



EBERSPÄCHER GROUP

# BUSINESSPARTNER CODE OF CONDUCT

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# I. INTRODUCTION

Value creation can only succeed together with partners. This is why Eberspächer relies on trusting cooperation in the awareness of its legal, economic, ecological and social responsibility for people and the environment in the interests of sustainable development.

The following requirements specify Eberspächer's expectations regarding the behavior of business partners, in particular suppliers and sales 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 the values and principles of Eberspächer as expressed in the Eberspächer Code of Conduct. They are also based on international conventions such as the UN Charter on Human Rights, the UN Global Compact, the core labor standards and the conventions of the International Labor Organization (ILO), the OECD Guidelines for Multinational Enterprises, the UN Guiding Principles on Business and Human Rights and the German Act on Corporate Due Diligence in Supply Chains (LkSG).

The requirements form the basis of all business relationships between the Eberspächer Group and its business partners.



## II. LEGAL COMPLIANCE

The business partner of Eberspächer undertakes to comply with all legal provisions of the relevant legal systems relevant to the business relationship with Eberspächer. This includes in particular the following areas of law:

### 1. FAIR COMPETITION AND PROHIBITION OF CARTELS

Free, unrestricted and fair competition is a fundamental principle of the market economy and the core of Eberspächer's corporate culture. Eberspächer's business partners ensure that they comply with the applicable competition and antitrust regulations and refrain from any unfair business practices aimed at hindering, restricting or falsifying free and fair competition.

**In particular, Eberspächer does not tolerate this:**

- Anti-competitive agreements or concerted practices between competitors which serve the purpose of directly or indirectly fixing purchase or selling prices or other terms and conditions, restricting or controlling the production, sale or technical development of products or investments or dividing markets.
- The application of different conditions for equivalent services to trading partners, in particular at vertical level with suppliers or customers.
- The abuse of a leading position in a market.

### 2. PROHIBITION OF CORRUPTION

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

**Therefore, Eberspächer does not tolerate its business partners in particular:**

- Offering, granting or demanding unlawful advantages from or towards Eberspächer, its employees or their relatives, or even creating such an impression, is prohibited. Employees of Eberspächer are subject to the strict limits of the Eberspächer Gift Policy in the case of hospitality, invitations or gifts.
- The improper influencing of 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 / 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 must be duly observed. In addition, Eberspächer insists that its business partners comply with all national and international money laundering regulations.

### 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 disclosed.

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

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

The business partner of Eberspächer must ensure that any processing of personal data of employees, customers or business partners (e.g. collection, storage, transmission or deletion) is carried out in accordance with the applicable legal regulations on data protection.



## III. SOCIAL PRINCIPLES

Respect for internationally recognized human rights is the basis of every business relationship for Eberspächer. Our business partners must 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 following conventions of the International Labor Organization (ILO) and undertake to respect the rights of employees and all those affected by the company's actions and to treat them accordingly.

This includes the following areas in particular:

### 1. PROHIBITION OF CHILD LABOR

Children must not be hindered in their health, safety, education and development by harmful working conditions, such as overtime or night work. For this reason, business partners may not employ child labor below the age limit of 15 years in any phase of value creation in accordance with ILO Convention No.

138 This applies all the more to the worst forms of child labor under the age of 18, such as child slavery, forced and compulsory child labor, forced recruitment of children in armed conflicts, child prostitution, the use of children for illicit activities or work harmful to the health or morals of children (ILO Convention No. 182).

### 2. PROHIBITION OF FORCED LABOR AND SLAVERY

Our business partners must ensure that no forced labor, compulsory labor or any form of slavery-like practices through oppression in the workplace (modern slavery), such as extreme economic or sexual exploitation or humiliation, take place (ILO Convention No. 29, 105). In accordance with the ILO core labor standards, employees of our business partners must have the free choice to establish employment relationships and to terminate them in compliance with deadlines.

### 3. HEALTH PROTECTION AND SAFETY AT THE WORKPLACE

Eberspächer's business partners must observe and comply with the globally applicable legal regulations and international conventions on occupational health and safety and fire protection. In this respect, we recommend that business partners obtain certification in accordance with ISO 45001, for example. This includes in particular compliance with the safety standards of employees at their place of work and workplace and also applies to work equipment. Employees must be trained and instructed accordingly. They must be effectively protected against the effects of chemical, physical and biological substances. The business partner must take work organization measures to prevent excessive physical and mental fatigue, for example by organizing working hours (including overtime, rest breaks and days off).

# III. SOCIAL PRINCIPLES

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

The fundamental right of employees to form, join or be elected to trade unions and employee representative bodies shall be respected by the business partner. None of this may be a reason for discrimination or retaliation. The business partner respects the right of trade unions to operate freely in accordance with applicable law, in particular to conduct collective bargaining. The right to strike is respected (ILO Conventions No. 87 and 98).

## 5. PROHIBITION OF DISCRIMINATION AND UNEQUAL TREATMENT

Business partners must combat all forms of discrimination and unequal treatment, for example on the grounds of national or ethnic origin, social origin, health status, disability, sexual orientation, age, gender, pregnancy, political opinion, religion or belief (ILO Convention No. 111).

## 6. FAIRNESS IN COMPENSATION AND BENEFITS

Our business partners are obliged to pay men and women equal pay for work of equal value (ILO Convention No. 100). It is forbidden to withhold the appropriate wage. Remuneration and social benefits must comply with the applicable principles, e.g. the minimum wage set in the respective country must not be undercut.



## III. SOCIAL PRINCIPLES

### 7. PROHIBITION OF HARMFUL ENVIRONMENTAL CHANGE WITH NEGATIVE CONSEQUENCES FOR PEOPLE

Our business partners respect the prohibition of the impairment of natural resources for the preservation and production of food, the denial of a person's access to safe drinking water, the impediment or destruction of access to sanitary facilities and any damage to a person's health through harmful soil change, air or water pollution, harmful noise emissions or excessive water consumption.

### 8. PROHIBITION OF UNLAWFUL EVICTION AND LAND GRABBING

Our business partners observe the prohibition of unlawful eviction and the prohibition of unlawful seizure of land, forests and waters whose use secures people's livelihoods when acquiring, building on or otherwise using them.

### 9. PROHIBITION OF THE UNLAWFUL USE OF SECURITY PERSONNEL

Eberspächer's business partners shall respect the prohibition of commissioning or using private or public security forces to protect a company project if, due to a lack of instruction or control on the part of the business partner, the prohibition of torture, cruel, inhuman or degrading treatment is disregarded when deploying the security forces, if life or limb is injured or the freedom of association and union is impaired.

### 10. MANIFESTLY UNLAWFUL INFRINGEMENT OF LEGAL POSITIONS

In addition to complying with the prohibitions described above, Eberspächer's business partners must refrain from doing anything that would lead to an obviously unlawful impairment of protected legal positions in a particularly serious manner.



## IV. ENVIRONMENTAL PRINCIPLES

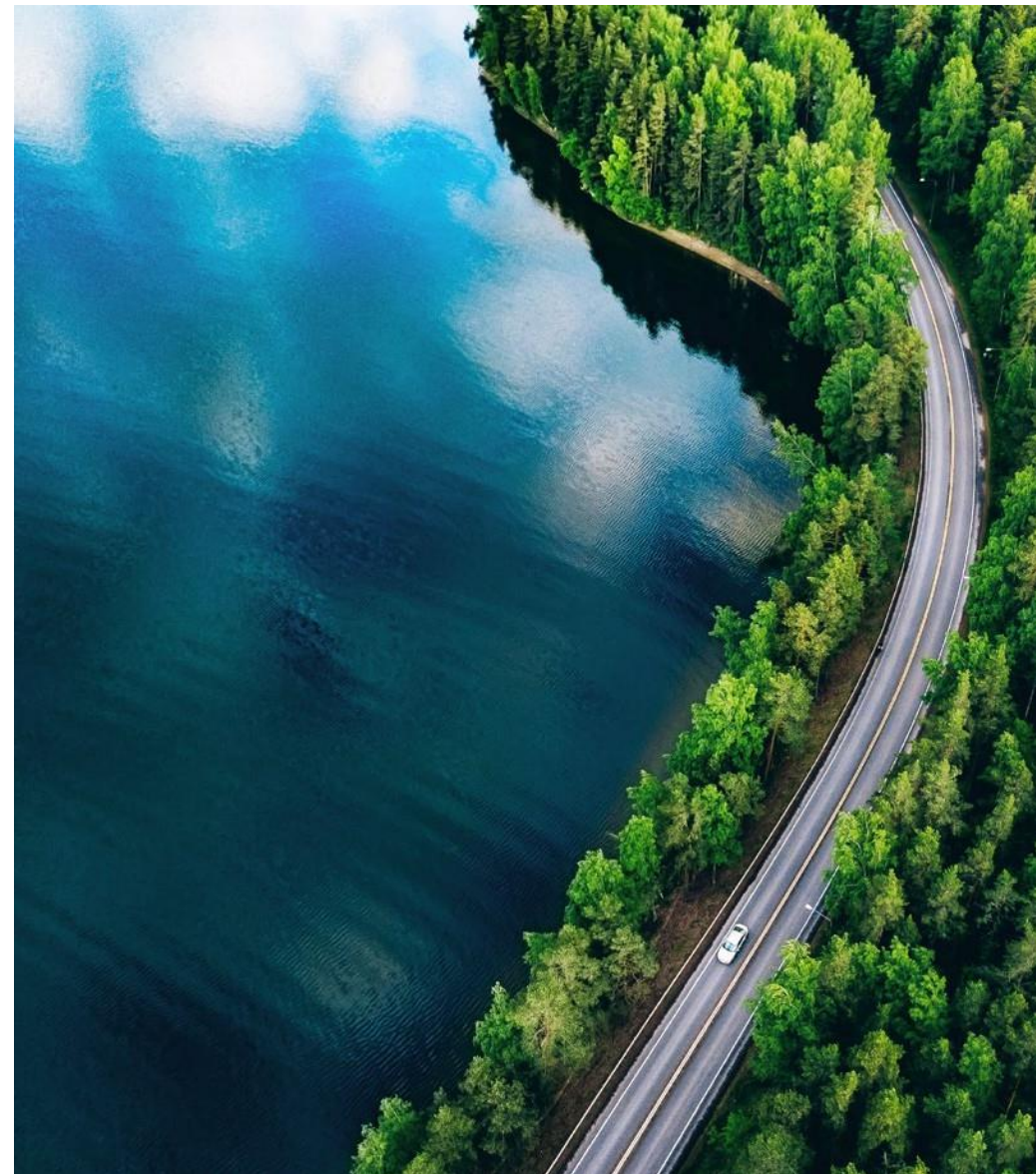
With its innovative solutions in the areas of exhaust technology, vehicle air conditioning and vehicle electronics, Eberspächer contributes to environmentally friendly mobility. True to the slogan "Driving the mobility of tomorrow", Eberspächer is particularly concerned with preserving an intact environment for future generations.

Eberspächer expects its business partners to actively assume environmental responsibility and to 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 Regulation 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 that natural resources (soil, water, air, energy) are used sparingly in all phases of the value chain, from development and raw material extraction to the manufacture of the product - also taking into account the use phase and recycling.

The requirement to act in an energy-efficient manner by saving energy, using renewable energies and recording the total energy consumption (in MWh) applies in all phases. Corresponding information must be provided to Eberspächer on 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). Lists of the materials used and their composition must be kept available and communicated to Eberspächer on 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 obligations when using conflict minerals must be observed; the Eberspächer Conflict Minerals Policy Statement applies in this respect. Business partners who process conflict minerals are obliged to submit a Conflict Minerals Reporting Template (CMRT file) to Eberspächer annually without being requested to do so. Chemical management is recommended for the handling of chemicals.

The bans on the manufacture of products containing mercury and the use of mercury in manufacturing processes (Minimata Convention on Mercury of 10.10.2013) and the ban on the production and use of chemicals under the Stockholm Convention on Persistent Organic Pollutants (POPs Convention of 23.05.2001) must be observed.

## 4. AVOIDANCE OF ENVIRONMENTAL DAMAGE

The business partner must work to ensure that air and soil pollution caused by pollutant emissions and environmental pollution is avoided in order to prevent any risk to health and the environment. This also includes the protection of biodiversity.

## 5. DECARBONIZATION

Greenhouse gas emissions (Scope 1, 2 and 3) must be reduced in order to achieve the global climate targets (limiting global warming to below 2 degrees Celsius compared to pre-industrial levels). The emissions must be recorded and the corresponding information must be provided to Eberspächer on request.

## 6. WASTE MANAGEMENT

Waste must be reduced. In this respect, the business partner is recommended to implement a waste disposal management system. The prohibitions on the nonenvironmentally sound handling, collection, storage and disposal of such waste must be complied with. Any export bans for certain hazardous waste must be observed (POPs Convention of 23.05.2001, Basel Convention of 22.03.1989).

# V. LIABILITY

## 1. COMPLIANCE WITH EXPECTATIONS

The business partner undertakes to comply with all these regulatory, human rights and environmental expectations formulated by Eberspächer, to address these due diligence obligations appropriately along its supply chain and to demand these obligations in a legally binding manner in its business relationships with its business partners with the aim of identifying and minimizing risks and preventing, ending or minimizing the extent of violations 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 with its direct business partners. In this respect, the business partner undertakes to cooperate and disclose information in response to corresponding inquiries from Eberspächer, insofar as this can be legally required.

## 3. TRAININGS

Participation in online training courses and further training offered by Eberspächer free of charge for business partners to enforce the contractual assurances is mandatory. The business partner hereby gives a binding assurance of this.

## 4. MONITORING, AUDITS

Eberspächer reserves the right to verify compliance with the obligations (questionnaires, audits, on-site inspections). In this respect, Eberspächer also has the authority to carry out risk-based checks and request documents in order to verify compliance with the Eberspächer Human Rights Strategy by business partners. On-site audits are only carried out on an ad hoc basis after prior notice 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 area of the business partner or a violation is imminent, the business partner has the obligation to remedy the complaints immediately on its own responsibility and at its own expense. Eberspächer shall have the right to take appropriate remedial measures at the expense of the business partner concerned within its sphere of influence in order to prevent or end a breach or to minimize the extent of a breach. The business partner shall participate in the creation and implementation of a concept to end or minimize breaches of duty.

# V. LIABILITY

## 6. REPORTING OF VIOLATIONS / WHISTLEBLOWER SYSTEM

It is possible to report legal violations, human rights and environmental risks or violations caused by the economic actions of the direct business partner via the Eberspächer Speak Up whistleblower system, which can be accessed by anyone worldwide at any time:

<https://eu.deloitte-halo.com/whistleblower/website/Eberspaecher>.

Complaints will be investigated 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 temporary suspension, withdrawal from the contract, termination of the contract or even termination of the business relationship. The right to claim damages remains reserved.

## 8. CONTACT

If you have any questions about these principles, please contact the Compliance Officers. They can be contacted at [compliance@eberspaecher.com](mailto:compliance@eberspaecher.com).

## PLACE, DATE, COMPANY NAME / COMPANY STAMP BUSINESS PARTNER

## SIGNATURE BUSINESS PARTNER

The confirmation of the Code of Conduct for Business Partners includes:

- All
- The following companies

Companies that are affiliated with the company listed under "Company name".

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