



# Code of Conduct

of 2G Energy AG



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## Introduction

Since our beginnings in 1995, 2G has grown into a leading international manufacturer and supplier of cogeneration plants (CHP). This development and expansion is still ongoing today. Against this backdrop of international orientation and decentralized organizational structure, it is important that all our employees remain focused on the 2G spirit.

The purpose of this Code of Conduct is to demonstrate our vision and mission statement. We would also like to illustrate the values, principles and practices which govern 2G's entrepreneurial activities in the pursuit of this vision.

## Our vision

We shape our future proactively by designing high-performance, resource-saving solutions for a decentralized energy supply.

## Our mission

Our mission is to implement highly efficient power plants for the combined generation of electricity and heat or cooling, setting industry-wide standards, in addition to delivering our services across the world. We create long-term economic advantages for both our customers and shareholders alike and are actively involved in improving environmental conditions to produce a desirable future. The positive image of our corporate group and its successful growth is a mutual achievement, attained in close, trusting cooperation with our customers.

Every single one of our employees is an ambassador of this 2G mission statement in their daily work and, with their creative ideas, they all jointly contribute to the sustainable success of the company.

## Our values

**Innovation.** Innovative spirit and innovative strength are the driving force behind our development. They are the motivation for our company and for every one of its members.

Sustainable growth only occurs as a result of new ideas. We have therefore enshrined a culture of innovation in our company from the very beginning, which continuously questions the status quo, aware that good solutions can still be improved upon. We value and welcome everyone's ideas and suggestions. From these ideas we develop innovative, marketable products and services that further strengthen our leading market position. Our aim is to always provide outstanding advantages for our customers and particularly to improve the efficiency of our systems and services, both technically and economically.

**Reliability.** We say what we think, and we do what we say. Our ethos of reliability and responsibility is the foundation for our customer loyalty.

We are committed to acting responsibly. Business associates, employees and shareholders alike can rely on this. The 2G spirit is embodied in our authentic mix of openness, appreciation, fairness and reliability, all of which strengthen cohesiveness. Reliability is also at the forefront of our technical solutions, which is most evident in our excellent service and exemplary system availability.

**Efficiency.** The conservative use of available resources is paramount to us. This awareness determines our actions.

For us, efficiency equals profitability and outstanding competency. We achieve this by continually refining both our technical solutions and our internal procedures. In technology, we maintain low service costs, whilst always providing our clients with leading levels of efficiency, long lifetimes and high availability. Consequently we can reduce fuel consumption and prevent CO2 emissions, thus contributing proactively to climate protection. Our corporate group's continuing success is ensured by our efficient processes and structures and by our outstanding workforce and their expertise.

**Transparency.** Through complete transparency we build trust and provide security. This makes us a valuable partner.

Interaction both with clients and colleagues in the 2G team, benefits from our structures, procedures and decisions being clear, transparent and open to scrutiny. In technology, an innovative monitoring system ensures that all the operating parameters of our global investment holdings are completely documented. This not only guarantees high system availability of the 2G power plants but also provides them with the basis for further technical and economic optimization.

## Our path – Code of Conduct

An informal working atmosphere, flat hierarchies and a „Just do it“ attitude have influenced our work and the successes we have achieved. This is something we would like to maintain in the future, whilst also pursuing commitment and initiatives for further improvements.

At the same time, however, we have to insist on obligation and responsibility. The misconduct of even one individual can damage the success and reputation of 2G.

The values, principles and practices enshrined in this Code of Conduct therefore form the mandatory basis of any activity for the 2G Group.

### 1. Who does the Code of Conduct apply to?

This Code of Conduct applies uniformly worldwide to all people working in the 2G Group: from directors, CEOs, managers and all employees.

Everyone who works for or represents 2G, as a consultant or in any other capacity, is responsible for familiarizing themselves with these rules of conduct and adhering to them.

Those exposed to special situations that are not regulated by the Code of Conduct while carrying out their work for 2G are obliged to discuss the matter in advance with their line manager.

Basically, no actions may be taken which would breach relevant laws, harm an employee or member of the

public or compromise the public reputation of 2G.

Every company of the 2G Group, while implementing the Code of Conduct, must pay attention to the relevant laws of their country and, within this context, also to any cultural practices.

## **2. Basic behavioral requirements**

### **2.1. Lawful behavior**

Lawful behavior is the basic requirement for every action carried out in the interest of 2G. Every employee must comply with the appropriate corporate rules (including, for example, operating instructions, site regulations, existing or future policies adopted, as well as this Code of Conduct) and the statutory regulations of the legal system within which they act. Violations of the law must be avoided under all circumstances.

Even in situations where no legislation exists to set boundaries, we must behave in the same manner we expect from others. „Ethics“ thereby explicitly form the benchmark for our behavior.

The global integrity and reliable/trustworthy image of 2G is based on this obligation and helps secure the company's long-term success.

### **2.2. Mutual respect, honesty and integrity**

We respect personal dignity, privacy and the rights of each individual. We work with people of different ethnicity, culture, religion, and of different ages, regardless of disability, race, sexual identity, political persuasion, philosophy and gender.

We do not tolerate any kind of discrimination based on these characteristics, nor any sexual harassment or any other personal attacks on individuals. We understand and expect that colleagues, employees and third parties should be treated in a friendly, respectful and fair manner.

These principles apply to both internal cooperation and also to conduct towards external partners.

### **2.3. Leadership, responsibility and supervision**

Ethical and legally impeccable behavior is the responsibility of each individual. The environment, however, must support this in that financial results are not rated more highly than acting with integrity.

All managers therefore have an obligation to be role models who exemplify this requirement plausibly for employees. Managers will ensure that employees know and comply with the Code of Conduct.

## **3. Dealing with business associates and third parties**

### **3.1. Competition law and antitrust law**

Fair competition is a prerequisite for free market development and its associated social benefits. Accordingly, the principle of fairness also applies to competition for market shares.

We undertake to comply with the relevant laws on antitrust, competition and restrictions of competition and not to gain unfair advantage over customers, suppliers and competitors. We explicitly reject competitive intelligence as a means of unfairly gathering information about our competitors. Likewise

we do not spread false information about their products and services and do not attempt to gain a competitive advantage in any other unfair manner.

### **3.2. Combating corruption**

#### **Offering and granting advantages**

We operate a fair, honest and legally compliant business policy in which there is no place for corruption and bribery.

No employee may offer, promise or grant unfair advantages or authorize such advantages - directly or indirectly - to public officials in connection with business activities. In particular, neither cash payments nor other services may be executed with the intention of speeding up administrative processes and/or gaining any unlawful competitive advantage. The same applies with regard to unjust advantages over people in the private sector.

The giving of gifts is only permitted if they are commonly used in business transactions and are recognized in the region as a courtesy or kindness (e.g. flowers, calendars, other promotional gifts). Under no circumstances may cash gifts be made. Business meals and hospitality may be offered if they conform to the regular course of business and are linked to reasonable expenses.

Such offers, promises, gratuities or gifts must not be made under any circumstances if they could be misconstrued or regarded as an attempt to influence a public official or to bribe a business associate in order to gain resultant business advantages for the 2G Group.

Moreover, all employees are prohibited from making indirect cash payments or granting other advantages (such as to a consultant, intermediary, business associate or other third parties) if the circumstances indicate that, either wholly or partly, directly or indirectly,

- they will be passed onto a public official in order to influence an official action or to gain an unfair advantage, or
- they will be granted to a person in the private sector to gain an unfair business advantage.

Employees must therefore check the qualifications and reputation of any business associates they are responsible for hiring, be it consultants, partners in joint ventures or any other business associates. They must take reasonable measures to ensure they are aware of and comply with the 2G Group's Code of Conduct or similar provisions. This especially applies if they have contact, on behalf of the 2G Group, with public officials.

#### **Requesting and accepting advantages**

Every employee is expressly forbidden to accept gifts, gratuities or other benefits from suppliers, customers, etc., except for the usual low-value items up to a value of € 15.00 in individual cases.

We aim to avoid even the slightest appearance of being influenced by advantages when making business decisions. For example, anyone who is unsure whether they may accept a gift from a supplier or customer shall clear this with their line manager.

The exception to this is Christmas gifts. Regardless of the value of each gift, Christmas gifts will be collected centrally and given away among employees of 2G as part of a Christmas prize draw. Our aim is to ensure that all 2G employees can participate equally in these Christmas gifts. It also avoids the need to refuse gifts given freely by our suppliers, customers, etc. at this special time of year.

Every employee must immediately notify their supervisor voluntarily if, at any other time of the year, customers, suppliers or other business associates connected with 2G offer the employee privileges or propose to achieve privileges by means of gifts or gratuities. Transparency in supply and customer relationships is paramount!

### **3.3. Relationships with third parties**

#### **3.3.1. Society**

The 2G Group is part of the democratic and free market community. We are therefore fully committed to our social responsibility.

Awareness of responsibility towards society and the environment is an essential factor for our sustainable business success. With our commercial products, we have set ourselves the goal of playing an active role in the global turnaround in energy policy.

We bear responsibility for future generations: Social and ecological aspects are a high priority for us.

#### **3.3.2. Shareholders**

The shareholders of 2G Energy AG provide the required

equity and bear an entrepreneurial risk.

They can expect and have confidence that we will comply with the legislation governing the management and supervision of the company as well as the internationally recognized standards of good and responsible corporate governance.

#### **3.3.3. Donations**

As a responsible member of society, and by decision of the Management Board, 2G gives monetary and material donations to education and science, art and culture and also social and humanitarian projects. Contributions to industry associations and membership dues to organizations serving business interests are not considered donations.

We do not make donations to obtain commercial advantages. All donations must be in accordance with the relevant legal system and comply with the transparency requirement. This means, among other things, that the identity of the recipient, the planned use of the donation and the reason for the donation must be clearly documented.

Donations will not be made to individuals, private accounts and to persons or organizations which may damage the interests or reputation of the 2G Group.

#### **3.3.4. Sponsorship**

Sponsorship means any contribution in money or in kind by 2G for an event organized by a third party for which we receive a service in return, for example by using the 2G logo, by mentioning the name of the 2G Group in the opening or closing address, by the



participation of a speaker in a panel discussion or by the receipt of free entry tickets for the event.

All sponsorship activities must be transparent, they must be recorded in the form of a written contract, be intended for a reputable business purpose and be commensurate with the consideration offered by the organizer.

### **3.3.5. Political contributions**

2G therefore remains politically neutral and does not make donations to political parties or to organizations or foundations that are closely related to political parties.

### **3.4. Public contracts**

We always comply with the regulations on the awarding of public contracts and in particular the rules for preventing unauthorized interference.

### **3.5. Money laundering**

Money laundering is the process of disguising the source of funds obtained from criminal activities such as terrorism, drug trafficking or bribery by introducing „dirty money“ into the legal financial and economic cycle in order to lend them the appearance of legality and to disguise the actual provenance or identity of the owner.

2G takes all the necessary measures to prevent money laundering in its area of influence. The 2G Group strives to maintain business relationships only with associates whose business is in line with statutory regulations and whose funds are derived from legitimate sources.

### **3.6. Business relationships with suppliers**

We maintain trusting and fair business relationships with our suppliers. Conversely, we expect our suppliers to treat us with the same respect and integrity we show them.

We act in accordance with relevant laws and regulations. In addition, we try to ensure that our suppliers comply with our own, or a similar, Code of Conduct and prefer to work with suppliers who are environmentally and socially responsible.

### **3.7. Business relationships with customers**

We consider our customers' satisfaction to be our most valuable asset as it forms the basis of our long-term business success. Foremost when dealing with our customers is the desire to meet their needs with appropriate and efficient solutions. This includes continuously reviewing our product portfolio while endeavoring to anticipate and adapt it to new market requirements. 2G strives to ensure that all its customers are treated fairly.

## **4. Avoiding conflicts of interest**

2G trusts that the personal interests of employees do not conflict with the company's interests. Every employee must notify their line manager of any personal interest which could exist in connection with the execution of their official duties.

### **4.1. Competition with the 2G Group**

No employee may manage a company or work for a company that is in competition with the 2G Group and

they may not engage in any activities competing with the 2G Group.

#### **4.2. Conflicts of interest from secondary employment**

Secondary employment is any employment in which the employee is made available to a third party outside the main employment relationship – irrespective of whether this takes place with or without payment. This also includes independent secondary employment.

All secondary employment must be disclosed to the Human Resources department and the line manager (obligation to inform).

In principle, there must be no secondary employment which could constitute a competitive situation for the 2G Group or is contrary to the interests of the 2G Group.

#### **4.3. Participation in third-party companies**

Capital investments in competitors or business associates of the 2G Group that facilitate entrepreneurial influence are not in the interests of the company. An entrepreneurial influence can generally be assumed if the participation exceeds a share of 5% of the total capital.

The supervisor shall be notified of such investments so that appropriate measures can be taken to eliminate a potential conflict of interests.

#### **5. Handling of company property**

In its offices and operating premises, the 2G Group has a large number of systems and equipment such as telephones, copying machines, computers, software,

Internet/Intranet and other work appliances. These may only be used for company purposes, (not for personal benefit), unless contractually, in accordance with company rules or other regulations which are in existence due to workplace practices.

### **6. Handling of information**

#### **6.1. Transparency in financial reporting**

Shareholders, banks, investors and business associates rely on the fact that 2G supplies them with reliable information about business operations, results and the company's prospects. We must therefore ensure the integrity of financial reporting in particular.

All employees must ensure that the books and records kept by them within the scope of their duties or for which they are responsible in any other way

- are complete,
- are correct,
- reflect every transaction or expense truthfully, and
- are prepared in good time and in accordance with the applicable rules and standards,

regardless of whether or not the information is intended for publication or submission to a government agency.

#### **6.2. Secrecy**

Information and expertise are the 2G Group's most valuable assets. The requirement of secrecy therefore applies to internal, confidential or proprietary information of the 2G Group.

The same applies to non-public information from or about suppliers, customers, employees and other third parties. This must also be protected in accordance with legal and contractual requirements.

The obligation to maintain secrecy extends beyond the end of the employment relationship since the disclosure of confidential information, regardless of when it occurs, can harm the business of 2G Group or its business associates.

### **6.3. Data security and protection**

#### **6.3.1. Data security**

Access to the Intranet and Internet and the global electronic exchange of information are key requirements for the international development of the 2G Group.

The advantages of electronic communication, however, are tied to risks for the protection of privacy and the security of data. Thus, the intensive use of modern IT technology runs the risk of data loss, data theft or unnoticed overwriting of files. To minimize this risk, the greatest possible care must be taken during any use of modern communication methods.

We must therefore protect company data, as well as personal customer and employee data, against unauthorized access, unauthorized or improper use, loss and premature destruction by using all available, suitable and appropriate technical and organizational means. This applies particularly when using mobile devices.

#### **6.3.2. Data protection**

We respect the highly sensitive nature of the personal information of our business associates, employees and shareholders entrusted to us and we protect it by handling it carefully and confidentially. In their line of duty, each individual is responsible for ensuring a high level of protection.

If a rule of law permits, or if it is necessary to fulfill a contractual obligation we will collect and process personal data only with the consent of the person concerned. In addition, we collect, process and use personal data only to the extent necessary and only for the intended purposes. We respect the extensive rights of any person whose data we collect, process and use.

The Data Protection Officer will be happy to assist with any questions and problems in the field of data protection. Enquiries to the Data Protection Supervisor should be addressed to the Human Resources department.

#### **6.4. Insider rules**

The shares of 2G Energy AG are included in the Entry Standard (Open Market) of the Frankfurt Stock Exchange. Therefore, all employees of the 2G Group are subject to special legal provisions for dealing with internal information and trading in 2G Energy shares.

2G Energy AG has therefore notified the employees of the 2G group and potential other insiders about the ban on insider trading and the handling of insider information and has taken the necessary measures to ensure compliance with the rules on insider monitoring. For details please refer to 2G Energy AG's rules of conduct for insiders.

In addition, persons who have insider information relating to another company (customers, suppliers and service providers), whose securities are admitted to trading on a stock exchange or an organized market, must not trade in securities or financial instruments of such companies. Insider information is concrete information about circumstances not known publicly which could significantly affect the stock exchange price or market price if it became publicly available.

## **7. Trips, invitations and hospitality**

### **7.1. Travel and travel expenses**

Business trips must always be planned and carried out in compliance with the principle of efficiency and expediency. 2G has therefore provided its staff with travel guidelines which contain comprehensive information about travel costs and which serve as a mandatory basis for settling travel expenses. When posting and settling travel expenses, staff must always comply with the provisions of these travel guidelines. The accounting tool provided for this purpose must be used for obtaining settlement of travel expenses.

### **7.2. Invitations and hospitality**

Employees may only accept an invitation for themselves and their close family members (e.g. in connection with hospitality, events, trips) provided it does not exceed either the limits of usual business practice or the personal standard of living of those involved. Any influence, associated with the invitation, on corporate decisions must be excluded in any case. Here, it is essential to avoid even the slightest impression that the decision could be linked to irrelevant considerations arising from the invitation.

Employees must therefore only accept an invitation if it serves a legitimate business purpose, has no unreasonably high value and where any hospitality taking place is in the course of normal cooperation (e.g. a lunch during a meeting, a reception after an event). The line manager's prior agreement should be obtained in cases of doubt and/or where higher value invitations are involved. Invitations with a value of up to € 50.00 are not generally considered as higher value.

## **8. Environmental health and safety**

### **8.1. Environmental safety**

The protection of the environment and the conservation of natural resources are corporate goals of the highest priority for us. It is the responsibility of every employee to contribute to these objectives by their own conduct.

### **8.2. Occupational health and safety**

The 2G Group is aware of its responsibility for the health and safety of its employees at their place of work. The risk management of 2G and targeted health promotion activities, such as offering the employee assistance program, reflect the high priority 2G attaches the health of its employees. In addition, 2G will take the best possible precautions against the risk of accident.

Each individual bears a shared responsibility in this case to support the company in its efforts to provide safe working conditions (including, among other things, fire protection, use of appropriate fire-fighting equipment and emergency evacuation plans). All employees must pay constant attention to occupational safety. This obligation applies equally to jobs in the offices and at

the production sites and also in high risk areas such as electrical equipment rooms. The Safety Officer will be happy to assist with any questions and problems in the field of occupational safety.

### **9. Handling of complaints and conflict resolution**

The 2G Group fosters and practices an open, fair and respectful culture of conflict resolution.

Any employee who has a concern or complaint about the points listed in this Code of Conduct, including any possible breach of the Code, should immediately contact their line manager about it. If this route is inappropriate, the concerns and complaints may be expressed to the Compliance Officer, the HR manager or any member of the management board. All managers are responsible for providing assistance in such cases.

All information will be discussed confidentially with the Compliance Officer, and, if necessary, with the management board. It will be treated anonymously on request, and will then be acted upon in the appropriate manner.

Whistleblowers will not incur any disadvantages as a result of information provided to the best of their knowledge and belief, providing they have not violated any relevant rules of conduct themselves. The 2G Group will not tolerate any retaliation due to complaints that have been raised in good faith within the context of this Code. However, those who, by making a report, spread rumors about other employees with the intention of damaging their good reputation are themselves committing a wrongdoing.

### **10. Implementation of the Code of Conduct**

The Compliance Officer is responsible for Group-wide implementation of the Code of Conduct throughout the 2G Group. This officer ensures independent and objective processing of all concerns addressed to them. In this function, the officer reports directly to the management board of 2G Energy AG, but independently of any instructions.

Regular checks regarding compliance with the law and observance of the Code of Conduct should be carried out in all companies of the 2G Group.

The Compliance Officer will record all incoming information and will follow it up with due care and attention. All incoming information will be treated in the strictest confidence.

Every employee of the 2G Group and the members of the management board must follow the rules cited in this Code of Conduct.

Violations of this Code of Conduct will lead to consequences. In serious cases, they may involve disciplinary, employment, civil or criminal proceedings.

### **11. Contact details for the Compliance Officer**

Bernadette Kappelhoff  
Benzstrasse 3  
48619 Heek | Germany  
b.kappelhoff@2-g.de  
Phone +49 2568 9347-0

## Our responsibility

The corporate guidelines and this Code of Conduct specify the goals we aim to achieve and the way in which we wish to achieve them.

However, the existence of this Code of Conduct alone is not the only reason for its positive impact; it is moreover due to the fact that we „follow“ it on a regular basis and comply with it during routine business, which has the greatest effect.

It is therefore the responsibility of all employees and directors of the 2G Group to comply with and „follow“ the goals, values and rules of this Code of Conduct in their day-to-day business.



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