



OBERAIGNER

Drive for the future.

Guideline for conduct with integrity



Guideline for conduct with integrity

of

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and of

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Our code of conduct and guidelines for proper conduct

Dear employees,

What does integrity mean at Oberaigner? Which values apply to our actions and our manner of dealing with people in the company and with business partners and customers?

This guideline provides clear rules for proper conduct.

Our common goal is to make integrity an absolute manner of course at Oberaigner. Each and every one of us can contribute to a company culture which we all share with our own actions.

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01

What is our common joining force at Oberaigner

Quality is an obligation

The Oberaigner group is a successful family company and a leading specialist in the development and the production of automobile system components. For over 20 years, we develop and supply major components for all-wheel versions of Mercedes-Benz transporters.

We want to work together to do our best, provide the best and be the best - and in every way: in terms of quality, technical standards, in terms of our societal and social responsibility, how we treat each other within the company, when collaborating with our business partners, when providing service to our customers and in terms of the success of our business. Given all of this, we emphasise sustainability.



Showing responsibility – socially, globally and for the benefit of society

We want to assume responsibility. This can only be achieved in the long run and sustainably. Oberaigner is committed to its social responsibility.

This also includes the responsibility toward our employees. Their work and motivation are decisive factors for our mutual company success. They are therefore to be shown respect and appreciation by all managers at Oberaigner, regardless of their duties or position at the company, their sex, their religion, the colour of their skin and their origin. Because every single person deserves respect. And diversity is enriching. Through a wide range of ideas, perspectives and capabilities, it improves the quality of company decisions and contributes to better mutual understanding for the concerns of others. The prerequisite for this is that our handling of each other is shaped by tolerance, openness, trust and fairness.

We expect from our company management and our managers that we can create a good business climate through model behaviour, are fair in their assessments and are open to the concerns of the employees. We want to maintain a culture of trust and assume responsibility.

We thereby provide compensation of our employees which is worthy of the adequate treatment of our employees. We also ensure their occupational safety and the protection of your health and also the promotion of your professional development and safeguarding your basic rights at the workplace. We structure our working conditions in such a way that they are beneficial to combining career, family and personal life.

We also see it as our responsibility to handle resources in an environmentally-friendly manner and meet these responsibilities. This applies to using human resources or company assets and for the usage of natural resources, be it in the areas of energies, raw materials or materials.

We want to orient our value creation processes in such a way that they play their part in leaving an intact, environmentally-sound, social and economic basis of life for later generations. Producing in an environmentally-friendly manner and sustainable products should be basis values of Oberaigner.

We are aware that we as a company also have responsibility for the common good. This not only means that we obey the laws which apply in the respective countries in which we work. In addition, we want to play our part to ensure that the infrastructures, social situations and qualities of life are improved at our facilities. Our commerce and our products should serve the good of humanity and its needs.

Those who operate like Oberaigner globally also have global responsibility. Here the goal is to combat corruption globally to improve business conditions which suffer due to corruption and which allow fair competition. We use our market position to also move forward as a leader. We are convinced this improves our good reputation in the world and ensures we will have sustainable financial success.



Integrity is a top priority

Enthusiasm, discipline, value creation and integrity are the values which are a guiding principle for Oberaigner in the knowledge that top economic successes can only be achieved if entrepreneurial actions follow ethical principles meet acceptance and are considered fair. It has therefore turned out to be true that value communities are the best value creation communities in the long run. Therefore, we strive to do business in a decent way with the best possible success and to do this in a respectable manner with integrity.

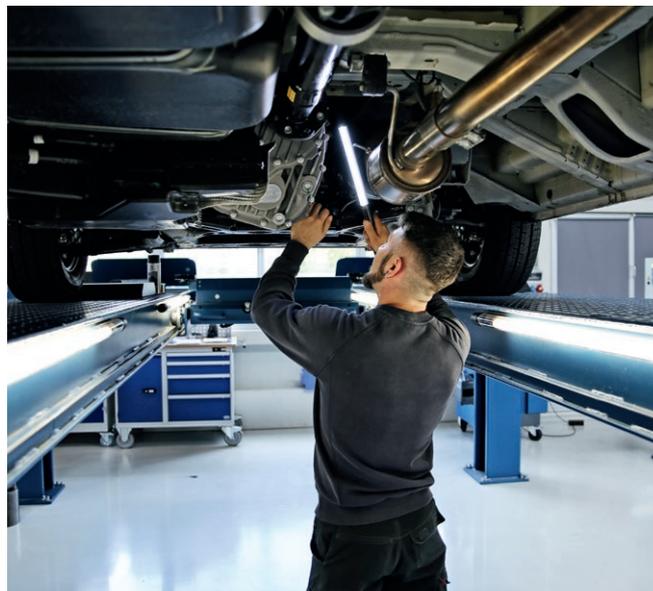
This requires compliance with the existing laws. Our internal company rules also help us here. They provide the direction and specifically determine what is desired, allowed or prohibited.

Therefore, our roles encompass an action framework within which each person in the company can act personal responsibility with a secure basis. But these rules must correspond to our company values and also with the ideas of our employees about "decent" actions with integrity. Then this is the only way they find acceptance and are pursued with conviction. This is the only way to bring what should be in line with what our

employee's desire. This is how integrity is established in our daily company routine.

In order to clearly give the rules some weight, we also require actions which conform to these principles, are models and thereby credible actions, particularly by our managers.

However, rules alone do not help you. This primarily applies in situations in which decisions are to be made for which difficult considerations of often contradictory interests occur which must be brought into sync. Here often rules only provide abstract specifications but no specific conduct or decision-making tools for individual cases. Here you can primarily depend on your own estimate, what is wrong and what is right. Particularly here, it is important to know whether one's own internal compass corresponds to that which is expected by the company and which should ultimately be the decisive factor with specific actions and decisions.



Everyone pulling together

In order to establish certainty and a sense of confidence in oneself, to show personal responsibility also in dilemma situations, this requires understanding in the company about the basic principles of integrity which should guide everyone. An open dialogue with managers, employees and people who represent their interests is useful here. This means there is agreement on what constitutes integrity in the company because then actions can be reflected in rules and personal responsibility.

We want to permanently continue this practice at Oberaigner on a company-wide basis. There is a great need for this and mutual agreement that a dialogue of this type promotes integrity and fairness as the daily work routine gives support to the person currently in charge when making decisions, contributes to a better understanding for each other and collaboration based on trust – the best for successful and decent business practices.

Rules which provide security and support

This Guideline for Conduct with Integrity makes it clear that respect in dealing with each other, personal appreciation, the assumption of responsibility for one's actions, fair, transparent and open behaviour, mutual trust, collegiality, as well as clear and understandable rules in the opinion of most employees, which are the major prerequisites for integrity to be experienced at the company. With its rules, the Guideline specifies principles of conduct, points out rights and obligations and includes guidelines for actions for the actions which apply to all employees at Oberaigner to thereby provide security and support when working for the company. If the rules do not help, it is necessary to obtain advice from colleagues and/or the respective manager. In addition, to provide the employees of the HR division with advice and support for issues of conduct based on integrity.

02

Our code of conduct and guidelines for proper behaviour

We protect human rights and respect existing rights

As a globally active company, we assume global responsibility at Oberaigner. We place special emphasis on the following principles:

- the protection of human rights;
- the protection of basic rights during work, particularly the freedom to form associations and the right to collective bargaining, the elimination of discrimination in the hiring of employees and the rejection of compulsive and child labour;
- sustainable environmental protection;
- fighting corruption.

We wish to point out that not only we but also our business partners and customers follow these principles.

In addition, we respect international and local laws and regulations. Together we ensure that everyone at Oberaigner respects the laws and provisions which affect our work.

We treat each other and others fairly

When dealing with each other and others, we maintain a culture which is shaped by openness and tolerance, respect and politeness as well as fairness and trust.

Every employee should be able to rely on the fact that his/her dignity and his/her person are respected by others and at all times. We treat each other with respect in our encounters.

We promote diversity and respect the principle of equal treatment

Diverse ideas, perspectives and capabilities improve the quality of our work and thereby ensure our long-term success. We would like to benefit from the diversity of the company, languages, cultures and lifestyles. We promote and respect this diversity.

Therefore we do not discriminate against anyone and treat all people equally – regardless of:

- heritage, origin and nationality;
- religion and world view;
- political or union activities;
- sex and sexual orientation;
- age;
- disability;
- illness.

We protect the personal rights of each individual

Creating a fair and collegial working environment is our common task. We only succeed in this if we show respect for every individual and also show consideration for each other. We therefore do not tolerate either statements or conduct which can result in hostility and aggressiveness in relation to our colleagues, business partners or customers.

Every form of harassment is prohibited at Oberaigner. We face each action decisively.

We protect the private sphere of each individual person

Collaboration based on trust requires that we can respect and protect the private sphere of our employees, business partners and customers. This applies to our conduct among each other as well as the use and processing of information. We therefore collect process and use personal data only in the scope which the laws, provisions and our internal guidelines allow.

We save personal information securely and take the necessary precautionary measures to prevent unauthorised usage.

Our managers acts responsibly and are appreciative

Responsible actions require responsible managers. That is why we expect our executives on all levels to do justice to their function as role models in terms of exhibiting conduct with integrity thereby give the employees some orientation and thereby ensure a good working atmosphere. With an extroverted stance in relation to one's co-workers, they allow an open exchange of information.

We stand behind good collaboration

Respect and mutual appreciation should characterise our collaboration. This means that we allow different opinions, address problems openly and look for solutions together. Only in this way, we can develop an environment shaped by trust, tolerance and fairness.

We ensure safe and fair working conditions

Oberaigner ensures occupational safety and health protection at the workplace. Here we follow the respective local and national provisions as minimum standards. We create work conditions which motivate and encourage. We want to structure our work environment in such a way that career; family and private life combine well.

We work with all employees, employee representatives and unions in a trustworthy manner. Here, we strive to achieve a fair balance between the financial interests of the company and the interests of the employees. Even in heated discussions, it is our goal to work together to create and maintain a solid basis for constructive collaboration.

We are committed to success

We perform our duties with a high willingness to perform, motivation and a team spirit. We assume responsibility for our own actions and work carefully and efficiently.

We provide our knowledge and skills to contribute to the company success. We distinguish ourselves and address the challenges of the future in a committed and competent manner. Here we promote the ideas and suggestions of all employees. We promote and support them. With all of this, we work in a collegial and prudent manner.

We also see errors as an opportunity

We want to learn from our mistakes. Admitting one's mistakes is an important prerequisite for this. But also pointing out mistakes and misconduct is desired and expected. This is the only way to work together to avoid damages to our employees and the company.

Employees who address mistakes or misconduct are not disadvantaged. In the same way, we deal with employees in a fair way who is accused of misconduct.

We look after the property and assets of our company

It is in our mutual interest to preserve the property and assets of Oberaigner. For us, it is a matter of course that we protect the assets of the company, to handle them in a sensible way and to not use them improperly or without permission or acquire them for us in this manner. Money and property which are misappropriated, embezzled or fraudulently used are a loss to our company and harm us all.

We rely upon the principles of transparency and proportionality

Responsible interactions require decisions which are transparent and easy to follow. Only then will they find acceptance. Even with checks and reviews, we strongly emphasise transparency and handle those affected in a fair manner.

We consistently react with balanced and easy-to-follow actions. Here, Oberaigner follows the principle of proportionality. We therefore check in every case which consequences are suitable, necessary and reasonable.

We are successful working along with our business partners and customers

Competition motivates and provides incentive for the highest achievements. It is our goal to do the best business with the best products, to do so in a decent manner. Therefore, we deal with our competitors in a fair way and work with our business partners and customers in a respectful and trustworthy manner. The foundation for this is the common principles which determine our professional actions.

We are therefore also looking for our direct business partners because they also follow the principles which we have provided in this guideline. We also ensure that these principles are complied with in our business relationships. We reject business partners and customers which violate human rights, employee rights in the sense of "The principles of social responsibility at Oberaigner", violate rights for the protection of the environment or the ban on corruption.

We are for fair competition and obey the law

We strive to ensure that there is fair competition on the markets and comply with the applicable anti-cartel and anti-competition laws. Non-permissible agreements and coordinated behaviours which have the goal of limiting competition or can cause this are prohibited. We will terminate such actions immediately when we discover them and we sanction them.

In our global activities and when tapping new markets, we must follow other laws and rules. In particular, this includes:

- international economic law, including export control provisions;
- tax and customs law;
- money laundering laws;
- Anti-terror laws.

We handle confidential information confidentially

Business secrets, such as inventions, new products or vehicle concepts as well as current sales figures are valuable. Because they are securing our advantage ahead of our competitors. We therefore treat all secret information confidentially and do not pass them on without authorisation.

In the same way, we respect the business secrets of our competitors, business partners and customers.

For us, the following principle applies: We do not bribe and cannot be bribed

We do not do business at any price. We only want to win contracts in a fair and regular way. Oberaigner does not tolerate any immoral or corrupt actions by its employees or business partners and takes action against them. Because decisions which are based on corruption are immoral, distort the sense of competition, damage the company in terms of its assets and reputation and are injurious to the common good.

We also ensure business practices with integrity in contact with parties, domestic and foreign authorities. Under no circumstances do we provide payments, donations or other advantages with cash value for officials, civil service employees or employees of a company in public service in order to receive orders or advantages for Oberaigner or other persons. We also adhere to these principles if such services are expected or "usual" for official acts. We also refrain from making prohibited payments for specific conclusions of transactions with private companies. In terms of our business activities, we always avoid the mere appearance of influence on our business partners and customers.

Oberaigner ensures clarification and regular checks to ensure that corrupt conduct is terminated or discovered and prosecuted. We want to use our market influences to be a leader in fighting corruption. We are convinced this improves our good reputation in the world and ensures we will have sustainable financial success.

We carefully weight personal interests and interests of the company

Oberaigner respects the personal interests and the private life of its employees. Personal or one's own financial interests may not affect business decisions because they can get into conflict with business interests.

This allows us to avoid situations in which personal or one's own financial interests conflict with the interests of our group or our business partners.

If such conflicts of interest exist, we expose them and find a solution with the respective manager with which the interests of Oberaigner are not negatively affected.

For example, conflicts of interest can occur if employees:

- accept, offer or grant gifts and invitations;
- Are a board member of another company, pursue secondary employment or hold shares with competitors.

In these cases, actions are to be handled according to the following criteria:

Gifts, donations and invitations

As Oberaigner employees, we can neither suggest, request nor demand other gifts, other donations or invitations nor personal services or favours of business partners.

We reject gifts, other donations or invitations of business partners and customers if they can influence our decisions with their intrinsic value or the impression of the exertion of interest can result.

We only accept discounts and other benefits which our business partners offer if they are granted to all Oberaigner employees.

We may only accept voluntarily granted advertising gifts and nominal gifts from business partners and customers with a reasonable value and framework. When we consider what is considered to be reasonable, we gear ourselves to a value of EUR 50.

We only accept invitations from business partners and customers to eat or events only if they are voluntarily made, serve a business function, do not occur unreasonably frequently and food service occurs as part of the regular collaboration and in proportion to the event.

In the event of doubt about whether gifts, donations or invitations are reasonable, we are to coordinate with our management about this.

We disclose the receipt of gifts and donations or the participation in meals and events and document them if they exceed the guideline value of EUR 50 for gifts and donations, for invitations EUR 100. Reporting obligations remain unaffected by other legal provisions.

We also provide gifts and donations to business partners and customers only to a reasonable extent and as part of regular business activities.

If we invite business partners and customers, this also must be kept in a framework which is appropriate for the event. There may not be an appearance that someone is made dependent as a result of this.





Memberships on boards and secondary employment

The takeover of a membership on the board, supervisory board or adviser of another financial enterprise is only permitted if it was previously approved by the management.

Professional secondary employment is to be reported to the manager in charge before hiring and the manager is to conduct a review in terms of potential conflicts of interest. If such a conflict of interest occurs, the secondary employment can be prohibited if justified interests of the company are in conflict with this.

Shares

As employees of Oberaigner, we may only acquire and hold shares of business partners or competitors if this occurs

- to a minimal extent and the possibility of
- a conflict of interest or the appearance of this is precluded.

This rule may not be circumvented in such a way that the shareholding is commissioned or acquired on behalf of the employee.

We keep insider information to ourselves

Insider information about Oberaigner may not be passed on.

Insider information is considered to be any information which is not public and is only obtained by employees as part of their duties.

This includes information about:

- financial results
- mergers or takeovers
- technical innovations or order situation
- important changes in the management organisation or in business relationships.

We treat this non-public information confidentially, do not use it for personal transactions and do not pass them on without authorisation – also not to close confidants from one's family and group of friends.

We are aware of our societal and social responsibility

We welcome volunteer work

Volunteer work is what holds the company together. As a company which takes its responsibility toward the common good seriously, we welcome and support voluntary work by our employees – regardless if they are political/democratic, societal or social/charitable activities.

Appearances in public

Employees have the right to freely express their opinion. In the event that opinions are expressed during events or in public communications spaces, we ensure that personal views are identified as such. At public events on behalf of the company, we ensure in terms of conduct or statements that no damage is inflicted on Oberaigner and its good reputation.

We stand behind the quality and safety of our products

We want to make future mobility as secure as possible. That is why we rely on the highest quality and constant quality improvements as well as the application of innovations in our vehicles. They are essential for the success and growth of Oberaigner.

We work sustainably and save resources

We make it our goal to review and implement measures to improve the environmental compatibility of our production and our products.

We maintain a transparent dialogue between policy and the company

As a globally active company, we are subjected to various political changes and decisions which affect our actions in conducting business. Thus, it is important to safeguard the future of Oberaigner, that we represent the interests of our company in an open dialogue with governments, associations, organisations as well as societal groups. In the same way, we adopt their suggestions and also take their interests into account.

Our donations and sponsoring activities make us transparent

We ensure transparency for donations and sponsoring activities. We provide donations voluntarily, request no actions in return and comply with the applicable laws or local provisions.

We use our sponsoring to positively shape our image and the perception of our company in public.

Donations and other grants, sponsoring and other benefits with a cash value, which are provided by political parties, candidates or the holders of political offices are only made by Oberaigner based on a decision by the management.



Compliance with the Oberaigner Guideline for Conduct with Integrity

Oberaigner expects that the members of its executive bodies, its managers and its employees to comply with this Guideline for Conduct with Integrity. All employees are to familiarise themselves with the contents of this guideline, be well informed about it and to base their actions upon it. That is because this guideline constitutes the basis for our daily work.

Our managers are to ensure that all employees are familiar with and comply with the Guideline for Conduct with Integrity. They are the first contacts for questions and support the employees to act in a timely manner and according to our values.

In addition, in the event of questions on the Guideline for Conduct with Integrity, there is a staff available to provide advice and assistance in addition to the managers.

This Guideline for Conduct with Integrity can govern the standards, procedures and provisions of the company in every department. If Oberaigner has adopted more precise guidelines, instructions or provisions for individual situations, they are binding.

Additional regulations can require special conditions at departments, divisions or at the respective facilities. These rules are also obligatory.

Violations against the Guideline for Conduct with Integrity or other Oberaigner guidelines and regulations can result in consequences for the employment relationship and other legal consequences taking the proportionality principle into account.



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