Relevant Countries. At all times are Employees required to abide by the applicable law. Employees should contact the Compliance Officer in case of doubt.

## **D. Responsibility to Employees, Society and the Environment**

### **I. Health and safety at the workplace**

duagon promotes the physical and mental health and well-being of all Employees. All Employees are entitled to safe working conditions. This includes providing the necessary equipment and training in order to secure the safety of Employees.

### **II. Respectful cooperation and employee development**

Respectful treatment among Employees and in the relationship with managers is paramount to a successful working relationship. We are convinced that teamwork based on respect, fairness, honesty, and trust leads to an ideal working environment. All Employees take part in upholding our agreed-on core values which are the foundation of our conduct.

In order to further facilitate an attractive and sustainable working environment duagon provides a modern workplace, continuous training and supports its Employees in their individual development and career planning.

### **III. Promotion of diversity and inclusion and prohibition of discrimination**

We firmly believe that diversity and equal opportunity enrich our collaboration and that they sustainably contribute to the success of duagon. We are actively committed to promoting diversity and opposing discrimination by supporting a diversity-friendly and inclusive cooperation.

duagon does not tolerate any forms of discrimination or harassment. This includes but is not limited to discrimination and harassment based on gender, race, religion, nationality, age, or sexual orientation.

duagon is dedicated to providing a work environment that is free from intimidation, harassment and abuse and offers equal opportunities to all Employees.

### **IV. Human rights and combating modern forms of slavery and human trafficking**

duagon understands its responsibility as a global business with regard to respecting human rights. Human rights violations, and in particular, no forms of modern slavery, child labor and human trafficking, will be tolerated.

As a result of the focus of duagon's business activities, there is a low risk of duagon becoming involved in modern forms of slavery or human trafficking. However, we recognize that identifying modern forms of slavery and human

trafficking is a complex undertaking and requires efforts and attention. Employees who observe indications regarding modern forms of slavery or human trafficking must inform the Compliance Officer of the matter immediately.

duagon complies with all human rights regulations and standards and avoids violations in its business practices. This standard is expected of all Employees, business partners and third parties.

## **V. Environmental protection and sustainable development**

duagon conducts its business in compliance with local and international environmental standards and is committed to continually reduce its environmental impact. We aim towards maximum conservation of resources and minimization of environmental risk in all of our activities, including but not limited to production, procurement, and disposal.

Find further information in duagon's ESG Guideline

<https://intranet.duagon.com/wp-content/uploads/2023/06/duagon-ESG-Richtlinie30052023.pdf>

## **E. Protecting Duagon's Interests**

### **I. Handling duagon's equipment**

Each Employee is responsible for careful handling of duagon's property, including tools, equipment, vehicles, etc. All Employees are required to protect duagon's equipment from loss, theft, damage, or misuse. Private use of duagon's equipment is not permitted unless this has been pre-agreed in individual cases.

### **II. Communication and media**

The external communication of duagon is conducted solely by the Executive Management Team (EMT) and employees of the Marketing and Communication department authorized for such communication. Consequently, any announcements in the media including online, print, TV, radio, and social media (e.g., LinkedIn, Xing, Facebook, Instagram) as well as speeches, lectures, presentations, or interviews must be coordinated in advance with the Marketing and Communications department. Any requests from the press or other external parties are to be forwarded to the EMT immediately, the CEO of duagon being the first person to contact.

Employees are entitled to freedom of expression within the scope of the applicable law. Personal opinions must always be clearly identified as such. Employees in senior positions should be aware that their personal comments may



be interpreted as official statements of duagon. Public declarations related to the direct area of responsibility require a prior consent of the EMT.

Employees must observe the rules of integrity and behave fairly and respectfully towards other persons. Defamatory, insulting, inflammatory or discriminatory messages will not be tolerated. Statements that reflect illegal content, make false factual claims, violate the dignity of other users, or may damage the reputation of duagon are not acceptable.

## F. Reporting of non-compliance and penalties for violation

Employees, officers, directors, contract workers and agents of duagon are required to familiarize themselves with this Code. duagon encourages its Employees to speak openly about their concerns. Should any circumstances transpire that give rise to a reasonable suspicion of a violation of this Code, applicable law, or internal regulations, please use our protected reporting channel on the homepage of duagon ("EQS Integrity Line") specified under section G. Notifications can also be addressed to the Compliance Officer, the line manager, local management, or human resources. In particularly serious cases, or if the employee cannot reasonably be expected to use the above-mentioned channels, it is possible to contact an outsourced reporting office in accordance with Section G.

Reports received by the registration offices are always treated confidentially.

Notifications are followed up with great care and are treated in confidence. Employees also have the option to report compliance violations anonymously. duagon will not tolerate any discrimination or punishment for reporting misconduct in good faith. However, cases of abuse may result in disciplinary action, including termination of employment, as well as in consequences under civil and criminal law.

Violations of this Code may result in statutory (including criminal) and/or employment law sanctions (warning, verbal, or written reprimand, ordinary or extraordinary termination), depending on the type and severity.

## G. Contacts

In case of questions, concerns, doubts, or suggestions relating to the principles outlined in this Code or the Code itself, all Employees are encouraged to consult their line manager or the Compliance Officer for guidance.

The current names of the Compliance Officer and, if applicable, other members of the compliance organization are published on the duagon intranet.

**The Compliance Officer can be reached at the following data:**

Compliance Officer: **Martin Senger, CFO**

Phone no.: +49 911 99 33 5 200

Email: martin.senger@duagon.com

Only the Compliance Officer has access to this mailbox.

**There is an outsourced ombudsman office for reporting particularly relevant or serious compliance matters**

OdC Legal

Attorney at law Sarah Op den Camp

Oedenberger Str. 55-59

90491 Nürnberg

Ombudsman office duagon

E-Mail: compliance.duagon@odclegal.de

Telefon: +49(0) 911 376568-31

The organization, processes and procedures relating to compliance are governed by the Compliance Organizational Guidelines and can be viewed there

<https://intranet.duagon.com/wp-content/uploads/2023/06/duagon-Organisations-Richtlinie30052023.pdf>

**Compliance Notification System (EQS Integrity Line):**

<https://duagon.integrityline.com/frontpage>

This Code of Conduct becomes effective on October 1<sup>st</sup>, 2023 and replaces all previous versions.

For the management.



Martin Senger

CFO & Compliance Officer