

**telent**

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# CODE OF CONDUCT

FOR BUSINESS PARTNERS

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**The mutual rights and obligations set out in this Code of Conduct for Business Partners are intended to establish the basis for a responsible, sustainable and cooperative business relationship.**

# 1. Introduction

Business success and corporate responsibility are inextricably linked. Acting responsibly and ethically towards employees, business partners, society and the environment is an integral part of telent's value system, including the companies affiliated with telent. Legal and regulatory compliance in our business activities is a matter of course for us. The telent Code of Conduct for Business Partners is based on internationally recognised standards for responsible corporate management, and defines our environmental, social and governance (ESG) requirements for our business partners. Our ESG requirements include the following areas:

Umwelt (Environment (E))	Soziale Aspekte (Social (S))	Governance (G)
<ul style="list-style-type: none"> <li>➤ Ressourceneinsatz</li> <li>➤ Emissionen</li> <li>➤ Abwasser und Festabfall</li> <li>➤ Biodiversität</li> <li>➤ ...</li> </ul>	<ul style="list-style-type: none"> <li>➤ Menschenrechte</li> <li>➤ Chancengleichheit</li> <li>➤ Faire Arbeitsbedingungen</li> <li>➤ Gesundheitsschutz &amp; Arbeitsbedingungen</li> <li>➤ ...</li> </ul>	<ul style="list-style-type: none"> <li>➤ Korruption &amp; Bestechung</li> <li>➤ Wirtschaftskriminalität &amp; Geldwäsche</li> <li>➤ IT-Sicherheit</li> <li>➤ Datenschutz</li> <li>➤ ...</li> </ul>

Social issues in particular, and especially respect for human rights, in line with the International Bill of Human Rights, the UN Guiding Principles on Business and Human Rights, and the ILO's core labour standards, are a fundamental component of responsible corporate governance for telent. This is a mandatory element in all our supply chains. The following minimum requirements for our business partners are aimed at preventing, minimising or, where possible, ending negative impacts on human rights.

Our environmental protection requirements are designed to conserve natural resources and avoid where possible or at least reduce environmental harm caused by business activities. This includes in particular avoiding or at least reducing air, soil and water pollution as well as harmful noise emissions, but also promoting renewable and clean energy sources as well as the safe management of hazardous substances and hazardous waste.

With this Code of Conduct, telent therefore lays down mandatory minimum requirements for its business partners in the business relationship with telent and its affiliated companies. These minimum requirements are an integral part of the individual supply, performance, service, consulting and lease agreements.

We are aware that no Code of Conduct can cover all situations that our business partners may encounter. Therefore, this Code of Conduct is not a substitute for the personal responsibility of our business partners to be vigilant, exercise good judgement and conduct business correctly.

With the OECD Guidelines for Multinational Enterprises, the Organisation for Economic Co-operation and Development (OECD) offers guidance in the form of voluntary principles and standards for responsible business conduct. This Code of Conduct is based on and fulfils the requirements of these guidelines.

telent expects its business partners to observe and implement the standards of the telent Code of Conduct for Business Partners without exception. Furthermore, business partners are required to communicate these requirements to their employees and direct suppliers, and to ensure compliance within their sphere of influence.

Business partners for the purposes of this Code of Conduct are all third parties who work for, with or on behalf of telent and its affiliated companies. These are, for example, subcontractors and/or their subcontractors, suppliers, sales partners, consultants, brokers, commercial agents, architects, engineers, freelancers and other businesses that provide work or services, as well as rental companies for vehicles, equipment, tools, containers, facilities, etc.



## 2. Cooperation in partnership

To ensure compliance with the rules and standards for our ESG requirements set out in this Code of Conduct for Business Partners and referenced herein, it is necessary for all telent partners to create the necessary transparency. This is achieved in particular through the following information and cooperation obligations.

Business partners provide telent with information on the ESG due diligence obligations implemented in their companies. This information is usually provided by truthfully and completely filling out a questionnaire that the business partners receive from telent or a company affiliated with telent.

Business partners inform telent of their own accord about the ESG risks identified in the course of their risk analysis in their operations and in the operations of their direct contractual partners. Furthermore, business partners shall upon request inform telent promptly and in full of the measures they have taken or plan to take to reduce the identified ESG risks (preventive and remedial measures).

If business partners are unable immediately to minimise or reduce an identified ESG risk, they and telent shall jointly draw up a corrective action plan, which the business partners shall then implement to the best of their ability within their sphere of influence. The goal of these remedial measures is to end the situation that leads to a violation of human rights or environmental standards.

Based on its own responsibility for compliance with the ESG standards, telent is entitled to review the implementation of the business partners' information and cooperation obligations described above. For this purpose, business partners must make all requested information and documents relating to ESG risks available for inspection during normal business hours and grant telent the opportunity to hold discussions with management, executives and employees, insofar as this is reasonably necessary for the objectives to be achieved. They shall also allow telent to make copies and extracts, where this is necessary to enable telent to fulfil its obligations under the provisions of the German Supply Chain Due Diligence Act (*Lieferkettensorgfaltspflichtengesetz*, LkSG). telent shall be entitled to use this information obtained in the course of inspections and audits to fulfil legal obligations, in particular those imposed by the LkSG, taking into account the business secrets and confidentiality obligations of the business partners.

As a measure to prevent and, where necessary, remedy potential human rights violations by their companies, business partners undertake to participate in training and further education on ESG standards or to develop these themselves or together with telent, and to provide telent with evidence of their participation.

Furthermore, business partners will communicate the contents of telent's ESG standards to their subcontractors as stipulated in the contractual agreements with telent, impose corresponding obligations on them, and verify compliance with human rights standards in their supply chains. It is the responsibility of the business partners to ensure that their subcontractors also act in accordance with the ESG standards and the requirements of this telent Code of Conduct.

## 3. Responsibility and integrity

### 3.1 Applicable laws, regulations and this Code of Conduct

Our business partners comply with applicable laws at local, national and international level.

Only if our business partners comply with all applicable laws and regulations can a trusting and sustainable business relationship be assured. telent expects foreign business partners in particular to inform themselves about the rules currently in force at the place where their contract is to be performed. If stricter regulations are in force in individual countries than those described in the Code of Conduct for Business Partners or in the contractual agreements with the business partner, the stricter regulations must be applied.

### 3.2 Corruption and bribery

Our business partners reject all forms of corruption and bribery both of public officials and employees of private companies. telent expects its business partners to strictly prohibit any possible form of bribery and corruption within their sphere of influence, and to offer personal benefits, such as hospitality or in connection with promotional activities, donations and sponsorship, only to the extent permitted by law. Before extending hospitality or presenting gifts to telent employees, our business partners shall check whether the hospitality or gift is in line with telent's Code of Conduct.

### 3.3 Conflicts of interest

Our business partners make their business decisions exclusively on the basis of objective information and assessments. Business partners shall immediately disclose potential or actual conflicts of interest affecting the contractual relationship with telent and, if necessary, respond appropriately to such a conflict of interest in consultation with telent.

### 3.4 Financial crime and money laundering

Our business partners refrain from and prevent any form of fraud, false accounting and other behaviour that could result in a financial loss for telent, telent's customers, social insurance agencies and/or tax authorities. Examples of offences causing financial loss include fraud, false accounting, social security fraud, bribery offences, illegal employment, theft, embezzlement, tax evasion, money laundering, withholding and misappropriation of wages, etc. Business partners take all necessary measures to identify and eliminate possible cases or risks of money laundering arising from its business operations and those of its suppliers and subcontractors.

### 3.5 Fair competition

Our business partners comply with applicable antitrust and competition law. In particular, they refrain from entering into restrictive agreements with competitors, suppliers, distributors, dealers and customers as well as other restrictive practices. These include not only price-fixing agreements with competitors, the allocation of customers or sales territories between competitors, anti-competitive boycotts and the direct or indirect exchange of competition-relevant information with other competitors, but also any exertion of influence on the market behaviour of other competitors.

### 3.6 Insider trading

Our business partners must not engage in insider trading, insider dealing or inappropriate procurement or disclosure of insider information, regardless of whether the information was obtained in the course of working with or for us.

### 3.7 Sanctions and export controls

Our business partners must comply with applicable economic sanctions and export control laws and regulations, avoiding anything that would put them or us in a position to violate these sanctions, laws and regulations.

### 3.8 Intellectual property

Our business partners respect and protect intellectual property of all kinds. We expect our business partners to respect telent's intellectual property rights. This means, for example, that business partners do not use our intellectual property in any third-party software/technology not authorised by us or not yet authorised by us to support or in connection with work for or with us.

### 3.9 Confidentiality and data protection

Confidential information about or belonging to telent and its affiliated companies as well as telent's customers and their affiliated companies is to be treated as strictly confidential by business partners. It may not be passed on by business partners and their employees to third parties who are not entitled to such information. This also includes all information in text or graphical form, data, photos etc. that telent or its affiliated companies have received from their customers or other business partners.

Business partners undertake to use information provided by telent and its affiliated companies exclusively for the fulfilment of their contractual obligations with telent. They shall not use this information for their own purposes or personal purposes of employees that are not permitted by law, or for other unethical or illegal purposes or activities.

Business partners shall impose an obligation on employees, which shall be documented, to protect confidential information as well as trade and business secrets.

### 3.10 Protection of personal data

Our business partners comply with applicable laws and regulations when collecting, storing, processing or transferring personal data and information. Personal data includes, for example, name address, telephone number, data of birth, height, physical characteristics, etc. The business partner undertakes to implement the necessary state-of-the-art measures to protect confidential information and data against unauthorised and unlawful use, disclosure, access, loss, modification and destruction (by third parties).

### 3.11 IT security

Our business partners must apply security controls that meet our requirements in order to preserve and protect the information received from us and our business partners, including physical and electronic assets.

### 3.12 Public relations and social media

Communicating confidential information in public and on social media or the unauthorised disclosure of information about telent or its business partners to third parties or the media constitutes a serious breach of the confidentiality principles. We further expect our business partners to refrain from disrespectful, unprofessional, harassing, defamatory, discriminatory and prohibited activities on social media platforms. Our business partners may not act or speak on our behalf, represent themselves as “telent” (or one of its subsidiaries), or express views that are attributable to “telent” (or one of its subsidiaries) unless they have been expressly authorised to do so.



## 4. Social aspects and protection of human rights

### 4.1 Protection of human rights

Our business partners are committed to upholding and respecting human rights as set out in the United Nations Global Compact, the International Bill of Human Rights, the ILO Declaration on Fundamental Principles and Rights at Work of 18 June 1998, and the United Nations Guiding Principles on Business and Human Rights of 16 June 2011.

Our business partners therefore implement effective processes to protect human rights. These are designed to identify, prevent, minimise or end potential and, if applicable, actual negative impacts on human rights within the supply chain. Our business partners respect and support the protection of globally recognised human rights, and ensure that the principles of the UN Global Compact and the ILO's core labour standards are observed in their area of activity.

### 4.2 Child labour

The business partner shall comply with the prohibition of child labour without exception. The business partner gives an assurance that child labour will not be tolerated under any circumstances within its operations or with direct suppliers or subcontractors. For this reason, the business partner shall communicate the requirements for the prevention of child labour contained in this Code of Conduct for Business Partners to its suppliers, subcontractors and business partners, and shall ensure that its suppliers, subcontractors and business partners also communicate these requirements to their suppliers and subcontractors.

### 4.3 Fair working conditions

Our business partners abide by the statutory regulations on fair working conditions and enable their employees to raise issues without fear of reprisals.

### 4.4 Wages and working hours

In particular, business partners comply with regulations to ensure minimum working conditions, the EU Posted Workers Directive, for the Federal Republic of Germany for example the Minimum Wage Act (*Mindestlohngesetz*, MiLoG), Posted Workers Act (*Arbeitnehmer-Entsendegesetz*, AEntG), and the Act on the Provision of Temporary Workers (*Arbeitnehmerüberlassungsgesetz*, AÜG), and actively work to ensure there are no violations of mandatory labour and social regulations and tax laws in their area of activity. They guarantee appropriate pay for their employees.

### 4.5 Modern slavery and human trafficking

Our business partners undertake to align their employer practices at least with the content of ILO Conventions No. 29 on forced labour and No. 105 on the abolition of forced labour. They must prohibit all forms of forced labour, such as compulsory labour, bonded labour, human trafficking and any other form of modern slavery.

No financial burden may be imposed on employees by withholding wages or reimbursement of expenses or by charging costs for the recruitment process or the administration of the employment relationship and offsetting them against wages.

The business partner may not restrict the freedom of movement of its employees by withholding identification documents or other measures against the will of the employees.

#### 4.6 Equal opportunities

Our business partners ensure a working environment and a recruitment process that is free from discrimination on grounds of ethnic origin, nationality, gender, pregnancy or parenthood, marital status, age, disability, religion or belief, sexual orientation or any other grounds covered by the prohibition of discrimination. The principle of equal pay for equal work must also be guaranteed.

#### 4.7 Health protection and occupational safety

Our business partners ensure a healthy and safe working environment for their employees by complying with all laws and other rules and regulations on health and safety in the workplace. These include, in particular, providing employees with the necessary, correct and full protective equipment, preparing risk assessments in good time, and providing employees with sufficient and recurring training in all occupational safety matters relating to their workplace. The materials and tools provided to employees by our business partners are safe and conform to EU standards or the standards of the country in which the employee is working. Further requirements in this regard can be found in the contractual agreements and their annexes.

#### 4.8 Freedom of association

Our business partners confirm that they guarantee the freedom of association of their employees within the meaning of ILO Conventions Nos. 87 and 98, and the right to collective bargaining. They will inform their employees and managers about this as necessary.

#### 4.9 Private security providers

In the event that they hire private security providers, our business partners guarantee that they will respect recognised human rights without exception when carrying out their activities. Compliance with the requirements of this Code of Conduct for Business Partners must be contractually agreed with the private security services used. Employees of the private security services must receive documented training in this regard.

#### 4.10 Forced evictions

Our business partners shall not initiate any unlawful evictions or the seizure of land, forests or waters, the use of which secures the livelihood of a person.

## 5. Environmental protection

Our business partners assume responsibility for environmental and climate protection as well as for the careful use of natural resources and the protection of biodiversity in their area of activity.

### 5.1 Permits and reporting

All necessary official permits, licences and registrations must be obtained by the business partners before a contract is awarded and must be maintained throughout the term of the contract. Business partners shall ensure the implementation, regular review and documentation of compliance with all rules and regulations. This applies both with regard to the company level and to product-related environmental standards, (internal) rules and policies, for example with regard to product design, material restrictions, labelling, information requirements, reuse and recycling, environmentally friendly product use, and employee training in all relevant areas.

Furthermore, a procedural policy for dealing with violations should be developed in order to inform government agencies, local authorities and affected persons appropriately. All activities having potentially negative impacts on the health of people, animals or the environment shall also be managed in accordance with the law and regulations, and documented in line with requirements.

### 5.2 Use of resources

Our business partners use resources sparingly and efficiently, especially energy, water and building materials. Business partners are to assess new suppliers based on environmental criteria. To minimise the use of resources, measures such as the reuse of materials and products, the use of alternative materials and renewable energy, and changes to production and maintenance processes must be examined. For this reason, all forms of waste – including in the form of water and energy – should be avoided or reduced as far as possible.

### 5.3 Waste water and solid waste

Our business partners ensure that waste water and solid waste from operating and production processes are classified and tested before they are discharged. If treatment is required, this must be monitored and documented.

### 5.4 Emissions

Our business partners avoid or reduce all kinds of emissions as far as possible. Besides greenhouse gas emissions, these include noise emissions and dust/particulate emissions. Processes are to be optimised in this respect to achieve the lowest possible environmental impact.

### 5.5 Handling hazardous substances

Our business partners undertake to identify and control biological, chemical or other substances that could endanger people, animals or the environment, in order to ensure that they are handled safely. This applies not only to the storage, movement and use of these substances, but also to their recycling and disposal.

Business partners undertake to meet the requirements of the Minamata (mercury), Stockholm (persistent organic pollutants) and Basel (hazardous wastes) conventions.

## 6. Business partners – compliance

### 6.1 Compliance with the Code of Conduct

Our business partners undertake to ensure the implementation of and compliance with telent's Code of Conduct for Business Partners. To this end, they communicate the values and principles of the Code of Conduct for Business Partners to their employees, and work to ensure that they comply with these values and principles.

### 6.2 Violations of this Code of Conduct

In the event of a suspected violation of telent's Code of Conduct for Business Partners, the business partner shall cooperatively assist telent in establishing the facts of the case.

Violations of the Code of Conduct for Business Partners contractually agreed with telent or companies affiliated with telent may lead to the following appropriate measures.

In the event of proven violations of its Code of Conduct for Business Partners, telent reserves the right to respond appropriately, depending on the severity of the violation. The range of possible responses extends from telent's request to cease the violation to the extraordinary termination of the contract with the assertion of claims for damages.

If telent becomes aware of a violation of these ESG requirements – in particular of sections 4 (Social aspects and protection of human rights) and 5 (Environmental protection) of the Code of Conduct for Business Partners – it will take steps to avoid or reduce the impacts of this violation, where possible, e.g. by agreeing a corrective action plan. The business partner undertakes to assist telent in this endeavour to the best of its ability. In the event that the violation persists, telent reserves the right to temporarily suspend or fully terminate the contractual relationship.

### 6.3 Questions about compliance and reporting violations or complaints

The telent Compliance Department is available to answer questions about telent's compliance management system, telent's Code of Conduct and the Code of Conduct for Business Partners.

The email address is:

[compliance@telent.de](mailto:compliance@telent.de)

The Compliance Department can be contacted by post at the following address:

telent GmbH  
Abteilung Compliance  
Rheinstr. 10B  
14513 Teltow  
Germany

Disclosures or complaints under the German Supply Chain Due Diligence Act can also be submitted anonymously via the telent GmbH website if desired. However, if disclosures or complaints are submitted anonymously, it will not be possible to contact the person making the report. This can make it considerably more difficult to investigate the complaint or disclosure. It will also not be possible to contact the person making a complaint, as prescribed by law, and thus inform them of the state of the proceedings.

- What happens when a disclosure or complaint is received?

Depending on the channel chosen to submit the disclosure or complaint, receipt will be confirmed in writing or in text form, where contact details have been provided.

Once the complaint or disclosure has been received via the system's supported reporting channels, it is first documented and assigned a unique file number. If the complaint or disclosure relates to a matter not involving employee misconduct in the person's own business unit, or a business partner of the company along the supply chain, the complaint or disclosure will be forwarded immediately to the relevant department that is responsible for dealing with it in the respective company. In the event of complaints or disclosures concerning our own employees, telent will in principle deal with the matter itself.

- How is the confidentiality of the complaint or whistleblower procedure ensured?

Employees who are tasked with processing complaints and disclosures always treat the information they obtain as confidential with respect to other persons. This applies in particular to personal data. The identity of the whistleblower or complainant will not be disclosed if they so wish and provided this is legally possible. The principle of confidentiality does not apply to any statutory and official public disclosure and reporting obligations.

- Are whistleblowers and complainants protected from any negative impacts of their disclosures or complaints?

Discrimination, intimidation or hostility towards the whistleblower or complainant as well as other reprisals against the whistleblower or complainant or persons who are assisting in good faith in the disclosure or complaint process are unacceptable and will not be tolerated by telent. Interfering with or obstructing investigations, in particular influencing witnesses and suppressing or tampering with documents or other evidence is not permitted. Whistleblowers or complainants and persons who assist in investigations in good faith shall be protected by the company against discrimination and reprisals to the best of the company's abilities.

The complaints and whistleblower procedure is impartial. Employees involved in this procedure are not professionally bound to follow instructions for their work in this procedure.

- What other principles apply to the procedure?

1. Fair procedure: During investigations, the currently applicable laws, including data protection law, as well as the company's current internal regulations, are complied with. Only legal investigation methods are used for investigation purposes and only legally usable information is taken into account.

2. Presumption of innocence: Investigations are conducted neutrally and objectively observing the constitutionally mandated principles of presumption of innocence. Just as evidence that incriminates a suspected person is followed up, so too is evidence that could exonerate them.

3. Observing the principle of proportionality: Investigation activities respect the principle of proportionality, i.e. they must be suitable, necessary and reasonable in terms of fulfilling the purpose of the investigation.

4. Further participation rights: If employee representatives have the right to participate during the investigation of complaints, the necessary bodies will be involved in this respect.



## **Complaints procedure**

telent has set up a complaints/report procedure for its own employees and for third parties, i.e. all external persons who may be affected by telent's activities.

The complaints procedure can be used via the telent GmbH website, either anonymously or providing contact details.

In addition, the email address [compliance@telent.de](mailto:compliance@telent.de) is available for non-anonymous complaints and disclosures.

Complaints can be submitted by telephone during normal business hours by dialling +49 3328 4590-303.

Appointments can be made by telephone for any necessary face-to-face discussions regarding complaints or disclosures, by calling the number above.

We expect our business partners to report in good faith any concerns that may arise in connection with our business and possible violations of this Code of Conduct, laws, regulations or ethical and professional standards. Unless prohibited by law or regulation, we expect our business partners to report concerns via the compliance email address or phone number provided above.

Attempts at intimidation or reprisals against employees who report actual or suspected misconduct in good faith will not be tolerated by our business partners. Our business partners also give their employees the opportunity to confidentially report possible compliance issues or compliance violations. We expect our business partners to inform their employees that they will not be subject to reprisals if they raise concerns in good faith.

We will review and investigate reported concerns and, if necessary, forward them to our business partners for processing and investigation.