



EBERSPÄCHER GROUP

# BUSINESSPARTNER CODE OF CONDUCT

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# I. INTRODUCTION

Value creation can only succeed together with partners. For this reason, Eberspächer relies on trusting cooperation in awareness of its legal, economic, ecological and social responsibility for people and the environment in terms of sustainable development. The following requirements specify Eberspächer's expectations regarding the conduct of business partners, in particular suppliers and distribution partners. Eberspächer expects our partners to comply with the law, to respect human rights, labor rights and health protection, to be committed to protecting the environment, to use resources responsibly and to fight corruption.

The requirements described below are based on Eberspächer's values and principles as expressed in the Eberspächer Code of Conduct. They are also based on international conventions such as the UN Global Compact, the core labor standards as well as the ILO conventions, the OECD Guidelines for Multinational Enterprises, the UN Guiding Principles on Business and Human Rights and the German Supply Chain Due Diligence Act. These requirements form the basis of the business relationships between all companies in the Eberspächer Group and its business partners.



## II. LEGAL COMPLIANCE

**Eberspächer's business partner undertakes to comply with all legal provisions of the relevant legal systems relevant in the business relationship with Eberspächer. This includes in particular the legal areas listed below:**

### 1. FAIR COMPETITION AND PROHIBITION OF CARTELS

Free, unrestricted and fair competition is a fundamental principle of the market economy and core to our corporate culture. We therefore focus on performance, customer orientation and product quality in competition worldwide. The Eberspächer's business partner shall ensure that it complies with the applicable competition and antitrust regulations and refrains from any unfair business act aimed at hindering, restricting or distorting free and fair competition.

Eberspächer in particular does not tolerate

- any anti-competitive agreements or concerted practices between competitors for the purpose of directly or indirectly fixing purchase or selling prices or other business conditions, restricting or controlling production, sales or technical development of products / investments or the allocation of markets;
- the application of different conditions for equivalent services vis-à-vis distribution partners, in particular at the vertical level with suppliers or customers, and
- any abuse of a leading position in a market.

### 2. PROHIBITION OF CORRUPTION

At Eberspächer, contracts are awarded to business partners on the basis of innovation, quality and price of the services offered. The relationship with public officials is characterized by respect and compliance with the law.

Eberspächer prohibits any form of bribery and undue influence on business decisions or the unfair acceleration of business processes, regardless of any local customs.

Eberspächer therefore in particular does not tolerate from its business partners

- the offering, granting or demanding of unlawful advantages from or towards Eberspächer, its employees or their relatives, even the creation of such an impression is prohibited. Eberspächer Employees are subject to the strict limits of the Eberspächer Hospitality & Gift Policy in the case of hospitality, invitations or gifts.
- the undue influence on public officials and authorities. In this respect, Eberspächer expects its business partners to behave with a high degree of lawfulness and integrity.

## II. LEGAL COMPLIANCE

### 3. EXPORT CONTROL, CUSTOMS AND MONEY LAUNDERING

Eberspächer expects its business partners to strictly comply with all national and international foreign trade, trade and customs regulations that restrict or prohibit the import, export or domestic trade of goods, technology or services (e.g. economic embargoes). Prescribed approval procedures are to be duly observed.

In addition, Eberspächer insists that its business partners comply with all national and international money laundering prohibitions.

### 4. CONFLICTS OF INTEREST

Eberspächer expects its business partners to disclose conflicts of interest. Business relationships between a business partner of the Eberspächer Group and an employee of Eberspächer or their relatives must be reported.

### 5. HANDLING INFORMATION: CONFIDENTIALITY AND DATA PRIVACY

When conducting business with Eberspächer, the business partner must ensure that business secrets, sensitive information or technical know-how of Eberspächer is adequately protected against misuse, loss, destruction or manipulation related to confidentiality, integrity and availability.

The Eberspächer's business partner must ensure that any processing of personal data of employees, customers or business partners (e.g. collecting, storing, transmitting or deleting) is carried out in accordance with the applicable legal regulations on data protection.

## III. SOCIAL PRINCIPLES

For Eberspächer, respect for internationally recognized human rights is the basis of every business relationship. Our business partners have to commit themselves to the guidelines of the international community, in particular to the UN Charter of Human Rights, the International Covenant on Civil and Political Rights, the International Covenant on Economic, Social and Cultural Rights and the Conventions of the International Labor Organization and undertake to respect the rights of employees and all persons affected by the company's actions and to treat them accordingly. This includes the following areas in particular:

### 1. PROHIBITION OF FORCED LABOR

Employees must have the free choice to establish employment relationships and to terminate them in compliance with time limits. Forced labor, compulsory labor and any form of slave-like practices (modern slavery) are prohibited (ILO Convention No. 29, 105).

### 2. PROHIBITION OF CHILD LABOR

Children must not be inhibited in their health, safety, education and development by harmful working conditions, such as overtime or night work. Therefore, business partners must not allow child labor below the age limit of 15 years in accordance with ILO Convention No. 138 on the Minimum Age for Admission to Employment at any stage of the value chain. This applies a fortiori to the worst forms of child labor under the age of 18 (ILO Convention No. 182).

### 3. PROHIBITION OF DISCRIMINATION

Business partners must combat all forms of discrimination, such as those based on national or ethnic origin, social origin, health status, disability, sexual orientation, age, gender, political opinion, religion or belief, unless the latter are grounded in the requirements of employment (ILO Convention No. 111). Business partners shall be committed to equal opportunities in employment: Employees are to be assessed on the basis of their qualifications and skills.

### 4. FREEDOM OF ASSOCIATION AND RIGHT TO COLLECTIVE BARGAINING

The fundamental right of employees to form trade unions and employee representative bodies (e.g. works councils), to join them or to be elected to such bodies shall be observed by the business partner. This shall not be a reason for discrimination or retaliation. The business partner shall respect the right of trade unions to operate freely in accordance with applicable law, in particular to engage in collective bargaining. The right to strike shall be respected (ILO Conventions No. 87 and 98).

### 5. FAIRNESS IN COMPENSATION AND BENEFITS

Business partners are obliged to pay equal wages for work of equal value, this also applies with regard to the remuneration of men and women for work of equal value (ILO Convention No. 100). It is prohibited to withhold the appropriate wage. Remuneration and social benefits must comply with the applicable principles, e.g. the minimum wage may not be undercut.



# III. SOCIAL PRINCIPLES

## 6. SAFETY AND HEALTH

Eberspächer's business partners must observe and comply with national occupational health and safety and fire protection regulations.

This includes, in particular, the safety standards of employees at the workplace and with regard to work equipment. Employees must be trained and instructed accordingly. They must be effectively protected from exposure to chemical, physical and biological substances. The business partner shall take measures relating to work organization to prevent excessive physical and mental fatigue, for example by organizing working hours (including overtime, rest breaks and days off) and in this respect comply with the applicable laws, regulations, local customs, collective agreements and international conventions.

Harming the health of persons, preventing access to drinking water and sanitary facilities, and affecting food production bases through harmful soil alteration, air and water pollution, excessive water consumption, or harmful noise emissions are prohibited, as is the deprivation of livelihoods.

Human and labor rights must be respected when security forces are deployed for corporate protection.



## IV. ENVIRONMENTAL PRINCIPLES

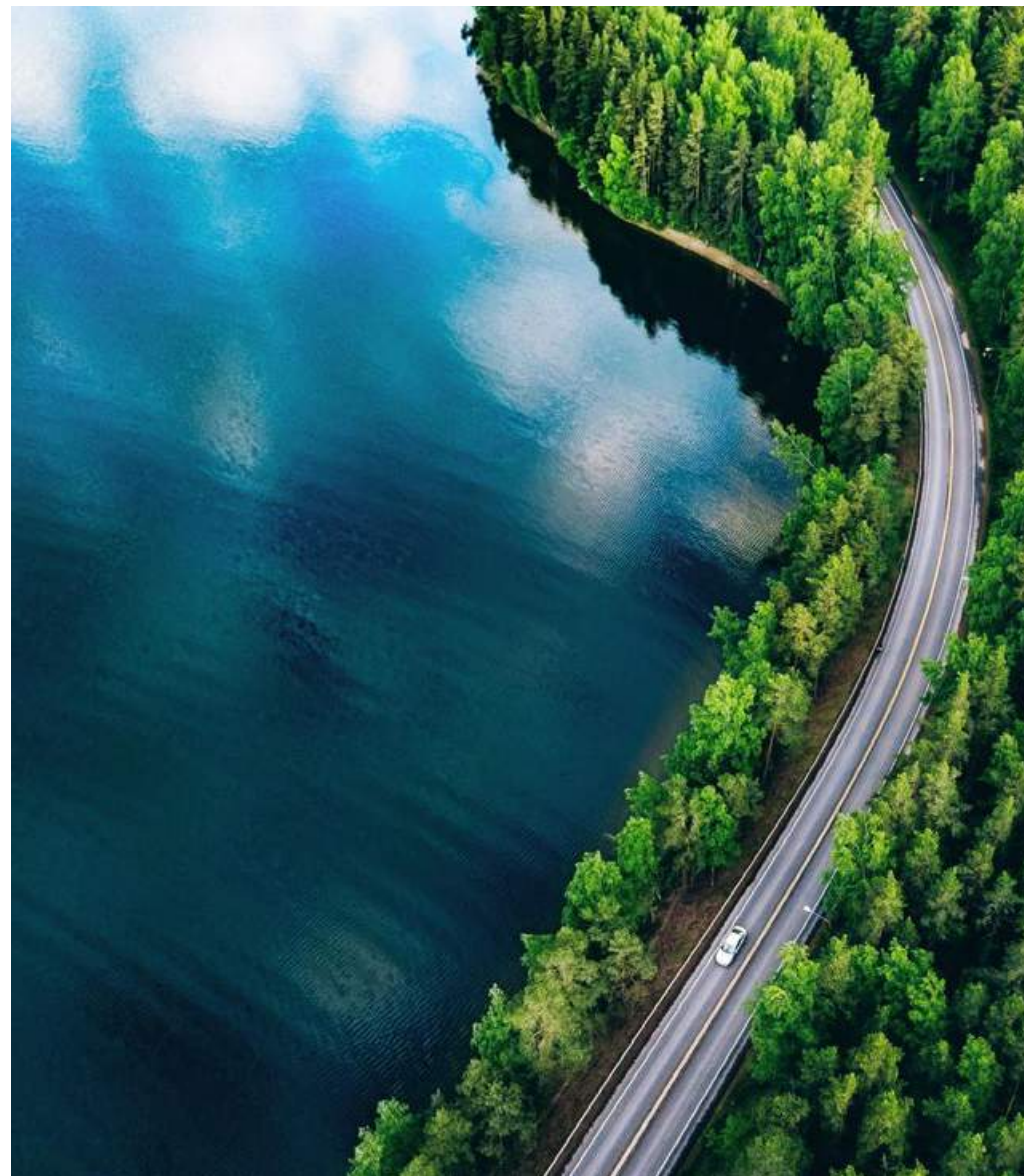
With its innovative solutions in the fields of exhaust technology, vehicle air conditioning and vehicle electronics, Eberspächer contributes to environmentally compatible mobility. True to the slogan "Driving the mobility of tomorrow", Eberspächer is particularly concerned with the needs of people today and in the future, as well as the preservation of an intact environment for future generations.

Eberspächer expects its business partners to actively assume environmental responsibility and promote the development of environmentally compatible technologies, products and services. Eberspächer recommends that business partners with a corresponding risk profile implement an environmental management system and certify it in accordance with the international standard ISO 14001 or the EMAS VO of the European Union.

Eberspächer's environmental expectations of its business partners relate in particular to the following areas:

### 1. ENVIRONMENTAL COMPLIANCE

The business partner undertakes to comply with all relevant environmental laws and regulations in all countries in which it operates.





# IV. ENVIRONMENTAL PRINCIPLES

## 2. REDUCTION OF RESOURCE CONSUMPTION

The business partner ensures the economical use of natural resources (soil, water, air, energy) in all phases of value chain, from development to raw material extraction to product manufacture – also taking into account the usage phase and recycling. The requirement for energy-efficient action through energy saving, use of renewable energies and record keeping of total energy consumption (in MWh) applies in all phases. Corresponding information must be provided to Eberspächer upon request. In this respect, Eberspächer recommends the implementation of an energy management system in accordance with ISO 50001.

## 3. HANDLING SUBSTANCES AND MATERIALS

The business partner avoids the use of environmentally hazardous substances and materials, determines their environmental impact and in this respect works on more environmentally friendly, alternative solutions with the aim of a circular economy (cradle to cradle).

Records of the materials used and their composition must be kept available and provided to Eberspächer upon request. The business partner undertakes to register and declare environmentally hazardous substances in accordance with legal requirements and to have their use approved if necessary.

The special due diligence requirements for the use of conflict minerals must be observed; in this respect, the Eberspächer Conflict Minerals Policy Statement applies. Business partners who process conflict minerals are obliged to provide Eberspächer with an annual Conflict Minerals Reporting Template (CMRT file) without being requested to do so.

Chemical management is recommended for the handling of chemicals. The prohibitions in handling mercury and persistent organic pollutants are to be observed (Minimata Convention, Stockholm Convention, POP's Convention).

## 4. AVOIDANCE OF ENVIRONMENTAL DAMAGE DURING PRODUCTION

The business partner shall work to prevent air, soil and water pollution from pollutant emissions and environmental pollution in order to exclude any risk to health and the environment. This also includes the protection of biodiversity. In particular, greenhouse gas emissions (Scope 1,2 and 3) are to be reduced in order to achieve the global climate targets (limiting global warming to below 2 degrees Celsius compared to pre-industrial levels). In particular, transparency shall be created with regard to CO<sub>2</sub> emissions; corresponding information shall be provided to Eberspächer upon request.

## 5. WASTE MANAGEMENT

Waste must be reduced and disposed of properly. In this respect, the business partner is recommended to implement a waste disposal management system. The prohibitions on the non-environmentally friendly handling, collection, storage and disposal of corresponding waste is to be observed. Any export bans for certain hazardous waste is to be observed (POP's Convention, Basel Convention).

# V. LIABILITY

## 1. COMPLIANCE WITH EXPECTATIONS

The business partner assures by his signature to comply with all these regulatory, human rights and environmental expectations formulated by Eberspächer, to address these due diligence obligations appropriately in its supply chain as well and to demand these obligations in a legally binding manner in the business relations of the business partner with the aim of preventing risks or minimizing them or ending the violation of human rights or environmental obligations.

## 2. RISK ANALYSES

Eberspächer is obliged to identify human rights and environmental risks not only in its own business area, but also among its direct business partners. In this respect, the business partner undertakes to cooperate and disclose information in the event of corresponding inquiries by Eberspächer, insofar as this may be legally required.

## 3. TRAINING

Participation in free training courses on human rights and environmental issues offered by Eberspächer for business partners is mandatory. The business partner hereby contractually assures this.

## 4. REVIEW OF THE COMMITMENTS

Eberspächer reserves the right to verify compliance with the obligations (questionnaires, audits, on-site inspections). In this respect, Eberspächer also has the authority to conduct risk-based checks and request documents in order to verify compliance with the Eberspächer human rights strategy at business partners. On-site audits are only carried out event related, following prior announcement and in the presence of representatives of the business partner.

## 5. REMEDIAL ACTION

Insofar as human rights or environmental obligations have been violated in the business partner's sphere of influence or a violation is imminent, the business partner shall be obliged to remedy the complaints immediately on its own responsibility and at its own expense. Eberspächer shall be entitled, at the expense of the business partner concerned, to take appropriate remedial action within the business partner's sphere of influence in order to prevent or end a violation or to minimize the extent of a violation.

# V. LIABILITY

## 6. REPORTING OF VIOLATIONS / WHISTLEBLOWER SYSTEM

It is possible to report legal violations, human rights and environmental risks or violations that have arisen as a result of the economic actions of the direct business partner via the Eberspächer Speakup whistleblower system, which can be accessed worldwide and at any time by anyone: <https://eu.deloitte-halo.com/whistleblower/website/Eberspacher>

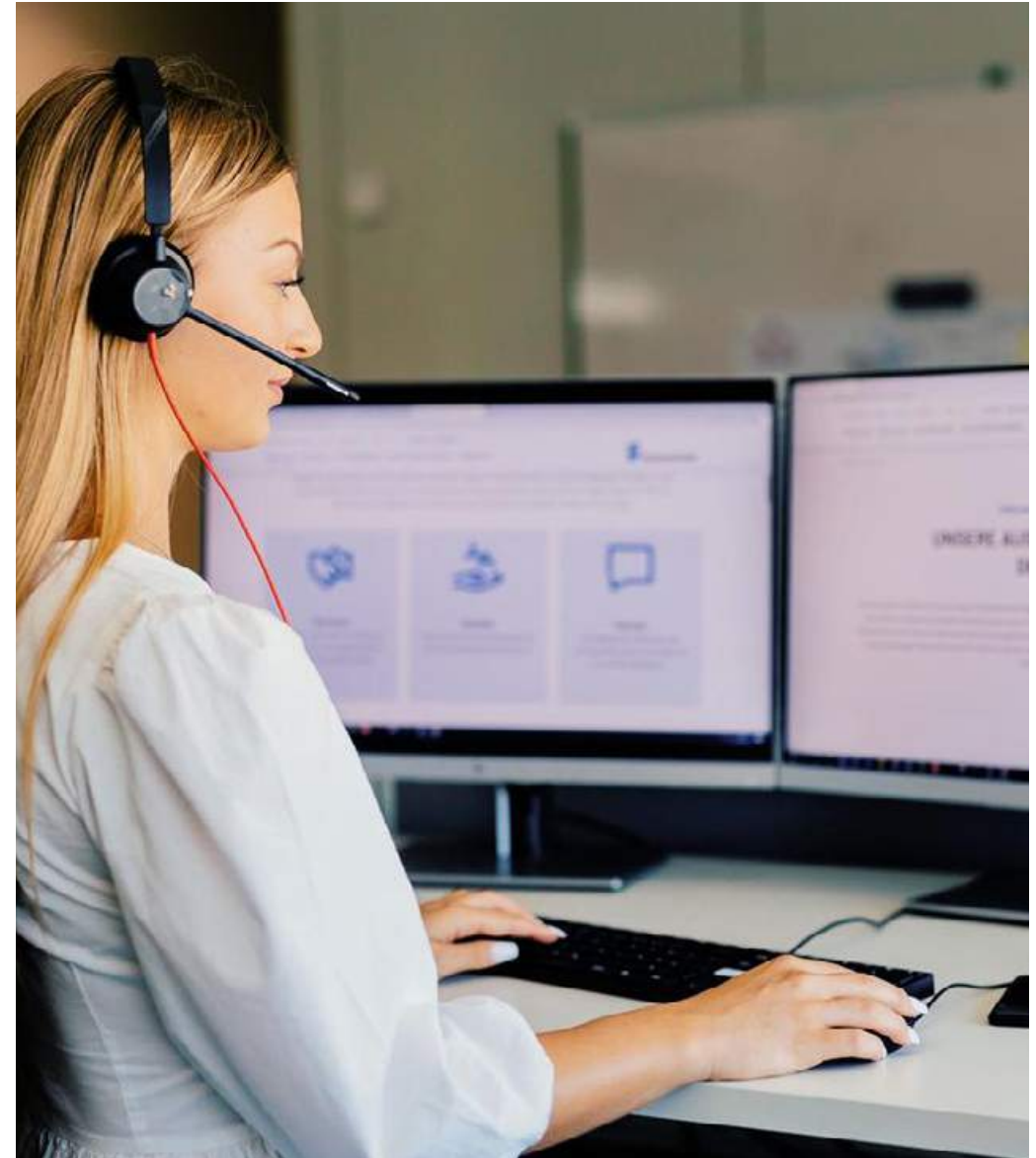
Information will be followed up in an appropriate internal complaints procedure.

## 7. SANCTIONS

Culpable violations of this Business Partner Code of Conduct will not be tolerated and may lead to withdrawal from the contract, termination of the contract or even termination of the business relationship. The right to claim damages is reserved.

## 8. CONTACT

The compliance officers are available to answer any questions regarding these principles. They can be reached at [compliance@eberspaecher.com](mailto:compliance@eberspaecher.com).





PLACE, DATE, COMPANY NAME / COMPANY STAMP BUSINESS PARTNER

SIGNATURE BUSINESS PARTNER

THE CONFIRMATION OF THE BUSINESS PARTNER CODE OF CONDUCT INCLUDES

ALL

THE FOLLOWING

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COMPANIES AFFILIATED WITH THE COMPANY INDICATED UNDER "COMPANY NAME".

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