



Code of Conduct

**Basic conditions for
legally compliant conduct (Compliance)**

Effective: Dezember 2018

To all members of staff and to all business partners,

As an internationally operating family business, MÜLLER Umwelttechnik is committed to socially and ethically responsible action. This is part of our corporate culture, which is based on trust, transparency, reliability and fairness in our dealings with customers, business partners and our workforce.

In order to ensure our alignment with this, we have formulated a set of rules. These are summarised in a Code of Conduct, which can be found in this brochure. This code is designed to assist you in your daily work as well as giving helpful guidance. It reflects the fact that increasing globalisation brings markets and cultures closer together, making the demands on us ever more complex.

The Code of Conduct is binding for all staff and for all business partners of MÜLLER Umwelttechnik and has worldwide validity for our daily business as well as in our dealings with the public and with government agencies and institutions. It takes into account the legal and cultural requirements of the countries in which we operate. If valid regulations and local customs are less stringent in certain regions, then our rules take precedence. Should regional regulations and conditions exceed our requirements, we will of course comply with those regulations and adjust our code accordingly.

Misconduct and violations of these rules can seriously damage the reputation of our company and may inflict considerable economic damage. We will not tolerate any violation and will take whatever steps are necessary against any infringement.

The objectives of this Code of Conduct can only be achieved with the active cooperation of all those involved. We therefore expect each individual to consistently follow and implement these rules, including all the guidelines laid down in our Code of Conduct. This is the only credible way of representing our corporate culture and projecting ourselves as a reliable partner in order to secure the long-term success of our company.

Sincerely yours,

Dr. rer. pol. Volkwin Müller

Dipl.-Wirt.-Ing. Wolfgang G. Müller

Managing Partners, MÜLLER Umwelttechnik GmbH & Co. KG

Contents

1. Basic principles	4
2. External relations	4
2.1. Fair competition	4
2.2. Conduct towards shareholders, customers, business partners and authorities	5
2.3. Conflict of interest	5
2.4. Privileges, bribery, corruption, donations	6
2.5. Insider knowledge	6
2.6. Social responsibility and environmental protection	6
3. Internal relationship	7
3.1. Fairness and respect towards employees / colleagues	7
3.2. Employee development, employee advancement	7
3.3. Operational safety	7
3.4. Security of knowledge and research products	8
3.5. Protection of company property	8
3.6. Data security	9
3.7. Duty of notification, sanctions and contact persons	9
4. Contact persons	10

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1. Basic principles

The objective of MÜLLER Umwelttechnik (hereafter MU), as a leading European manufacturer, is to create and offer products and solutions in the field of liquid waste disposal technology (new vehicles, used vehicles, drainage technology). In the interests of our employees and shareholders, our aim is to sustainably increase the value of the company.

The general framework requirements to achieve this objective are summarised in this Code of Conduct. In addition to defining the values and standards of conduct for MU field staff, particularly towards customers, shareholders, business partners and local authorities, it also clarifies the internal relations between MU employees as well as their relationship with the company. These rules of conduct are based on national and international legally and ethically based principles.

This Code of Conduct forms the valid standard for all MU staff throughout the World. The code applies equally and in all respects to all MU staff, irrespective of their position within the company.

The Code of Conduct forms the basis for all specific rules and guidelines at MU. It applies in parallel to all statutory regulations and the legal system, in particular concerning existing industrial legislation and industrial constitutional regulations. In cases where national legislation or an internal regulation fall short of the standards of the Code of Conduct, the latter nevertheless applies.

The implementation of the Code of Conduct is incumbent upon all MU staff. It is therefore the responsibility of company directors, the managers of affiliated companies as well as individual departmental managers to create an open and predictable environment in which management and staff not only refrain from illegal or dubious dealings, but are also sensitised to recognising ethically and morally questionable business dealings.

Managers thereby have the task of steering the business and work practices of the staff towards alignment with the Code of Conduct. Ultimately, it is the responsibility of each staff member to implement the values of the code and to ensure that all legal and ethical standards are adhered to at their workplace.

2. External relations

2.1. Fair competition

MU is fully committed to fair competition within its business sector and to fair contractual relationships with its business partners. Our business is conducted on an impeccable legal and ethical basis and we expect the same from our business partners, suppliers and customers.

Whether in the course of daily business or joint strategic decisions, we will not enter into agreements with competitors or through business partners with regard to pricing, market shares or the allocation of customers. Likewise, we will not participate in any informal discussions or formless “gentleman’s agreements” relating to rules of conduct that may influence competition. We will avoid creating even a semblance of such dealings. In particular, there can be no justification for agreements that contradict this Code of Conduct, even if negotiations have reached a crisis point. This also applies where no fault can be apportioned.

Corresponding to the above, it is not allowed to exchange information with competitors in terms of customer relationships, pricing, projected price changes or costs, or to reveal details of price calculations, capacities or planning. This obligation continues to apply after an employment contract

has ended. Exceptions to these basic principles can only be made, subject to signing a non-disclosure contract, if a joint venture or a licensing arrangement has been established. Should questions arise as to the correctness of any dealings, you should seek advice from your supervisor or senior management.

2.2. Conduct towards shareholders, customers, business partners and authorities

Our shareholders' capital is the basis of our commercial business. Essential company objectives are the preservation of capital and the achievement of a fair, market-oriented return as well as transparency and responsibility towards our shareholders.

We also want to develop suitable and efficient solutions in order to satisfy the requirements of our customers. We therefore need to make sure that we are able to offer them a complete range of products (new vehicles, drainage technology, used vehicles, services). This requires regular examination of our performance and the foresight to be able to adapt proactively to market requirements.

We treat our suppliers with fairness. The decision criteria for doing business with our suppliers include quality, price, reliability, technological standards, product suitability, the existence of a conflict-free business relationship, certification standards, legally correct specifications and quality management.

Consultancy contracts will only be established with specialists whose qualifications will enable them to contribute to the development of MU. Deployment, selection and duration of contract are decided on the basis of a documented requirement profile and an assignment framework. Consultancy contracts commissioned on behalf of MU must include a statement that the activities foreseen do not violate any legal regulations or this Code of Conduct.

We make every effort to maintain a cooperative and open relationship in our dealings with all relevant authorities. Consequently, when dealing with government agencies or public institutions, we must refrain from any activities which may illegally influence their decisions.

2.3. Conflict of interest

All MU staff are responsible for ensuring that they do not have any conflicts of interest arising from relationships with business partners, customers, suppliers, public institutions, or any personal or family relationships. Private interests must in no circumstances be allowed to influence any official company business decisions, and in particular any recruitment decisions. The employment or placement of a family member must be disclosed and is subject to agreement by the company management.

No one may enter into a business deal for which they have been offered or provided with personal benefits. No employee or their family members may have any private financial interest resulting from engaging business partners, for example through significant holdings or benefits from suppliers, customers, intermediaries or consultants.

All side-line activities, participations or consulting services in direct conflict with MU's business interests or an employee's own work performance (e.g. working hours) must be reported in writing and approved by the relevant human resources department.

2.4. Privileges, bribery, corruption, donations

MU supports international efforts to prevent corruption. For us, this means countering corruption attempts in all business units and in all countries. This applies to internal work as well as activities concerning our business partners. Each of our businesses is established on a lawful and correct basis.

No employee, department, subsidiary of MU or any subcontractor of MU may directly or indirectly offer or grant bribes, gifts or other benefits (e.g. as non-repayable money lending). This also applies if such benefits could support our economic interests. Any demand for bribes or other benefits, whether business and private, must be immediately rejected and your superior notified. We do not engage in transactions where there is reasonable suspicion of bribery or corruption.

Similarly, no employee or company with whom we collaborate may accept or solicit bribes directly or indirectly. We do not tolerate employees who are involved in bribery cases. Every employee who becomes aware of such activities is expected to actively provide documentation and facilitate detection of the relevant events.

Also outside their work domain, employees are not allowed to accept benefits that can have a lasting effect on their professional activities. This does not include invitations or similar that are kept within reasonable limits and do not affect professional objectivity (e.g. small gifts).

In our efforts to maintain an open relationship with public authorities, their employees in particular may not be offered cash benefits or other benefits (bribes).

Donations must be approved by the MU management and must be of a legally acceptable nature. They may only be awarded to charitable institutions.

2.5. Insider knowledge

The integrity of MU must be protected prior to disclosing information derived from a knowledge advantage arising from company activities. Therefore, no employee who has internal knowledge of company intentions and specific issues that are not yet in the public domain may disclose such knowledge to any person within or outside the Company. Also, no employee may pass on specific project knowledge to parties not involved in that specific project or to third parties, unless this is in the interests of the project and takes into account all possible secrecy provisions. In case of doubt, senior management should be consulted.

2.6. Social responsibility and environmental protection

MU is aware of its social obligations to all employees in those countries in which we are represented. In particular, existing international social standards are actively practised in our organisation. These include, among others, the prohibition of child and forced labour, the right to freedom of association and collective bargaining as well as demanding and enabling decent working conditions.

Our company is actively involved in environmental protection and its sustainable development. We support national and international efforts to promote a healthy environment. We take care in our activities and projects that environmental regulations are not circumvented and that resources are used efficiently.

3. Internal relationship

3.1. Fairness and respect towards employees / colleagues

MU is aware of its responsibility towards its employees. Accordingly, the company also expects every employee to align their conduct, both internally and externally, with the wellbeing of the company. In particular, each employee is expected to demonstrate friendly, objective and fair conduct towards colleagues and third parties.

No one may be discriminated against, favoured, harassed or marginalised on account of their sex, descent, race, origin, religion, disability or age. The dignity of each employee as well as his personal rights and privacy may not be violated.

Ongoing conflicts must be solved by the supervisor and the human resources department in an appropriate manner. Neither discrimination nor harassment of employees, e.g. unfounded suspicions, sexual harassment or bullying, will be tolerated.

The dealings of all employees must be characterised first and foremost by trust. This is essentially achieved through open communication, which is also the basis for initiating any decision-making process. Each employee must endeavour to incorporate their own expertise alongside that of other employees in the respective decision-making processes.

3.2. Employee development, employee advancement

The development and training of our employees is crucial for the success of our company. Every supervisor should therefore have a discussion with each of his employees at least once a year. In the course of this conversation, the supervisor should evaluate and comment on the quality of the employee's work over the past year. The employee should in turn have the opportunity to comment on his or her job, performance, work environment and also the supervisor's performance. Measures for further training should be jointly developed.

Outstanding achievements are a crucial factor for MU's growth. Talents that contribute to sustainable business success through their expertise and their social skills are therefore encouraged. MU provides appropriate opportunities for professional and personal development and encourages employees to take advantage of these offers.

The company welcomes employees' private social work and supports this as far as operational responsibilities allow.

3.3. Operational safety

The safety of our employees is an important factor for the company. Any employee who operates in a hazardous work environment, or works with hazardous equipment or products, must therefore be made familiar with the appropriate safety regulations by their supervisor. Regulations relating to occupational health and safety as well as environmental protection must be strictly applied. Each employee has joint responsibility for his work area. In the interests of oneself and one's colleagues, the safety regulations must be applied consistently, whereby the respective supervisor has an enhanced role-model function.

Installations must be planned carefully and regularly monitored and maintained. Employees working on such equipment must be thoroughly briefed and trained. Advice on accident prevention must be given repetitively at regular intervals.

The company strives to provide its customers with high-quality products that are not subject to unforeseen risks. Any known or perceived elements of danger arising while handling our products or in combination with our products must be immediately reported to the supervisor. The purchaser of an MU product must be made aware of the risks associated with that product.

3.4. Security of knowledge and research products

The results of our technological developments are valuable assets for MU. Inventions, patents and other knowledge are of paramount importance in terms of the future of the company. Our developers and technicians are required to establish and document their activities in accordance with the highest possible standards and to pass them on in the context of proper know-how transfer. The sole right to use our inventions is a direct result of our investment in research and development, therefore its legal protection must be undertaken with the utmost care.

No employee may pass on operational knowledge, trade secrets or confidential customer data to third parties. Procedures and techniques must be kept secret at all costs. The allocation of licences or the transfer of knowledge must be closely monitored by the responsible department. In terms of product development, the legal situation must be examined in particular with regard to any third-party property rights. Third-party property rights must be respected. The same applies to third party licences.

Without the necessary authorisation, employees may not investigate and use secrets belonging to a third party. Information relating to third parties should in principle only be obtained from generally accessible sources. In particular, it is not permitted to gain knowledge of the development work of other employees or outsiders in an inadmissible manner and to present this as one's own development work.

3.5. Protection of company property

MU provides its staff with furnishings, e.g. equipment, machines, office supplies, computers and data carriers which are available for operational use. Private use of company property is permitted only with the approval of the supervisor and senior management. Without such permission, company property may not be removed from the company premises. Theft or embezzlement of company property will result in prosecution. Computers are work equipment and may only be used for business purposes. The storage of private data is only allowed within reasonable limits. Storage and use of computer games is not allowed.

Internet access, intranet and e-mail systems are also tools that in principle may only be used for official purposes. Internet surfing on websites with sexual, racist and violent content is prohibited.

Employees who have direct or indirect access to the company's cash flows are subject to special due diligence. The dual control principle must be strictly adhered to in all transactions involving the transfer of funds or company values. Discrepancies or irregularities concerning cash inflows or outflows as well as the booking of invoices, which lead to personal gain of an employee or a third

party, must be reported immediately to the supervisor or senior management. The theft or embezzlement of funds will lead to prosecution under criminal and labour law.

3.6. Data security

Documents and (electronic) data carriers must be kept under lock and key or otherwise stored securely. This applies in particular to sensitive data concerning employees or company secrets. Computers should be protected from third-party access by changing passwords. It is not permitted – except for business purposes – to make transcripts or copies of data. Employees do not have the right to access information that does not relate to their own activities. Secrecy relating to correspondence and telecommunications must be upheld.

All files and records, including in electronic form, must be kept in a proper manner to allow access to stand-in personnel at all times. To assure this, complete, clear and comprehensible file management is mandatory for every employee.

3.7. Duty of notification, sanctions and contact persons

Each employee is expected to promptly and fully report violations of the values summarised in this Code of Conduct either to their supervisor, the appropriate human resources department or to senior management. The notification may be in writing or by word of mouth and should contain the contact details of the reporting employee in order to establish credibility. The communication may also be made anonymously if the employee fears he may be personally disadvantaged.

Each supervisor must organise his department in such a way that he receives immediate notification of such violations. Supervisors must take responsibility for proactively discussing the matter of compliance with the Code of Conduct with the employee in question.

Each employee should review their conduct on the basis of the above standards and regularly optimise their work area in line with these behavioural principles. Compliance with the Code of Conduct is the responsibility of every employee.

Senior management will complete regularly checks to ensure compliance with the rules and principles. This will involve employee interviews, sight of documents and visits to workplaces and, if necessary, locations.

The Code of Conduct forms the basis for collaboration at MU and represents the essential values and duties of employees, both internally and externally. It must be familiar to all employees. Supervisors acknowledge the Code of Conduct by signing up to it. They are responsible for informing employees about the contents of the Code.

Violations of the Code of Conduct may result in disciplinary action, which can vary depending on the severity of the offence or omission, and can lead to termination of employment and subsequent criminal prosecution.

Questions concerning the Code of Conduct will continue to arise. Wherever there is uncertainty about correctness of conduct, employees should take this up with their supervisor or human resources department. If this does not provide sufficient clarification, employees may also consult senior management.

4. Contact persons

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