

Policy

Code of Conduct

Area of Application: HENSOLDT Group

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1 General

1.1 Aim & Purpose

These Standards provide valuable guidance on the most common Compliance issues and set forth the mutual rights and obligations of our employees and the HENSOLDT Group.

1.2 Scope of Application

This Policy is applicable to all HENSOLDT Group employees

2 Introduction – Our Commitment to Integrity

We conduct our business with integrity, respecting applicable laws and regulations.

The Code of Conduct provides guidance in key areas in order to help us operate in accordance with our Integrity Principles. They contain cross-references to some additional policies and other documents in order to provide easier access to more detailed guidance where necessary.

The Code of Conduct applies to all employees, managers of HENSOLDT Group and entities over which HENSOLDT Group has full or joint control. Because we prefer suppliers and other business partners who share our values, these partners are expected to adhere to our integrity standards.

These Standards cannot address every challenging situation that may arise. When in doubt, each of us has a responsibility to seek advice. In addition, we should disclose any situation that may violate laws or internal policies and standards.

We encourage a speak-up culture where employees are comfortable raising concerns or seeking advice, and managers listen and are responsive. In cases where the immediate supervisor cannot resolve questions and concerns, employees should seek the advice of the Head of Compliance or another member of the Compliance Team. Other managers or Members of the Human Resources team may also be contacted.

Employees are also encouraged to submit confidentially any inquiry or concern to the HENSOLDT Group OpenLine system via telephone (Ombudsman) or online where they feel it is not appropriate raise their issue through regular channels.

3 Our Integrity Principles

Commitment to Our People.

Our Company believes that a workplace should be based on respect, honesty, and fairness. We encourage innovation and employee engagement and are committed to maintaining high standards of quality, health and safety.

Commitment to Our Company.

Our employees are committed to avoiding any conflicts that might put their personal interests ahead of what is best for the Company. Additionally, our employees are encouraged to speak up and seek guidance if they have any ethical or compliance concerns.

Commitment to Building Trust.

Our employees protect the property and confidential information of the Company and of our stakeholders. Protecting confidential data, keeping accurate records, and adhering to all laws governing our business are key to our long-term success.

Commitment to Conducting Ethical Business.

Business meals, hospitality, and modest non-monetary gifts may be given or accepted if they reflect customary business practices. However, all business decisions must be based solely on the merits. Only clean business is sustainable business.

Corruption is detrimental to the work environment, stifles innovation, and is illegal. Our Company has a zero tolerance policy towards corruption of any kind.

Commitment to Corporate Citizenship.

Our Company is committed to being a good corporate citizen. We acknowledge our responsibilities towards the environment, our local communities, and our stakeholders.

Commitment to be Responsive.

Our Company is committed to respond to employees' concerns and suggestions.

Our Head of Compliance and all colleagues within the Compliance Organisation are always available to offer guidance and support. Additionally, the HENSOLDT Group OpenLine can be contacted to report an incident or raise a concern, confidentially and without fear of retaliation.

4 Focusing on People

In keeping with its focus on excellence, we aim to attract and retain leading-edge talent. We foster the continued engagement of employees at all levels, throughout the organisation. We promote an environment of trust amongst teams and an open and constructive dialogue with employees and their representatives.

Fostering Our Talent

We recognize that by fully respecting employees' rights, it creates a trusting workplace that also increases innovation, a key to our competitiveness.

Individuals are selected for career advancement on the basis of their potential, their performance, their behaviour, and their willingness to work in different functions and entities.

While fostering individuality contributes to rich cultural diversity, our high performance culture requires common values and behaviours that govern our interaction with each other and with stakeholders. This is encouraged by our Leadership Model.

Promoting Diversity

HENSOLDT Group is a transnational organization and considers cultural diversity as one of its greatest strengths. Additionally, we support diversity in race, gender, religion, national origin, political opinion, sexual orientation, social origins, age and physical or mental character. Therefore, discrimination against protected personal characteristics shall not be tolerated.

Any form of harassment in the workplace, whether physical, visual or verbal is strictly prohibited.

What is harassment?

Generally speaking, "harassment" is any form of behavior with the purpose or effect of violating the dignity of a person and of creating an intimidating, hostile, degrading, humiliating or offensive work environment. Examples include unwanted sexual conduct, threats and physical intimidation, as well as offensive comments, jokes and slurs.

Encouraging Open Dialogue

We promote an open and trusting dialogue with employees at all levels of the Company.

Employees are strongly encouraged to openly communicate, discuss and clarify their questions or concerns, and management is encouraged to listen and be responsive.

Any direct or indirect retaliation, or attempted retaliation, against an employee who speaks up in good faith is strictly prohibited and will not be tolerated.

Ensuring Workplace Health and Safety

We are committed to pursuing the highest health, safety and security standards in the workplace.

We must familiarize ourselves with and follow all external health and safety laws and internal health and safety policies and procedures.

We also recognize our responsibility to uphold health and safety standards across its extended enterprise with suppliers business partners and contractors.

Protecting Personal Data

HENSOLDT Group collects, processes and uses personal data of its employees and partners to fulfil its operational activities. We comply with obligations resulting from the European regulations and, as applicable, with any local laws and regulations concerning how individual personal data is collected, processed and used. We must always respect and protect the privacy of our employees, customers, suppliers and partners.

5 Respecting and Protecting Assets and Information

We each have a duty to protect HENSOLDT Group's assets, both tangible and intangible. We must work to ensure that none of these assets are stolen, damaged, misused or improperly destroyed. In addition, we should be aware of our responsibilities when accessing, using, modifying, storing or disclosing any HENSOLDT Group asset.

Protecting Assets

To protect assets, premises, staff, visitors, data, information systems and telecommunications networks from hostile acts and from competitors, a security policy has been implemented which is applicable to all parts of the Group and associated third parties.

What is HENSOLDT Group property?

HENSOLDT Group property includes:

- Physical property, such as facilities, plant equipment, tools and inventory, securities and cash, office equipment and supplies, information systems and software;
- Confidential and proprietary information, which includes information not yet publicly disclosed and internal business information, such as contract documentation, business processes, corporate strategies and assumptions and business plans;
- HENSOLDT Group's intellectual property, including patents, trade secrets, designs, models, rights, inventions, software, processes, domain names and information protected by trademarks and copyrights.

We must use HENSOLDT Group's computers, data and telecommunication resources in a safe, ethical, lawful and productive manner. Use of these is solely to facilitate the performance of our job-related responsibilities. Under no circumstances should we use HENSOLDT Group's computers and information systems and tools to pursue illegal or improper purposes.

Access to confidential and proprietary information is strictly on a need-to-know basis. This information can only be revealed to formally authorised co-workers or outside parties who need this information for legitimate business purposes, or if required by law.

We are encouraged to develop innovative solutions for products, services and business models. We must always ensure that we secure and protect HENSOLDT Group's intellectual property and avoid knowingly infringing upon the intellectual property rights of others. Intellectual property refers to creative ideas and expressions of the human mind that possess commercial value and for which exclusive rights are recognized such as patents, trademarks and copyrights.

Maintaining Accurate Records

Our shareholders and our business partners as well as government regulators rely on the accuracy and correctness of the information contained within our business records. We therefore have a responsibility to ensure that the information we provide is accurate, timely, complete, fair and understandable.

In maintaining our financial records, we must follow the internal control procedures set forth by HENSOLDT Group. We may not create or participate in the creation of records that mislead anyone or conceal any improper activity. This means, in part, that we must never make false or misleading entries or allow or facilitate improper or insufficient disclosures.

We are expected to maintain and destroy HENSOLDT Group documents in accordance with the records retention schedules and procedures. Consult a manager or your Legal department with questions as to how long you should retain a document or how to destroy it properly.

Protecting Third-Party Information

Our customers, suppliers and other partners often entrust the Group with their own confidential and proprietary information. To be a trustworthy partner, we must handle third-party proprietary information in accordance with the terms of its disclosure and in strict compliance with all applicable laws and regulations.

We shall not accept or ask for third-party proprietary information unless the owner of such information has agreed to its transfer. If we receive third-party proprietary information without authorisation, it shall be promptly reported to the Compliance office or the Legal department.

Access to government-classified information requires specific clearances, relative to the level of sensitivity. Any exchange or transmission of classified information or material must comply strictly with the relevant security process. Any actual or suspected incident or misuse must be immediately reported to the Security office.

Trading Securities

Many countries have enacted insider trading laws. In line with these laws, we may not buy or sell the stock of any company while in possession of inside or privileged information about that company. This rule applies to the stock of our customers, suppliers and partners listed on a public stock exchange.

In addition, we may not disclose any inside or privileged information to anyone, including co-workers, family members and friends, as they could illegally buy or sell shares or other securities based on inside or privileged information.

What is inside or privileged information?

Any information concerning any entity of the HENSOLDT Group or a HENSOLDT Group customer, supplier or partner that is precise, non-public and price sensitive (i.e., likely to have a significant effect on the price of that company's stocks if it were made public).

Managing Internal and External Communication

HENSOLDT Group's reputation and image are very important assets. It is crucial that we promote and protect our image. In addition, we must provide accurate information to the public regarding our business. The disclosure of certain kinds of information is highly regulated. Therefore, only designated persons may respond to formal outside requests for information. All public statements about the Group must be approved by appropriate persons within HENSOLDT Group.

All media enquiries should be sent to the Communication department. No information should be provided to the media without prior approval and guidance from the relevant department.

HENSOLDT Group employees must not provide information, or engage in social media activities, on behalf of HENSOLDT Group. The Company's social media engagement is managed by the Communication department.

In addition, all content in published material, including brochures, advertising and all editorial support should be truthful and not disparage any competitors' products, services or employees.

HENSOLDT Group sponsorships serve to build and secure relationships between HENSOLDT Group and its constituencies by contributing to a range of selected events, activities, conferences, foundations, institutions etc.

They may relate to social, cultural, sport or educational issues or they may be general in nature. They must always be transparent and accurately recorded in the books and records.

6 Engaging in Proper Business Practices

Integrity, honesty and transparency should guide each of us in our business activities. We are expected to deal with customers, suppliers and other business partners in the Group's interests and in compliance with laws and regulations.

Zero Tolerance of Corruption

No HENSOLDT Group employees may engage in any kind of corruption, whether public or private.

We may never offer, attempt to offer, authorize or promise any sort of bribe, facilitation payment or kickback to a public official or private body for the purpose of obtaining or retaining business or an improper advantage. Likewise, we must never solicit or accept a bribe or kickback from a public official or private body.

In addition, we must never hire someone else to do anything that we cannot ethically or legally do ourselves.

We must apply our anti-corruption policies in the negotiation and execution of commercial contracts as well as to mergers and acquisitions and other projects.

What is bribery?

The promise offering or giving, soliciting or receiving – directly or indirectly – of any undue monetary or other advantage to or from another person so that this person, in breach of his or her duties, acts or refrains from acting to obtain or retain business or other improper advantage in the conduct of business.

Who is a public official?

- A person holding a legislative, administrative or judicial office of a given country (including all levels and subdivisions of government, from national to local), whether appointed or elected.
- Any person exercising a public function for a given country, including a public agency or public enterprise.
- Any official or agent of a public international organization.

What are facilitation payments?

Small unofficial payments to low-level public officials to speed up or obtain routine administrative processes.

Gifts and Hospitality

Business courtesies, such as gifts and hospitality, given to or received from customers, suppliers and other partners are commonly used to build goodwill and acknowledge appreciation in business relationships. However, these courtesies must reflect a normal courtesy of business and may not influence, or give the appearance of influencing, any business decision.

Good judgment should always guide us in these situations. Business courtesies are prohibited by law under certain circumstances and in certain countries. We must each follow the policies that apply to us. Gifts of cash or cash equivalents, such as gift certificates and vouchers, are never permitted.

In the interest of full transparency and to facilitate possible audits or reviews, any giving or receiving of gifts or hospitality must be fully and accurately recorded.

Identifying and Managing Conflicts of Interest

As part of our efforts to protect HENSOLDT Group' reputation and ensure we are acting on the basis of what is best for the Company, we must avoid both actual and apparent conflicts of interest at all times, and if we cannot avoid a conflict of interest, we must make it known to our immediate supervisor.

In particular, when hiring current and former public officials or government employees, we should comply with all applicable laws, regulations and directives, including those dealing with conflicts of interest. These rules extend to negotiations or contracts with government employees relating to potential employment by

What is a conflict of interest?

A conflict of interest arises when our personal interests interfere, or appear to interfere, with our ability to perform our jobs without bias in the HENSOLDT Group's best interest.

For example, a conflict might arise when an employee, family members, near relatives or personal friends have a significant undisclosed financial interest in a customer, supplier, partner or competitor of HENSOLDT Group.

Competing Fairly

We believe in fair competition and must strictly comply with applicable competition laws in the countries where we do business. These laws forbid agreements or behavior that may restrain or alter competition or trade.

The exchange or disclosure of commercially sensitive information relating to competitors, customers or suppliers may also violate applicable competition laws.

Complying with Export Laws

As a global company, we purchase goods and services from a diverse group of suppliers. We also provide goods and services to customers all over the world. It is therefore critical that we carefully comply with all applicable regulations that govern our import and export activities.

This is a complex legal and regulatory environment. The Export Compliance organization can answer any questions regarding the import or export of goods, services or information.

What is an "Export"?

In each of the HENSOLDT Group home countries, an export occurs when goods, technologies or software are transferred to another country. It is irrelevant whether the transport is carried out via email, by parcel service or hand-carried by a HENSOLDT Group employee. Also the upload of technical data or software to a server is considered as export, if persons in other countries have the possibility of access.

In the US an export occurs when goods, technology or services are transferred to a foreign person or company wherever they are located (e.g. in the US or overseas).

What is import activity?

Bringing the goods that HENSOLDT Group purchases from a foreign or external source into another country.

Cooperating with Authorities

We are expected to cooperate with legitimate authorities. Any request from a public official that relates to an investigation or inquiry must be coordinated with the Corporate Office and the Legal and Compliance department.

Treating Suppliers Fairly

Suppliers deliver a high proportion of the value of HENSOLDT Group's products, and thus play an important role in customer satisfaction. We are committed to sustaining fair relationships with suppliers. The Procurement function is responsible for ensuring that all supplier relationships are handled in an equitable and compliant manner. We each have a duty to make certain that issues with suppliers are professionally dealt with at all times, and that our selection of suppliers is based solely on what is best for the Company.

Our Commitment to Product Safety and Quality

Product quality and safety for the customer is part of our identity and is a core HENSOLDT Group value. We should never sacrifice product quality or safety.

To fulfil our commitment to quality, we must comply with all quality control standards that govern our responsibilities. These include all applicable laws and regulations, as well as internal control procedures designed to promote the safe, quality manufacture of goods.

Product safety does not stop once the product is delivered. Maintaining high standards of product safety is in our interest as well as the interest of our customers, their customers, and the global aerospace industry. Product safety depends heavily on information feedback, and every employee is expected to immediately report any concerns regarding safety.

We are committed to ensuring that our products are designed, manufactured, delivered and supported in accordance with the highest security standards while being compliant with all applicable laws and regulations.

Quality excellence is our overriding priority, including safety; we should each have a clear understanding of our role and responsibility with respect to quality during the entire product lifecycle. We are expected to alert, stop, and fix any issue.

7 Being a Good Corporate Citizen

We acknowledge our responsibilities towards the local communities in which we operate, and strive to make valuable contributions to the economic, social and educational well-being of these communities.

Establishing Ethical Business Standards Globally

By respecting the Global Principles, HENSOLDT Group demonstrated its commitment to developing processes and policies that foster Compliance in its corporate business practices.

What are the Global Principles?

The Global Principles of Business Ethics for the Aerospace and Defense Industry were adopted by the AeroSpace and Defence Industries of Europe (ASD) and the Aerospace Industries Association of America (AIA). They affirm our industry's commitment to ethical business behavior and to a uniform set of standards. The Global Principles address business conduct as it relates to zero tolerance of corruption, use of advisors, management of conflicts of interest and respect for proprietary information.

Conducting Responsible Sourcing

By engaging in responsible sourcing, we aim to achieve long-term relationships with suppliers who accept the principles of our Code of Conduct. We aim to work with best-in-class suppliers that embrace the highest integrity standards.

We expect our supplier base to understand, share and adhere to our business ethics standards.

Suppliers may be asked to provide evidence of the application of these principles as appropriate, in particular in the areas of business ethics, anti-corruption, human rights, labor standards and environmental sustainability.

Supporting Our Communities

We are committed to improving the quality of life in the communities where we live and work. We do so through local and sustainable business development, improvement to infrastructures, technology acquisition, employment and training.

These initiatives must be reviewed and approved by the appropriate management.

Corporate donations to public-interest or private organizations may be permitted if not limited or forbidden by local law. Political contributions must always be reviewed and approved according to the relevant internal policies and applicable laws and regulations.

Striving for Eco-Efficiency

We acknowledge that we have a responsibility to our global community to protect the environment. We therefore aspire to become an eco-efficient enterprise. We must promote eco-efficiency in all of our business activities by striving to reduce the overall HENSOLDT Group carbon - and global environmental footprint. In addition, we must comply with and strive to exceed all applicable environmental laws and regulations wherever we do business.

What is eco-efficiency?

Eco-efficiency aims at maximizing the benefits of the products and services we provide to our customers and other stakeholders, while minimizing the environmental impact of these products throughout their life cycle.

8 What to do when you have a concern

Our Integrity Principles and Code of Conduct are applicable to all HENSOLDT employees regardless of employment positions or geographical locations. These are the cornerstone of the HENSOLDT Group Compliance Program and define the values, policies and expectations for the day-to-day conduct of our business.

Because the right answer is not always obvious, all employees are strongly encouraged to openly communicate and to clarify their questions or concerns. It is equally important that all managers build a positive working environment and that they encourage their employees to openly communicate. Employees can approach any member of the Compliance Team to clarify an ethical issue.

All Employees are strongly encouraged to report their concerns through the normal business channels, such as your immediate supervisor or other managers, your Human Resources Business Partner (HRBP), or your Compliance Team.

OpenLine

OpenLine is also available for use by all HENSOLDT employees. Employees can contact the OpenLine by Internet or by phone ("Ombudsman" as external service provider).

The use of OpenLine is entirely voluntary, and conditions for use are available on the HENSOLDT Group intranet and communicated broadly within HENSOLDT Group. An inquiry or concern can be submitted confidentially without fear of retaliation.

HENSOLDT Group will not tolerate retaliation against employees making reports in good faith and/or assisting in investigations of suspected violations of the Standards of Business Conduct. Good faith means submitting a concern without malice and without consideration of personal benefit, and with plausible reason to believe it to be true.

All reports will be investigated promptly and thoroughly, in accordance with applicable laws and Company policies. Feedback on results of the investigation of a concern will be provided in a timely manner.

Group Compliance Helpdesk

For all other questions or suggestions, you may contact the HENSOLDT Group's Compliance Helpdesk:

E-mail: compliance@hensoldt.net

9 References

9.1 Applicable documents

The following publications form a part of this document to the extent specified herein. In case no issue is quoted for a document the current issue is deemed to apply. If an issue is quoted, that issue shall be used.

- [AD01] BMS-BCP-020-EN - Anti-Corruption Policy
- [AD02] BMS-BCP-027-EN - Gifts & Hospitality Directive
- [AD03] BMS-BCP-021-EN - Partner Review Directive