

# XANDOR

AUTOMOTIVE



**CODE OF CONDUCT**

## Introduction

The Code of Conduct applies to each XANDOR Automotive company and all people working within the business, including employees, agency workers and contractors. The main objective of the Code of Conduct is to set out guidelines to ensure that everyone conducts their activities in compliance with applicable laws and regulations. The Code of Conduct is not exhaustive and it is expected that everyone within XANDOR Automotive exercises care and consideration in their service to XANDOR Automotive.

Everyone in XANDOR Automotive, regardless of seniority or position shall actively discourage others from any act or omission that is in contradiction of the Code of Conduct even if, on first impressions, they appear to be in the interest of the company.

Violation of the code of conduct will not be tolerated and may lead to disciplinary action, criminal action or dismissal without notice, or monies in lieu of notice.

XANDOR Automotive actively encourages our supply base to adopt a similar approach.

The Code of Conduct is consistent with the XANDOR Automotive Values of Trust, Agility, Entrepreneurial Spirit, Accountability, Openness and Respect.

## 1. Personal behaviour

Everyone acting on behalf of XANDOR Automotive shall conduct their business with associates, colleagues, customers and suppliers with respect and honesty. XANDOR Automotive does not accept any form of discrimination, harassment or any other behaviour that may be regarded as disrespectful, degrading or threatening.

## 2. Human Rights

XANDOR Automotive shall respect the protection of internationally proclaimed human rights and shall not be complicit in human rights abuses.

## 3. Equal opportunity

Discrimination due to nationality, ethnic background, age, gender, race, religion or belief, physical or mental disabilities, political opinion, maternity/pregnancy or sexual orientation is forbidden. XANDOR Automotive shall base employee related decisions upon merit, qualifications and other professional criteria.

## 4. Working hours and compensation

Working hours in XANDOR Automotive shall comply with applicable laws and legislation. Compensation and benefits shall be competitive and comply with law including those relating to minimum wages, overtime and legally mandated benefits.



## 5. Child labour and forced labour

XANDOR Automotive supports the United Nations convention on the rights of children having a right to leisure and education. XANDOR Automotive shall not use children below the age of 16 as part of its workforce except in a government approved work training program which would be beneficial to a child's education. XANDOR Automotive has a zero-tolerance approach to modern slavery in its organisation and supply chains. XANDOR Automotive expects its employees and those working on its behalf to support and uphold the measures set out in its Modern Slavery and Human Trafficking Policy.

## 6. Health, Safety and Environment (HSE)

XANDOR Automotive is committed to providing employees with a safe place to work. The wellbeing of our colleagues, customers, suppliers, visitors, contractors and neighbours is of critical importance. The primary focus is our safety and the safety of those around us. Everyone is responsible for continually improving health and safety. We are committed to managing risks and opportunities by the setting of clear Occupational Health, Safety and Environmental objectives by implementing, monitoring, and continually improving the performance of our management systems in order to achieve our world class vision. XANDOR Automotive assumes a responsible, preventative, and proactive approach to environmental challenges. XANDOR Automotive is committed to undertaking initiatives to promote greater environmental responsibility and encouraging the use of environmentally friendly technologies.

## 7. Freedom of association

XANDOR Automotive recognise the rights of employees to join associations or unions of their own choosing.



## 8. Political contributions

XANDOR Automotive is politically neutral and will not contribute to any political party or politician, the use of the company name is forbidden to be used in political campaigns or for the benefit of any political interest.

## 9. Free competition and fair dealings

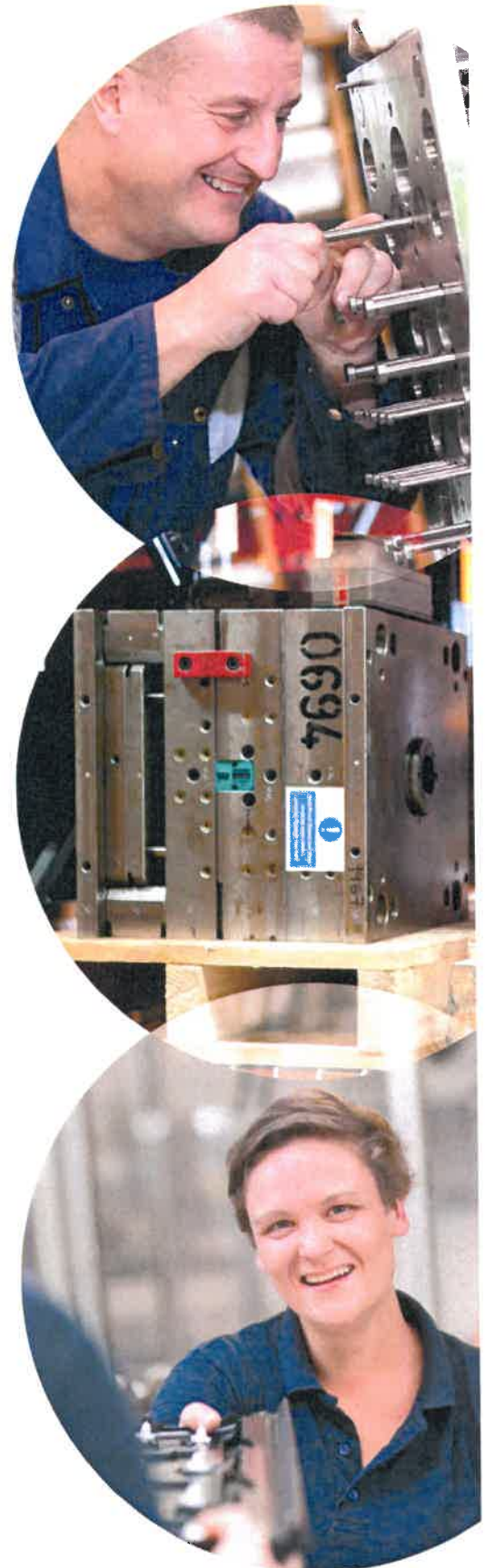
In an open market, all participants should be free to compete therefore XANDOR Automotive comply with all applicable laws and regulations and will not participate in any agreement that restricts competition. An agreement does not have to be documented; a court can rule that a verbal agreement is illegal, when deemed to be restricting competition.

## 10. Compliance and law

All XANDOR Automotive employees shall comply with all applicable laws and regulations as a minimum standard. Equally, employees shall not permit any supplier to violate laws and regulations in connection with business for XANDOR Automotive.

## 11. Corruption and Bribery

XANDOR Automotive business relations must be conducted in accordance with applicable laws and regulations, personnel may not offer or provide any undue monetary or other advantage to any person in order to influence something or abstain from an act for the purpose of gaining an advantage for XANDOR Automotive. XANDOR Automotive personnel are not permitted to accept any reward or payment in connection with our business.



## 12. Facilitation payments

A facilitation payment is a payment that can be a relatively small amount in order to influence an official to do or to abstain from something. Offering a facilitation payment is illegal in a number of countries and can lead to criminal prosecution. The accepting or giving of facilitation payments is not acceptable for people within XANDOR Automotive.

## 13. Gifts and hospitality

### a) Gifts

The difference between bribery, facilitation payments and gifts can be difficult to differentiate so be cautious. Prior to offering any gift, the written authorisation of the CEO, CFO, Divisional MD or HR Director should be obtained. All gifts received should be passed to the HR Department. Gifts received will be raffled across the sites, in order to raise money for our deserving causes, e.g. supplier Christmas gifts. Gifts shall not be accepted or offered as a condition for conducting business with a customer, supplier or XANDOR Automotive. Nor shall gifts be offered to obtain requests for quotation or to win new business.

### b) Hospitality and entertainment

XANDOR Automotive personnel shall not accept or offer entertainment or hospitality that is excessive. Lunch and dinner in a business setting is permitted. Personnel may offer or accept invitations to sporting events, cultural events or similar as long as they are not excessive and should not normally exceed £100. In all cases, whether offering or accepting hospitality, the written prior permission is required from a Director. Special permission may be requested from the CEO or Divisional MD for a special networking event or similar for XANDOR Automotive customers or suppliers. Travel and accommodation for XANDOR Automotive personnel and the offering of travel and accommodation to others at the company's expense must be preapproved by a Director.



## 14. Conflicts of interest

XANDOR Automotive personnel may not have any interest that may be perceived as being in conflict with the interests of the Company. Any situation that maybe perceived to be a conflict of interest should be reported to the CEO, Divisional MD or HR Director . Examples of conflicted interests could be family involvement, ownership or part ownership of a company that provides goods and services to XANDOR Automotive.

## 15. Protecting Assets and Confidential Information

XANDOR Automotive personnel use XANDOR Automotive property, information and opportunities for XANDOR Automotives' business purposes and not for unauthorised use. XANDOR Automotive's business information is an important asset of the company this should protected by strict confidentiality. This applies to information about technology, processes, markets, financial matters, customer and supplier relationships and personal information. Information inadvertently coming into our possession belonging to other parties should be handled with care and measures taken to prevent further distribution or disclosure. At all times XANDOR Automotive will be compliant with local data protection legislation.

## 16. Correct and accurate documentation and records

XANDOR Automotive is committed to transparency and accuracy in all company dealings. All transactions must be documented in books and records and stored in accordance with the company's records retention procedure. Personnel shall ensure that no documents are made that are false, misleading or misrepresenting actual facts. Financial documentation and presentation of financial/ management accounts shall be in accordance to the XANDOR Automotive Finance Manual.



## 17. Delivering Quality Products

XANDOR Automotive is committed to delivering best in class quality in all that we do. To achieve this XANDOR Automotive implements robust processes, delivers appropriate training to all colleagues, engages people in all aspects of quality and strives for continual improvement.

## 18. Whistle blowing

XANDOR Automotive strives to achieve an open business environment and high business ethics. Our employees should all live up to our values and business ethical guidelines, described in this Code of Conduct and our policies. We encourage people to raise questions and concerns with Line Managers and Directors. The HR Department can also be contacted where concerns with confidentiality exist. All XANDOR Automotive sites have fair Grievance processes so that concerns can be raised formally. No one will suffer detrimental treatment for raising a genuine concern or question. In addition, XANDOR Automotive has secured an independent specialist company to provide a totally anonymous service so that serious concerns can be raised. This is the XANDOR Automotive Whistleblowing Service. Whistleblowing is a way to give all employees an opportunity to report on serious matters that can harm individuals, our company or the environment, and helps to reduce business risk. Whistleblowing matters will always be handled confidentially. We respect that a whistle blower wants to report anonymously. Therefore we offer a channel for anonymous reporting, provided by the external service provider WhistleB. When to report Risks On suspicion and/or specific events or phenomena that should not occur according to the XANDOR Automotive Code of Conduct, illegal acts, serious risks for health and safety, risk for the internal and external environment, unauthorized use of company funds/resources, fraud and/or corruption, other illegal behaviour such as discrimination or harassment etc.





## How to report

If you have discovered or suspect deviation from our values or Code of Conduct, there are different ways to report it. We encourage whistleblowers to report openly. Open reporting primarily, report directly to your manager or the manager's manager. You can also contact Human Resources. All XANDOR Automotive sites also have formal Grievance Procedures. Open reporting can be used and should always be used for less serious comments, queries and reports. You can raise a concern anonymously by reporting on the XANDOR Automotive Whistleblowing Channel, if you are not comfortable with talking direct to a manager. The thirdparty solution safeguards your anonymity and protects sensitive data. The processing of Whistleblowing reports is totally confidential, regardless of the channel the whistle blower used for reporting. Both whistle blower and others involved are protected by confidentiality. Only the XANDOR Automotive whistleblowing team have access to reports received through our encrypted whistleblowing channel. Even then, this team have no way of knowing the identity of the person raising the concern. All team members are bound by a confidentiality agreement that ensures confidential handling of whistleblowing reports. Members of XANDOR Automotive whistleblowing team: Andrew Woolley, HR Director & Thilo Herb, Technical Director.



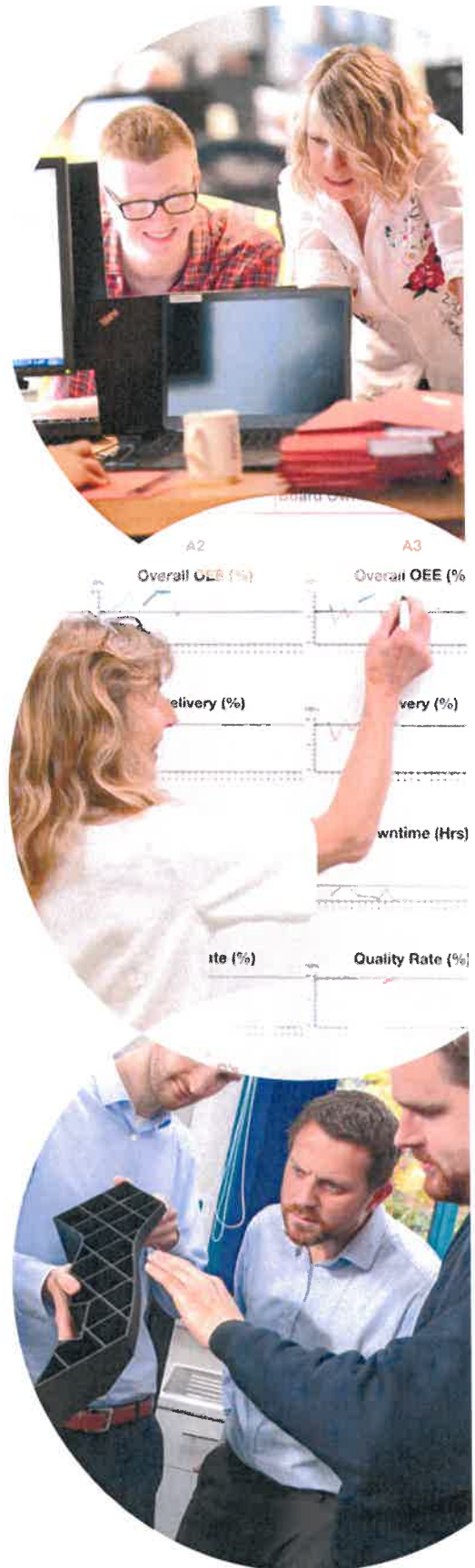
## How to use Xandor Automotive Whistleblowing Channel

The Whistle blowing service is accessible 24/7 at:  
<https://report.whistleb.com/xandorautomotive>

When you have reported a concern you will receive a personal ID and password at the end of the reporting session. This should be used when logging in to the system to read the answer from XANDOR Automotive Whistleblowing team. Remain anonymous. All information, reports and followup questions are encrypted and password protected, which means that you will remain anonymous during the dialogue with XANDOR Automotive whistleblowing team. No data is stored, neither XANDOR nor the supplier can track the IP address of a whistle blower. When receiving a report, the Whistleblowing team evaluates whether the matter is a serious matter, appropriate for the Whistleblower process. If not, the team will explain why and suggest appropriate ways forward. If the report is accepted, actions will be taken and you will receive an initial answer as soon as practicable. Further anonymous dialogue with the Whistleblowing team is possible using your personal code. Once an investigation is completed, it will be deleted without consequences for the whistle blower or other involved. Dependant on the circumstances and evidence, the Whistleblowing team decides what actions are appropriate to address the concern.

### 17. No rights created

This code of conduct is a statement of fundamental principles for XANDOR Automotive policies and procedures that govern the company and its employees. This code of conduct does not create any rights for any customer, supplier, competitor, stakeholder or other person or entity.



# XANDOR

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