

A Guideline for Our Work

code of **conduct**

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Compliance Statement

Dear colleagues,

Our motto “value – inspired by people” sums up the expectations we place on ourselves and our responsibility. The msg group creates sustainable added value in a digitalized world by putting people first: This applies equally to our employees and to all of our customers, suppliers and other business partners. We are currently facing and will continue to face significant upheavals and challenges in politics, society and in our immediate business environment. This is also changing and shaping the way we work within the msg group on a daily basis and has a noticeable impact on our business relationships. This change makes it clear how important it is for us as the msg group to operate and conduct ourselves with trust within the company, in the business environment and within our society. We are aware that companies not only convince through their products and services, but also through the people who work in them. All our employees therefore contribute to creating our good reputation, outstanding performance and good business relationships, but can also cause considerable damage to the company through individual misconduct. This Code of Conduct is the central guideline for the msg group and, in accordance with msg’s values, represents the executive board’s voluntary commitment to legally compliant and ethically impeccable conduct.

It gives us guidance in our daily work and helps us to make decisions within the context of our creative freedom. By bringing together msg-wide and generally applicable basic rules and principles, the Code of Conduct also serves as a central and binding framework for all company employees. It is our deep conviction that a solid foundation is the basis for successful cooperation in our decentralized corporate culture – it is the elementary foundation. We are all called upon to take our standards formulated here seriously, to uphold them, to adhere to business principles and to openly address any grievances or misconduct.

We therefore ask you to read this Code of Conduct carefully, observe the rules set out in it and use it together in your daily dealings with each other.

The executive board of msg systems ag



1. Our Code of Conduct

General Principles and Scope

msg's corporate values describe how we treat and work with each other. We are all committed to integrating and living the following values in our day-to-day work: Sustainability, reliability, creative freedom, commitment, credibility, respect and collegiality. From this, we derive the aspiration to always act with integrity and responsibility in our business environment. This means that we treat our employees, customers, suppliers and other business partners fairly and respectfully. We pursue business development that is geared towards profitability and growth, but is also sustainable and does not stand in the way of protecting our environment. This understanding of values represents the standards we set for ourselves and for third parties.

We prioritize integrity and trust in our dealings with one another and make no compromises, either internally or externally, when it comes to upholding our values, legally impeccable conduct and correct business practices. We expect all company employees to lead by example. Especially our managers and executives, who are responsible for the compliance with and communication of this Code of Conduct within their teams, have a special obligation to do so. Because in line with our msg values, we not only want to behave in a legally compliant manner, but also always do the right thing. We exemplify this attitude every day and at all management levels.

To ensure that our conduct complies with the law, we have implemented a group-wide compliance management system to help us continuously identify and comply with the legal provisions relevant to our group.

Problems and mistakes still happen – everywhere. We can only solve problems and derive appropriate measures and lessons for the future from possible misconduct if we know about it. We would therefore like to encourage employees who have inadvertently made a mistake to actively approach their supervisor.

If information is provided about possible intentional violations of this Code of Conduct or other requirements, it is subject to strict confidentiality as far as legally possible and will not be interpreted to the detriment of the whistleblower.

This Code of Conduct is aimed at all members of the executive board, management, executives, authorized representatives, permanent employees, trainees, interns, dual and working students and freelance employees of the msg group as well as other employees, all referred to collectively below as “employee” and is binding for all employees of the affiliated msg group companies. It can be supplemented by other internal guidelines or msg group companies’ own codes of conduct. If local law or a business unit within the msg group imposes stricter requirements than those published here, these stricter regulations must also be complied with.

For reasons of clarity and ease of reading, the following text sometimes only uses the masculine form when referring to individual role holders such as supervisors, colleagues, customers, suppliers, business partners, etc., although this explicitly refers to all genders.



Orientation Questions

In most cases, acting and deciding correctly and with integrity is unambiguous in this sense. However, if you are ever unsure about what you are doing because you see, hear or read something that doesn't feel right, ask yourself the following questions when in doubt:



Is what I am doing legal?



It is in line with our msg values and the Code of Conduct?



Am I authorized to act this way?



Would I accept my decision if it were to concern me?



Is the decision in line with internal requirements and guidelines?



Would you make the same decision if your actions were communicated in the news?

If you answer one of these questions with a clear “no”: Don't do it! If you are unsure about one or more of these questions or do not know: Continue reading this Code of Conduct, check internal guidelines or contact your supervisor or the person responsible for compliance in your unit.

In addition, if you have any further questions on a range of specialist topics, you can get in touch with the contact persons available on msg's intranet [GURU](#).

The following rules of conduct are an elementary component of our business strategy, the basis of our daily actions. By internalizing these rules we will be able to act fairly, objectively and solution-oriented manner even in difficult situations.



Our **Employees**



2. Our Employees

Occupational Health and Safety

The msg group puts “people first”. With their commitment, all employees enable the growth, development and success of our group of companies. For this reason, we take numerous measures to protect our employees and to promote individual health.

We fulfill our legal obligations and focus on the continuous improvement of working conditions. Through regular safety inspections and risk assessments, we identify potential hazards and monitor the effectiveness of the measures implemented.

All employees undertake to behave in a safe manner and to report hazards and defects in the workplace to the responsible managers or the relevant contact persons, such as the occupational safety specialist, the company doctor or the safety officer. We promote awareness of the most important occupational health and safety topics and the necessary precautions in the workplace within the msg group by providing regular instructions.



Possible situation:

You attended your last first aid course 20 years ago when you got your driver’s license. For the case that there is an accident in the vicinity of your working environment, you are obliged to provide first aid. You ask yourself what measures you should take in this case.



Recommended course of action:

You can actively register as a company first responder and receive the necessary further training. The msg group also offers various services and trainings for the prevention of occupational accidents and work-related illnesses. If you have any questions about this, please contact the BGM (Company Health Management).



Promotion of Diversity and Inclusion

As a future-focused group of companies, we take our social and societal responsibility seriously. We support the idea of a diverse society and are actively committed to ensuring that all people – regardless of age, gender, sexual orientation, mental and physical abilities, origin, nationality, religion or belief – have the same opportunities. Our employees are recruited solely on the basis of their qualifications and their individual skills, promoted according to their potential and assessed according to their performance. Different thinking and different skills make it possible for us to achieve the highest levels of productivity, competitiveness and innovative capacity, creativity and efficiency. This commitment to diversity, which we as msg systems ag also make visible to the outside world by signing the Diversity Charter, is something we live out in our daily interactions.

For us, diversity means consciously and respectfully dealing with the variety of personalities in our companies such as age, origin, gender, physical and mental abilities, religion, sexual orientation or social origin. To this end, the Code of Conduct defines the general binding and indispensable framework conditions for the professional cooperation and development of employees of the msg group.



Possible situation:

You ask yourself whether you support the principle of employee diversity and have a positive attitude towards it. You are working in a relatively newly formed heterogeneous project team, so that the team members differ in terms of origin, age, personality, training or cultural background. However, working within the team is not easy for all employees, as the many differences mean that cultural and linguistic hurdles have to be overcome first, which in your view affects productivity.



Recommended course of action:

You should always bear in mind that working in a heterogeneous team can usually lead to difficulties at the beginning, such as coordination problems. Such teams generally need more time to find a common way of working, but experience has shown that they achieve better results overall. You should therefore initially be patient with delays or misunderstandings until the different characters have developed into a team. If you are unsure about the correct behavior towards individuals, please contact your supervisor or the Diversity executive department.

Respectful Interaction, Prevention of Harassment and Discrimination

Our behavior reflects our values: We want a working environment of respect and fair treatment. We show respect and appreciation in our interactions with customers, partners, colleagues and everyone else we encounter. We take other points of view seriously and talk to each other as equals. We assume responsibility for ourselves and for others. We always seek objective debate and do not allow personal preferences to determine our actions. We are committed to creating a climate of trust both internally and externally. This includes fairness and openness, transparency, punctuality and attentiveness. We participate in decision-making processes and respect the decisions made.

We are committed to complying with all anti-discrimination laws under labor law, e.g., the General Equal Treatment Act. The open and trusting contact of all msg group employees with colleagues and business partners makes it possible to recognize undesirable developments in this regard at an early stage and to counter any kind of discrimination or harassment.

Such violation may be, for example: Unlawful discrimination, bullying, reprisals (e.g., not being considered for promotion) or sexual harassment. The latter includes any unwanted conduct of a sexual nature, whether verbal or physical, that may be considered offensive or harassing, such as unwanted advances, requests for sexual favors, sexually oriented jokes, pictures, texts or e-mail messages, explicit or derogatory comments about appearance, and the display of sexually suggestive images.



Possible situation:

During a Christmas party, you observe an msg group employee at the buffet making a joke about a supposedly unusual choice of food of another employee, who has recently joined the group from abroad. Given the loudness of the remark, you are sure that the new colleague must have also heard this joke. Especially because he then stares down at his plate and seems very insecure. What would have been a good reaction to the employee's behavior?



Recommended course of action:

You should always bear in mind that even if the employee's intentions were not negative (perhaps because he simply wanted to be funny), such behavior is not acceptable if another person might find it offensive, hostile or objectionable. A good reaction would have been to tell this person that you found this joke offensive. Of course, in such a situation you can also contact your supervisor, the Head of Diversity or the responsible compliance function and also inform the new colleague, who may not yet be familiar with all options, about these contacts, which also exist for him. You can find an overview in [GURU](#).



Respect for Human Rights and Co-Determination in the Company

We reject the use, support and approval of violence, threats of violence, coercion, forced/compulsory labor, human trafficking and slavery in accordance with Conventions No. 29 and No. 105 of the International Labor Organization (ILO) and expressly do not tolerate child labor in accordance with ILO Conventions No. 138, 155, 182 and No. 187. The msg group respects internationally recognized human rights and supports their observance. This applies not only within our company but we also expect this from our customers, suppliers and other business partners. They should actively work to improve and further develop human rights and working conditions at their workplace locations, to prevent negative effects on human rights and to take remedial action where necessary. In addition, we observe guidelines with regard to fair pay (minimum wage) and additional benefits, appropriate working hours, paid vacation, legal minimum age and protective regulations for the employment of minors. It is the joint aim of company management and employee representatives to work together in an open and trusting manner, to engage in constructive and cooperative dialog and to achieve a fair balance of interests.



Possible situation:

An employee in your department, who is responsible for procurement, confides in you that serious accidents at work regularly occur at a supplier working for msg. This has already been reported in the local press. You are not sure how to act.



Recommended course of action:

You should always bear in mind that this type of behavior violates the right to a safe and healthy working environment in the company. We do not tolerate such situations and are committed to ensuring due diligence in our own business and our supply chain. In this case, you should contact the Procurement/Corporate Social Responsibility (CSR) department or the Human Rights Officer directly to check the necessary measures with the supplier.

Responsible Handling of Our Corporate Identity, Advertising Measures and Social Media

We are proud of our work and what we do for our customers. We all represent the msg group. We can and want to communicate this to the outside world, but we observe elementary rules for maintaining our corporate identity, competitive advertising measures and dealing with external parties and the use of social media. We do not provide any information about our customers, suppliers or other business partners to third parties on request. We expect the same from them vis-à-vis the msg group. If you use social media, do not make any statements or post any information about third parties that could infringe industrial property rights or confidential information. Furthermore, your statements must not constitute anti-competitive advertising. For example, so-called unique selling proposition advertising (e.g., "We are the only provider for...") or comparative statements about our competitors are only legally permissible in certain exceptional cases. In addition, never give the impression that you are speaking on behalf of or as an employee of an msg customer and make your personal views and opinions recognizable as such.

When using our own logos, for example on your own presentation documents for customer presentations, please ensure that you only use the templates provided for this purpose in order to maintain our corporate identity. If you receive inquiries from journalists, consultants or other people, please refer them to msg's central communication department.





Possible situation:

You would like to take a selfie of yourself and a project coordinator at your workplace with your screen in the background showing one of the msg group's latest cloud applications to share your excitement about the new product with friends on social media. However, you are not sure if such a post is actually permitted.



Recommended course of action:

You should always bear in mind that such internal pictures may only be made and posted by authorized persons. The publication of such pictures via private social media accounts is also not permitted. This protects the intellectual property and the brand value of the msg group. If you are unsure, the [Social Media Guidelines](#) of msg offer valuable help. You can also get in touch with your supervisor or contacts from marketing.



Do not keep concerns to yourself!

If you face a problem relating to the topics listed above from the areas of occupational safety and health, diversity, interpersonal conflicts, Corporate Social Responsibility (CSR), corporate identity, advertising measures and social media, the contact persons listed in [GURU](#) from HR, BGM, CSR, Procurement and Communication or Diversity are available to help you.



Our **Integrity in
Business Dealings**



3. Our Integrity in Business Dealings

Compliance with Laws and Regulations

Acting responsibly has a high priority at msg. This also includes knowing and complying with the relevant laws, standards and other regulations for the respective area of responsibility. Violations of internal and external guidelines increase our risk of suffering financial or reputational damage and can therefore result in disciplinary measures, including dismissal. We do not tolerate fraudulent behavior of any kind, such as submitting falsified expense and travel expenses, theft of equipment and company funds or unlawful handling of trade and business secrets of the msg group or third parties. It is a fundamental policy of msg to refrain from engaging in any business transactions with individuals and organizations listed on sanctions lists, while also adhering to both national and international trade regulations that are relevant to its operations.



Possible situation:

You are contacted by an employee of a company located in Russia. He asks for support with a project in the field of Analytics & Artificial Intelligence. You have the impression that this could be a larger and thus very lucrative offer and ask yourself

whether the interested party is even a potential new customer due to the current reporting on various sanctions against companies based in Russia.



Recommended course of action:

As described, it is necessary that all employees of the msg group have knowledge of relevant laws, standards and other regulations for their respective area of responsibility. It is not necessary for you to have memorized all the entries in the current worldwide sanctions lists and to immediately recognize that this company is on one of the lists. Nevertheless, as an employee with customer contact, you must be able to recognize that a critical situation exists due to the company's location, for which further information, such as the scope of the service or the shareholders of the company, must be obtained. Only then can it be classified whether the acceptance of such an order could lead to violations of applicable sanctions. If you have any questions, please contact the responsible compliance function.

Dealing with Conflicts of Interest

Conflicts of interest arise when there is a contradiction or collision with msg's interests and private interests of employees. This may happen in individual cases if employees

- act as competitors of the msg group (e.g., in the course of a secondary employment or consulting agreement),
- enter into legal transactions with affiliated companies or other units of the msg group,
- have financial interest (directly/indirectly) in competitors, suppliers, customers or other business partners or
- have related parties as direct colleagues or as line or disciplinary managers.

We always counter such corporate or personal potential conflicts of interest with transparency. As soon as there is even the appearance that you have private or financial interests that could be in conflict with decisions or business relationships to the msg group, this must be reported to your supervisor in text form immediately and before concluding a contract or business transaction and approved by him.

For an appropriate handling of conflicts of interest

- we base our decisions on objective criteria (price, quality, reliability, suitability) instead of personal interests or relationships,
- we create transparency as soon as conflicts of interest are suspected and clarify apparent conflicts of interest,
- we leave the decision making to colleagues in the event of our own conflicts of interest,
- we report secondary employment as well as agreements in other commercial enterprises (e.g., as a member of the executive board or supervisory board) to the compliance function, HR and our own supervisor,
- we do not assume any positions of responsibility with customers, suppliers and other business partners, in particular competitors of the msg group, without the prior express consent of the responsible msg management.



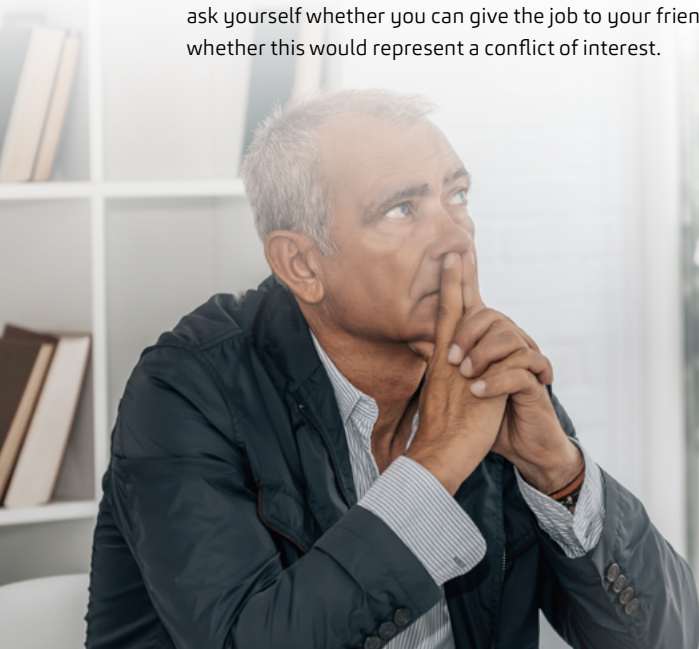
Possible situation:

Your department requires external project support for the processing of a larger order. Following the publication of a call for projects, a large number of applications are received. Your manager asks you to make a selection. Among the applications received is one from a close friend. You now ask yourself whether you can give the job to your friend or whether this would represent a conflict of interest.



Recommended course of action:

You should bear in mind that the decision as to whether contracts with suppliers, customers or third parties are concluded, extended or terminated should be made exclusively on the basis of objective and verifiable criteria. These objective criteria include the price, the quality of the service or product and the reliability of the contractual partner. Under no circumstances should a decision be made dependent on personal relationships, personal advantage or similar factors. You should immediately disclose the conflict of interest to your supervisor and document this, e.g., by e-mail. Depending on the circumstances, they should decide whether, for example, another colleague should be consulted for a decision or whether they should approve your proposal to award a contract. If you have any questions, please contact the responsible compliance function.



Transparent Financial Reporting

Financial reporting and accounting is done in accordance with relevant local and international accounting standards. We attach great importance to complete, fair, accurate, timely and comprehensible periodic financial statements and to regular financial reporting and communication in order to provide our stakeholders, in particular the owners, auditors and tax authorities, with a true and fair view of the economic situation of our company.

We not only comply with applicable ordinances and laws, but also set our own internal standards for an integrated reporting system. To ensure correct accounting, we properly document deliveries and services rendered and received. Every employee is responsible for documenting the necessary information promptly, completely and correctly.

We do not tolerate any involvement in or support of tax evasion. We comply with all relevant standards and laws in the countries in which we operate.



Possible situation:

You notice that the budget for your department has been exceeded due to the organization of a team event with a visit to a concert in Hamburg and an exclusive Mediterranean restaurant with special wine accompaniment. To avoid trouble, your team leader has instructed you to post individual cost blocks for recently ordered office supplies to the cost center of other departments that have not yet fully utilized their budget. After attending the event yourself, you feel obliged to comply with the request. After all, you benefited from the wonderful event yourself. Nevertheless, you ask yourself whether you are allowed to follow this order.



Recommended course of action:

It must be taken into account here that improper postings of costs and expenses constitute a manipulation of financial records. Such behavior is forbidden. Doing so would expose yourself and other employees of the msg group involved to civil and criminal liability risks. Because of the involvement of your supervisor, you should immediately contact the responsible compliance function.

Dealing with Gifts, Invitations and Events to Avoid Corruption and Bribery

The acceptance or granting of gifts and invitations in day-to-day business is handled much more restrictively nowadays than it was a few years ago. At the same time, however, in many cultures it is still a fundamental part of developing and deepening business relationships. We are aware that some invitations, donations or gifts are capable of inappropriately influencing the recipient's decision-making or at least giving the appearance of doing so.

In accordance with the anti-corruption laws applicable to us, it is prohibited to accept or give gifts, invitations to meals or entertainment events if this is associated with an intention to bribe. This is the case if the gift is made with the intention of influencing the recipient to unlawfully abuse their position for the benefit of msg. We also never influence third parties to do this on our behalf. Therefore, each of us must always check the appropriateness of any offer of a benefit before giving or accepting it. Corruption and bribery (both active and passive) are contrary to our values and are not permitted under any circumstances. Whether in the public or private sector, at home or abroad, with familiar or new contacts: Under no circumstances are unauthorized amenities to be hinted at, promised or granted in order to influence a decision to the advantage of one's own company. This obligation extends to all

business activities, including our employees, customers, suppliers, other business partners or other parties acting on our behalf.

The msg group is committed to complying with all laws and regulations to combat corruption and bribery. In addition, msg systems ag and other group companies are also signatories to the UN Global Compact of the United Nations and actively and consistently oppose all forms of corruption. We do not tolerate any kind of unlawful acceptance/granting of benefits, bribery or corruptibility. Violations by employees will result in termination of employment and criminal prosecution. Any offer we make must comply with relevant laws and avoid any appearance of dishonesty. Payments of a questionable nature by third parties on our behalf – even those that could only appear to violate the above regulations – are prohibited.

Anyone who disregards our internal rules on dealing with gifts, invitations and events or the “Anti-Corruption Guideline of the msg group”, specified below, runs the risk of committing a criminal offense and can be prosecuted under labor law.

We use the following criteria to determine the appropriateness of benefits granted or received:

- The value is neither excessive nor disproportionate to local custom.
- The benefit is permitted by law, is made with integrity and is transparent.
- There is no recognizable expectation of a quid pro quo.
- Business decisions are obviously not influenced by this.
- There are no current bidding processes or direct contract negotiations with the recipient’s company between the parties involved.

Gifts between employees of the msg group are a private matter and are never reimbursed at msg’s expense.



Possible situation:

You are tasked with acquiring a major new customer for the msg group. To make the potential customer remember you better than other market players, you would like to invite them to the exclusive Michelin-starred restaurant in their city. You are convinced that it will be easier to conclude a contract with the customer in such a location. Nevertheless, you ask yourself whether such an invitation is appropriate and permitted.



Recommended course of action:

You should always bear in mind that all business-related invitations must be checked in accordance with the relevant internal guidelines of the msg group. In this case, your invitation may have an impact on the business partner's decision. You may therefore risk criminal or disciplinary consequences, as such behavior may constitute a case of corruption. If you have any questions about dealing with specific situations, please always contact your supervisor or the responsible compliance function, who will support you in assessing the appropriateness, e.g. by specifying value limits.



Dealing with Public Officials and Elected Representatives

Special legal conditions often apply when dealing with public officials or elected representatives (including governments, authorities and other public institutions). Such violations can have serious consequences for all parties involved. Anyone entrusted with the performance of public duties may be a public official, not only civil servants and public sector employees. Our contacts with public officials and elected representatives are therefore strictly based on the law and the relevant internal regulations to avoid conflicts of interest and corruption. Public contracts are generally subject to official procurement procedures, the rules and regulations of which we must know and comply with. This applies in particular to the rules for avoiding undue influence. To this end, we also comply with the internal regulations of the "[Anti-Corruption Guideline of the msg group of companies](#)". As a result, we are not permitted to grant any gifts or other benefits, either directly or indirectly.



Possible situation:

You receive a request from a head of department at a savings bank regarding a digital transformation order. You invite him to the premises of your location so that he can directly get to know your potential contractual partners and all contact persons on site. As a matter of course, you also offer to cover his travel and accommodation costs.



Recommended course of action:

It should be noted that employees of public banks are also employees of a so-called institution under public law and are therefore public officials. Even issuing an invitation and paying the costs constitutes a bribe. Please contact the responsible compliance function if you are unsure about the classification of persons as public officials and elected representatives and for all other questions in this context.

Dealing with Donations and Sponsorship

The msg group does not support any political party.

For us, donations and sponsorship always have an objective relation to our company and are in line with our corporate interests. In the case of donations, the recipient and the intended use are documented. Donations and sponsorship must not be used to obtain directly unfair advantages. We do not make donations in expectation of a quid pro quo and do not pay them out to individuals or to private accounts. We make donations on a voluntary basis, for example for scientific, charitable or non-profit purposes. Donations or other contributions (monetary or otherwise) to political candidates, parties, politicians or political organizations on behalf of msg are not permitted.

We use sponsorship and sponsorship activities to support educational purposes, sporting events or cultural activities and disclose these internally in advance. In all donation and sponsorship activities, we always comply with the locally applicable laws and observe the internal regulations of the [“Donation Guideline of the msg group”](#).



Possible situation:

Your supervisor mentions in a conversation that the msg group could win a new public contract if donations were to be made in advance to a specific charitable organization. You are aware that the board of this non-profit organization also works for the authority that put the new contract out to tender. You question your correct approach.



Recommended course of action:

You should always bear in mind that donations are not prohibited in principle. However, these must have an objective relation to the company and be compatible with the corporate interests. In the case described, however, the employee’s supervisor suggests that the donation be made as a “concealed bribe”. In such a case, you should immediately contact the responsible compliance function and officially report the matter.

Prevention of Money Laundering and Terrorist Financing

We take precautions against all forms of money laundering, i.e., against the infiltration of illegally generated money or illegally acquired assets into the legal financial and economic cycle. We only do business with reputable, carefully pre-screened customers, suppliers and other business partners. We take procedural and accounting precautions to prevent unacceptable or illegal forms of

payments and transactions. For example, we do not accept cash transactions of 10,000 euros or more at msg systems ag. We do not engage in dubious or disguised billing procedures and payment methods and are vigilant in the event of unusual procedures. Knowingly participating in transactions that would enable money laundering and terrorist financing is prohibited.



Possible situation:

As an employee of msg systems ag, you receive a request for a new order. The customer's IT system is outdated and no longer meets the latest security standards. You forward an offer in the amount of 12,000 euros to the customer. The next day, the customer contacts you and asks to settle the order in the form of a cash transaction because his bank, which is based abroad, charges very high transaction fees for international online transfers. You ask yourself whether you are allowed to accept these payment conditions.



Recommended course of action:

You should bear in mind that all employees of the msg group must comply with the relevant legal regulations on combating money laundering and terrorist financing. You should therefore point out to the customer that, due to the regulations, it is not permitted to accept cash payments of a correspondingly high amount. If you are still unsure, you can of course also contact your supervisor or the responsible compliance function. They will support you in dealing with such a situation.



Fair Dealings in Competition

We are obliged to comply with the relevant antitrust and competition regulations. Therefore, any behavior that obstructs, restricts, distorts or falsifies free and fair competition is prohibited. Even the appearance of a violation of the law in this area can have serious consequences for the msg group and criminal or civil law consequences for the organization and individual employees. That is why we always adhere to the relevant rules in our dealings with customers, competitors, business partners and suppliers. Among other things, this means that our prices, services, products, discounts, territories or customer groups are based on our own expertise and experience and that we never discuss them with our competitors. We do not participate in illegal arrangements or unfair agreements that would interfere with the freedom of competition. At symposia, conferences, trade fairs, appointments with external parties or when working together in association committees, we consciously exercise caution in our dealings and communication with competitors and other third parties. Any written or verbal exchange of information may, in case of doubt, have legal implications and harm the msg group.



Possible situation:

A company in the msg group takes part in a tendering process for a potential new customer. Your phone rings while you are preparing for the selection process. You are contacted by an employee of a competitor. The employee asks you whether you can imagine him submitting an inflated bid so that your company wins the contract. However, you are also asked to do the same in a future tender in favor of his company. At this point, you are not sure how to act correctly.



Recommended course of action:

The actions of the competitor's employee constitute a violation of competition law, which is also associated with an increased liability and reputational risk for our company. You must not agree to the employee's proposal under any circumstances and must object to it immediately. You should also document the matter directly internally and contact your supervisor and the relevant compliance function as soon as possible.



Insider Trading

For many of our customers and business partners and in most of the countries in which we operate, special regulations apply to publicly traded financial instruments such as shares. These regulations prohibit the unlawful disclosure or use of precise information that is not publicly known, so-called insider information in securities trading. Employees of the msg group are therefore strictly prohibited from passing on such information from customers, suppliers or other business partners or making their own investment decisions on the basis of such information. We are all aware that a violation of this may be punishable and reportable to public authorities.



Do not keep concerns to yourself!

If, for example, you are dealing with a competition law problem, suspect misconduct in a corrupt environment or have knowledge of other specific violations of the law, don't keep it to yourself! Seek immediate consultation with your supervisor or use the reporting channels of msg's whistleblower system. You will find further important information on this in Chapter 6. [GURU](#) also provides you with useful links to contact persons and other organizational units relating to integrity in business dealings.



Possible situation:

You are working on a data migration project for a customer. In the process, you gain insight into some commercially sensitive information. You are now asking yourself which of this information is insider information so that you can act correctly in this regard.



Recommended course of action:

You must bear in mind that insider information is usually information that belongs to a listed company. In addition, it must have specific content, not be publicly known and, if disclosed, be capable of influencing the share price of that company. If you have any further questions, the Group Legal Division (GLD) or the responsible compliance function will be happy to advise you.



Our Assets

4. Our Assets

Protection of Business Assets and Natural Resources

We carry out our daily work with the tangible and intangible assets and resources of msg. These assets serve to enable us to fulfill our tasks and achieve our corporate goals. We use them in accordance with company regulations and protect them against waste, loss, theft, damage or misuse. This applies equally to the assets and resources of the msg group and third parties.

We do not use our company facilities, business documents and work equipment for unsuitable or unauthorized purposes, nor may they be misused for private purposes or made available to unauthorized third parties. Therefore, before concluding contracts or procuring services or goods, make sure that you have the necessary spending authorization and that the procurements are made exclusively on behalf of and for the performance of the msg group's tasks.

One of the msg group's most valuable assets is its intellectual property. All our employees are therefore obliged to protect all intellectual property rights of our group of companies. Our employees know that any intellectual property they create for the msg group or our business partners remains there and must be protected at all times. Furthermore, every employee must ensure that they use the intellectual property of the msg group or third parties lawfully.



Possible situation:

You have been working from home for some time. To inject a little variety into your working day, you ask yourself whether you could also work from the small café that has just opened in the city center.



Recommended course of action:

You should always bear in mind that confidential information and intellectual property must not be disclosed to unauthorized persons. You must therefore also ensure that unauthorized persons cannot listen in on business calls or view your computer screen. For these reasons, it is not possible to work in such a café, as the requirements cannot be complied with here. It is also important to ensure that your notebook, cell phone or other end devices are not left unattended and are always password-protected. To ensure that data cannot be viewed digitally, a secure Internet connection must be ensured, for example by using a secure VPN connection. If you have any questions, please contact the experts on data protection and information security.

Protection of the Environment

We make an active contribution to environmental protection. In our pursuit of sustainable, value-adding solutions, we act in an environmentally friendly manner and see environmental protection as a group-wide task. In the development of products and technologies as well as in our services, we take care to reduce resource consumption and increase efficiency. Responsible and sustainable use of natural resources is a matter of course for us. We create the conditions that enable our employees to actively promote environmental protection as part of their work.

We also use our experience and knowledge to support our customers on their path to climate neutrality. As part of our supplier risk management, we fulfill our due diligence obligations in the supply chain. Our aim is to constantly improve the environmental compatibility of our business activities and to counteract any possible abuses in the area of environmental and human rights.

We accept this social responsibility for overall sustainability, which msg systems ag expresses, among other things, as a signatory to the UN Global Compact of the United Nations. We also actively develop our own organizational structure for corporate social responsibility at group level.



Possible situation:

Every day, you notice that a large number of ceiling lights, desk lamps, computers and other devices in your work environment are left switched on even when no one is in the office after hours. Are you asking yourself how you can improve the situation and whether it is necessary for you to address every single perpetrator personally?



Recommended course of action:

We appreciate your environmental awareness. However, instead of approaching the perpetrators personally, you should first contact your supervisor or the experts from the Corporate Social Responsibility department and describe the situation to them. The second step is to work out together how the environmental awareness of the msg group's employees can be improved so that ceiling lights, desk lamps, computers and other devices that are no longer used are switched off again.

Data and Information Security

Handling sensitive company information and personal data in a trustworthy and reliable manner is a matter of course for the msg group. Well-known companies and large organizations rely on our certified consulting services. We guarantee the highest level of security when processing company and business secrets. We are aware at all times of our responsibility for the information entrusted to us by employees, customers, suppliers and other

business partners and ensure that such communications are never accessible to unauthorized persons. All msg group employees are also aware that obligations arising from their existing and previous employment relationships, e.g., ongoing confidentiality obligations regarding company or business secrets, must never be breached. Misconduct can have consequences under employment and civil law.

We only collect and process personal data if this is legally permissible and transparent to the data subjects. We always respect the rights and freedoms of the persons involved and ensure a consistently high level of protection for confidential information of all kinds by complying with all legal regulations.

We regard data protection and information security as a core task in our daily activities. All relevant requirements are integrated into our operational organization and its business processes as part of the overarching data protection and information security management system and on the basis of recognized norms, standards and best practice approaches. Corresponding requirements are observed and regular training is provided.

As employees, we actively address how we recognize and deal with current IT security threats. By consistently adhering to the applicable information security guidelines, we make a significant

contribution to averting dangers and protecting information from unauthorized access, misuse, manipulation and loss. If we become aware of incidents or malfunctions in connection with IT

systems and data, we immediately report this to the responsible bodies listed in [GURU](#).



Possible situation:

You receive an e-mail with a link shortly after an awareness training course on recognizing cyber-attacks. At first you assume that this must be a company info e-mail from one of your business partners and click on the link. Only then do you notice that sender's e-mail address ends with a name you do not recognize. Nevertheless, you don't want to contact the IT department for fear of making a fool of yourself for your inattentive behavior immediately after the awareness training.



Recommended course of action:

Cyber-attacks are carried out by professional organizations that specialize in deceiving their victims so that they do not recognize a cyber-attack, or only with great difficulty, even after receiving appropriate awareness training. In such a case, every minute counts so that our IT department specialists can react immediately to a cyber-attack. Knowing that cyber criminals are usually very professional, they will take your concerns seriously and immediately deal with the measures to minimize the damage. In such a case, please always contact our data protection and information security experts immediately.

Protection of Intellectual Property

Protecting intellectual property is of central importance to msg. Intellectual property includes both industrial property rights (e.g., registered trademarks, patents) and works protected by copyright (e.g., software or image rights). We expect our employees to protect our intellectual property, which we develop and use to deliver our customers' business. msg's intellectual property is one of our major assets. It contributes significantly to the satisfaction of our customers and sets us apart from our competitors. We also respect the intellectual property of third parties. This may only be used if msg has been granted the corresponding rights of use. The rights of third parties must be observed by employees.



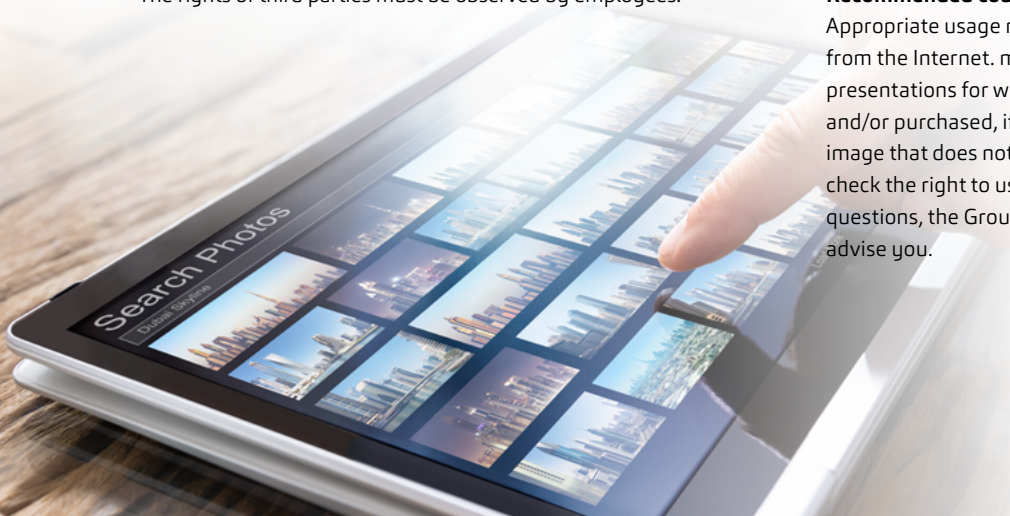
Possible situation:

You discover an image on the Internet that you would like to use for a customer presentation you are creating. You ask yourself whether you are allowed to integrate this image in your presentation.



Recommended course of action:

Appropriate usage rights are required for the use of images from the Internet. msg provides a catalog of images for presentations for which such a right of use has been verified and/or purchased, if required. If you would like to use an image that does not feature in this catalog, you should first check the right to use this image. If you have any further questions, the Group Legal Division (GLD) will be happy to advise you.



Artificial Intelligence

As the msg group, we are convinced that the use of artificial intelligence (AI) offers a wide range of opportunities and huge potential for people and various stakeholders such as companies, governments and global societies. AI will fundamentally change the way we communicate, generate knowledge and our way of working in the coming years.

The responsible use of this potential requires a high degree of risk awareness for the economic, political and social challenges associated with the technology in specific individual cases during development, integration and application. The msg group's guiding principle is always the use and implementation of trustworthy AI.

In order to meet this responsibility, we consistently implement existing requirements for AI, focusing on data protection, privacy and autonomy. Our internal regulations and work instructions on AI define our minimum standards for the development, implementation, use and transfer of AI systems.

We always prioritize human action and control and do not participate in any way in the development or use of AI systems that have a negative impact on fundamental or personal rights. We use AI confidentially and transparently, i.e., its use is reviewed internally and disclosed to our customers, suppliers and other business partners.



Possible situation:

You have always found writing texts difficult as it is a time-consuming task for you. To increase your productivity, you ask around your circle of friends for a solution. In fact, a friend of yours has a supposedly good answer to your problem. He has been using a chatbot to create responses to inquiries for some time now. You ask yourself whether you are allowed to integrate a chatbot in your daily work.



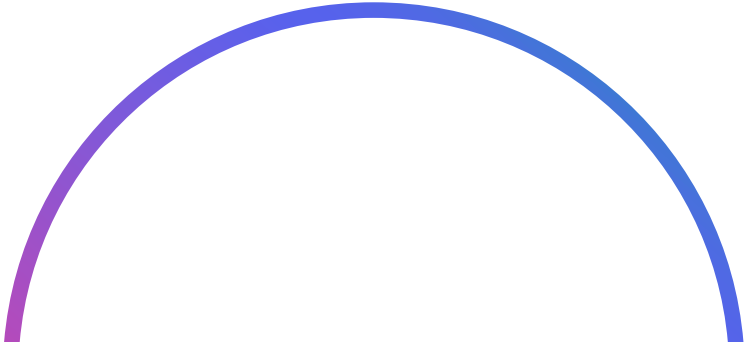
Recommended course of action:

The msg group is positive and open-minded about AI. Nevertheless, it is strictly forbidden to use external programs without going through the necessary release processes and approvals. For example, a chatbot collects IP addresses and information on user behavior. Data protection requirements, for example, therefore play a major role here. You should first talk to your supervisor about a new idea relating to the use of AI. If you have further questions, please contact the experts on data protection and information security.



Do not keep concerns to yourself!

If you have any questions regarding the handling of our assets or if you are aware of any violations of the above regulations, please contact your supervisor immediately and, if in doubt, consult the experts in data protection, information security, legal or compliance.





Our
**Business
Relationships**



5. Our Business Relationships

General Obligation

The msg group does not do business with or support organizations that are classified as criminal or terrorist organizations. Our contracts and commitments are correct, truthful and have been approved in advance in accordance with internal regulations. Unauthorized changes to contracts or unauthorized side agreements, such as unapproved side letters, are prohibited.

We do not enter into reciprocal transactions in which we purchase products, goods or services from a third party only on the condition that the third party purchases products, goods or services from us in return.

We ensure that appropriate anti-corruption due diligence is carried out prior to the completion of acquisition activities (M&A procedures), before a takeover, merger, partnership, joint venture agreement or entry into a new market is completed. Employees involved in the process should refer to our generally applicable process guidelines "[Participation Management Integrated M&A Process](#)".



Possible situation:

In your role as key account manager, you receive a call from a prospective customer who only provides very limited details about the content of a potential order. Much more important is the caller's request as to whether payment for an order can also be made in cash or cryptocurrencies. He also asked whether it is really necessary that all contract details are to be set out in writing in advance. According to his practical experience, some of these details only become necessary during a project. In the entire course of the conversation with the prospective customer, you feel uncomfortable and don't know how to behave.



Recommended course of action:

If you are unsure about your behavior in a similar situation during a conversation, it is advisable to suggest a follow-up appointment to discuss further details. You should involve other employees or your supervisor in this follow-up appointment. Together, you can then subject the other party to a due diligence review in order to analyze whether the initial suspicion of a potentially criminal contractual partner in such a case is confirmed or whether there are plausible reasons why the contractual partner can be classified as trustworthy after all. If you have any questions, the responsible compliance function will be happy to advise you.



Dealing with Our Customers

As the msg group, we always strive for good and trusting cooperation with our customers. We want to act profitably, sustainably and in the best mutual interest. The customer always comes first, i.e., we rely on qualified employees who ensure the ideal service provision for our customers. As a cross-industry IT service provider, we carry out our assignments in a respectful, transparent and honest manner, whereby we strive for sustainable, long-term customer relationships in the best sense of the word. We clarify sensitive, unpleasant or critical issues in advance with our respective supervisors or the responsible management and then communicate them honestly to the customer.

In return, we expect our customers to act in accordance with the legal and moral values that the msg group has codified in this framework. If we identify violations or unethical behavior in our customer relationships, we act in accordance with our legal and contractual obligations.



Possible situation:

As a new employee, you are working for the first time on a project with a customer who has been using our services for many years. This is the first time you have had contact with this customer. So far, colleagues always told you about a very pleasant working atmosphere and uncomplicated behavior. When you have your first phone call with the customer, the customer makes a surprisingly disparaging remark about your accent. During the next call, the customer mentions your accent again. You feel uncomfortable pointing this out to him, but you do not want to accept such behavior, which you consider discriminatory.



Recommended course of action:

As the msg group, we do not tolerate unethical behavior, neither internally nor by customers towards our employees. In such or similar situations, contact your supervisor to find a solution and to discuss the next steps. Our colleagues at the [msg Trust Center](#) are also available to advise you.

Dealing with Suppliers

We are committed to treating our suppliers fairly and in accordance with the law and expect the same from them. We make purchasing decisions based on the price/performance ratio and always make procurements in accordance with the internal specifications and value limits of the Procurement department and msg's supplier management (see also the overview in [GURU](#)). The purchase and procurement of goods is only permitted at normal market conditions and prices. We never enter into agreements that are contrary to our interests or those of our customers.

Our suppliers are bound by the [msg Supplier Code of Conduct](#) and must always comply with the law in their respective countries.



Possible situation:

You are tasked with selecting a supplier to equip one of our office buildings with the latest hardware systems. Several suppliers are bidding for this order. One of them may not offer the best price/performance ratio but you are still inclined to award the contract to this supplier because you have heard from a friend that this supplier has regularly invited his business partners to visit the Oktoberfest together in recent years. In the hope of also ending up on one of the invitation lists for the Oktoberfest by placing an order, you think about awarding the contract to this supplier.



Recommended course of action:

It should be noted here that offers from suppliers must always be evaluated in terms of their price/performance ratio and other objective criteria with regard to the specific order (e.g., speed of delivery, adherence to deadlines, reputation, creditworthiness, etc.). By accepting an invitation to the Oktoberfest, you would be violating the guidelines of our procurement and supplier management department. If you have any questions, please contact your colleagues in the central procurement department or the relevant compliance function for advice.



Dealing with Cooperations and Partnerships

In order to offer our customers the best possible service and advice, we sometimes work together with business partners in strategic partnerships, joint ventures or other collaborations. To this end, we create the necessary level of transparency for our customers. We always exercise the necessary care when dealing with prices, commissions and other business relationships, especially in the public sector. Commissions, also known as success fees, are sums of money that are paid for a service provided or a business transaction. Before we enter into such agreements, we first consult internally with our superiors and seek legal advice from the relevant internal departments.



Possible situation:

You are working on a new project for an important customer. This customer precise ideas about what the result should look like. However, the msg group is currently unable to meet these expectations, which is why you are looking for possible cooperation outside our company. You send a request to a competitor and quickly receive a reply expressing interest in a possible collaboration. However, the potential partner requires full decision making authority over the upcoming joint project. You are convinced that this company would be exactly the right choice for a cooperation. Nevertheless, you are unsure whether you should accept this offer.



Recommended course of action:

The aim of a cooperation should be to form a strategic alliance between different companies. The aim is to achieve a common goal or make it easier to achieve. In potential collaborations and partnerships, we want to ensure a good balance between the partner company and the msg group. Both partners should benefit from each other, as this is the only way to expect the same level of commitment from each partner. You should point this out to the requested company once again and otherwise act in close coordination with the responsible colleagues in Global Alliance Management throughout the entire process.



Do not keep concerns to yourself!

If problems arise in the cooperation with our customers, partners, suppliers or other business relationships, or if questions arise during procurement processes, do not keep it to yourself. Talk to your supervisor or ask for advice from the relevant offices listed here and in [GURU](#).



6. How Do We Handle Violations?

Each and every individual is responsible for complying with the rules of conduct described in this Code of Conduct and is obliged to report violations of these rules or other legal requirements.

Any potential misconduct will be carefully evaluated and assessed. We must always bear in mind that false accusations or unjustified reports of misconduct are damaging to our reputation and must therefore ensure that no frivolous reports are made. Such behavior would violate this Code of Conduct.

Whistleblowers who report known or suspected violations in good faith will not suffer any disadvantages if they have not themselves violated any applicable rules of conduct. Reprisals or retaliatory measures against the aforementioned whistleblowers constitute serious violations of this Code of Conduct and will be sanctioned accordingly.

In addition, the msg group punishes deliberate, unlawful misconduct and violations pursuant to legal regulations consistently and without regard to the rank and position of the person acting in the respective company. This applies in particular to corrupt behavior and if the assets or reputation of the msg group have been damaged by criminal acts.

If you have any questions or uncertainties regarding the interpretation or in situations that are difficult to assess, your supervisor and the person responsible for compliance in your organization will provide you with assistance. Official reports to the internal reporting office can also be made anonymously via [msg's own whistleblower tool](#). If you are aware of violations of anti-discrimination laws, e.g., the General Equal Treatment Act, or if you are affected yourself, you can contact msg's internal [Trust Center](#) at any time.

If you would like to confidentially discuss any suspected incidents that are harmful to the company or significant under criminal law with a neutral body outside the msg group, you can also contact the external ombudsperson listed in [GURU](#).

We undertake to record all information and reports and – where necessary – to initiate corrective measures. Further information about the procedure can be found in the intranet under [Compliance – Whistleblower system](#).



Possible situation:

You observe that a colleague repeatedly packs internal company documents into his bag and takes them home. When you ask, the colleague reacts nervously and claims that he is continuing to work on them in his own time. At first you don't think anything of it, because this is a reliable employee who you have known for a long time. But after you noticed how the colleague passes on sensitive customer information after a customer meeting to his business partner in a phone call, you ask yourself how you should deal with the situation.



Recommended course of action:

There is a suspicion that your colleague may have committed one or more criminal offenses in this case. On the one hand, he may have violated the regulations regarding data protection, information security and the company's internal Code of Conduct. On the other hand, it could also be an anti-competitive agreement or, depending on the nature of the information, the initiation of possible insider trading. In such a case, you have several options. You can directly contact your supervisor and describe the case. Alternatively, you can anonymously report this using our msg whistleblower tool or to the external ombudsperson. If you have further questions, the responsible compliance function will be happy to advise you.

7. Scope

This Code of Conduct applies to the following companies with the msg group:

- BELTIOS GmbH
- checkpoint.eco GmbH
- CONPLAN GmbH
- Digital Seals GmbH
- FMA GmbH
- iconCXM GmbH
- INTENSE AG
- Leading Portfolio Partners GmbH
- m3 management consulting GmbH
- minnosphere GmbH
- msg care assist AG
- msg communications GmbH
- msg for automotive gmbh
- msg for banking AG
- msg industry advisors AG
- msg Rethink Compliance GmbH
- msg romania S.R.L.
- msg services GmbH
- msg systems ag

8. Assistance

If required, internal and external departments can offer you support in dealing with the Code of Conduct.

Other voluntary commitments and principles also apply.
An overview can be found in [GURU](#).

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