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Anti-corruption Directive of the Planatol Group

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1. Gender Clause

For reasons of better readability, masculine pronouns will be used generically in the text below. Please note that the exclusive use of masculine pronouns should be regarded as gender-unspecific. It does not express any gender discrimination or any breach of the equality principle.

2. Definition of the term “corruption”

The Planatol Group does not tolerate any form of corruption, bribery or other illegal practices.

We define bribery as offering, giving or accepting benefits (money or gifts) with the aim of the briber exerting undue influence on the decisions or behaviour of the recipient in order to gain a personal advantage or otherwise secure a business advantage.

It is not only the acceptance or granting of financial or other benefits that is considered illegal, but also offering or demanding them. Financial benefits include all forms of direct and indirect payments. Other benefits may be tangible or intangible, such as gifts, invitations, hospitality, favours, discounts, entertainment, loans, deferrals or an item of financial value, including services, transportation, other conveniences or meals (whether provided in kind, by purchasing a ticket, payment in advance or reimbursement of the expense incurred), rewards, non-market discounts or donations.

Corruption is not a trivial offence, but a criminal offence. Criminal offences involving corrupt behaviour may include fraud, embezzlement, anti-competitive agreements in tenders or money-laundering.

Violations of the prohibition of corruption can lead to considerable prison terms or fines for the employees responsible for these violations. The Planatol Group also faces considerable negative consequences such as fines and damage to its reputation. Members of the executives of the Planatol Group also face severe fines when violations of the corruption regulations are detected at the company.

3. Aim and purpose of the anti-corruption directive

This anti-corruption directive sets out the concrete terms of various principles of conduct found in Chapter 7 of the “Code of Conduct of the Planatol Group“. This directive is intended to sensitise all employees with regard to the dangers of corruption and at the same time provide instructions for action and assistance in preventing and combating corruption, in particular in connection with granting or accepting hospitality or gifts when conducting business. The underlying purpose is to avoid damage to the company and the Planatol Group that may be caused by actual or suspected corruption or bribery.

This directive, together with the Code of Conduct, forms the global framework for the anti-corruption programme of Planatol and stipulates the minimum standards for the Planatol Group.

Additional specific anti-corruption procedures may be stipulated at company level in local, company-specific directives. The regulations in these directives may not contradict the minimum standards as set out in this anti-corruption directive. Any stricter local, company-specific requirements apply in addition to the minimum standards stipulated in this anti-corruption directive.

The Planatol Group is a subsidiary of the Blue Cap Group, and all directives and codices of the Planatol Group are therefore subordinate to those of Blue Cap AG, its holding company.

4. Release, implementation and updating of the anti-corruption directive

The anti-corruption directive comes into force on 1 May 2021 following a decision taken by the executive of Planatol GmbH and appropriate notifications in all subsidiaries. The provisions in this directive are to be reviewed regularly, at least every two years, to ensure that they are up to date and appropriate, and redefined as required.

The executive of each company is obliged to observe and implement this directive and to ensure and monitor compliance with it within the company. It is also responsible for communicating this directive or its revisions or amendments at all employee levels of the company. The compliance officers of each company shall provide support in this regard.

5. Scope of the anti-corruption directive

This anti-corruption directive is binding for all companies of the Planatol Group and their employees. Each employee is bound by the anti-corruption directive and personally responsible for complying with it. This anti-corruption directive also applies to all business conducted within the Planatol Group.

This directive applies to every business transaction, to all business partners, authorities and third parties and for all operations within the Group. The regulations and measures outlined in the directive apply to both passive corruption (e.g. taking bribes) and active corruption (e.g. bribing).

“Business partner” describes the company, association or person that maintains a business relationship with a Planatol Group company or intends to establish such a relationship.

The Planatol Group will consistently initiate legal proceedings regarding transgressions against this directive and punish them adequately.

6. Dealing with public officials

“Public officials” are civil servants, judges, persons holding public office (ministers, notaries, etc.) or persons performing administrative functions for a public authority.

However, in many countries the term “public official” is defined very broadly and does not only include elected and appointed officials and employees of national or international authorities; it also applies to employees of commercially active enterprises, if the enterprise is wholly or partially owned or controlled by the state. Even candidates for public office, party members and employees and their respective family members may be public officials.



Since national and international laws are stricter in dealing with public officials, benefits should be avoided as a matter of principle. The following principles must be observed in order to rule out corrupt behaviour in dealings with public officials in cases of doubt:

- Benefits to public officials may only take the form of low-value gifts that are legally unobjectionable and
- a common custom and sign of courtesy (e.g. a customary Planatol promotional gift or a bunch of flowers, depending on the occasion).
- In the event of hospitality extended to public officials, it is essential that care is taken to ensure that the hospitality is customary for the occasion.
- In the case of hospitality involving events, the public official should always be invited as a representative of the relevant public authority or according to the mandates exercised by him.

Most public institutions have their own legal and administrative regulations governing the acceptance of benefits and hospitality. It is therefore also not uncommon for the acceptance of benefits and hospitality to be refused.

If a benefit is to be offered or provided to a public official, approval by the compliance officer responsible must be obtained in advance.

If there are any doubts regarding dealings with public officials, each Planatol Group employee must first obtain written advice from his line manager or the compliance officer responsible.

7. Gifts and hospitality

Giving and promising gifts and hospitality

Gifts to business partners and hospitality extended to business partners by members of the Planatol Group are only permitted when they are:

- appropriate,
- cash-free and of low value, and
- follow local law and local customs.

If there are doubts as to whether a gift or hospitality to be granted or promised to a business partner is permitted according to the criteria mentioned above, each Planatol Group staff member intending to grant or promise such a gift or hospitality must obtain written instructions from his superior or the responsible compliance officer in advance.



Demanding and accepting gifts and hospitality

- Prohibition on demanding and accepting gifts and hospitality
No Planatol Group staff member may demand gifts or hospitality from business partners.
- Acceptance of gifts
The acceptance of gifts from a business partner by a Planatol Group staff member is only acceptable when these are:
 - appropriate,
 - cash-free and of low value, and
 - follow local law and local customs.

If there are doubts as to whether a gift complies with the criteria mentioned above, each Planatol Group staff member who intends to accept such a gift must obtain written instructions from his superior or the responsible compliance officer in advance.

- **Accepting hospitality**

If a Planatol Group staff member is offered hospitality by a business partner, the staff member may only accept such hospitality if it is

- appropriate,
- cash-free and of low value, and
- follows local law and local customs.

If there are doubts as to whether hospitality complies with the criteria mentioned above, each Planatol Group staff member who intends to accept such hospitality must obtain written instructions from his superior or the responsible compliance officer in advance.

Additional and more detailed regulations are set out in the directive on benefits issued by the German Planatol companies and the directives on benefits issued by our foreign subsidiaries.

8. Dealing with representatives and consultants

Business collaboration with representatives or consultants is quite common in business practice. Fees for representatives and consultants are often suspected of concealing corrupt benefits. It should be noted that, as a matter of principle, the Planatol Group is also responsible for the corrupt behaviour of a consultant or representative.

To ensure that the interests of the Planatol Group are protected as effectively as possible and that not even the impression of corrupt behaviour is created, all employees must adhere to the following principles:

- The level of remuneration for consultants, agents and intermediaries must be commensurate with the value of the service provided, the personal qualifications and the going market rate.
- A written agreement must be concluded for each type of collaboration.
- Representatives and consultants working on behalf of the Planatol Group will only be paid on presentation of appropriate proof of their activity and the time it took.
- Remuneration intended to be used to influence business partners or third parties is illegal and strictly prohibited.
- Decisions on the use and selection of consultants, agents or intermediaries are taken on the basis of a transparent procedure.
- Payments may not be made in cash.
- Representatives and consultants working on behalf of the Planatol Group must strictly comply with national laws.
- The duration of employment of consultants shall be limited in time and is subject to regular review.



In summary, all of the above criteria are to be observed by each employee when dealing with representatives or consultants. Each consultant or representative should also be made aware of the principles

of conduct of the Planatol Group and align his own conduct with the Planatol Group standards of ethics and integrity.

9. Donations and sponsorships

The Planatol Group allows corporate donations and sponsorships that seek to enhance the image of our Group.

The following criteria must be considered when providing a donation or sponsorship (including merchandising).

Each donation or sponsoring activity must always:

- be in compliance with the applicable law,
- be in accordance with the values and objectives of the Planatol Group and not be made for personal gain or profit,
- not be made with the intention of obtaining an unfair advantage, and not serve a dishonest or improper purpose,
- not give the impression that the recipient is expected to act in a certain way because of the benefit received,
- be conducted in a transparent manner (documentation must include the recipient's identity, purpose, reasons for sponsorship/donation),
- if necessary, be approved in advance by the executive.

Payments are solely processed in a cashless manner.

Political donations in the name of the Planatol Group are not permitted.

10. Anti-corruption clauses in contracts with business partners

The executive of each Planatol Group company must ensure as a matter of principle that an anti-corruption clause is included in each contract between a business partner and the respective Planatol Group company.

In the event that a business partner refuses to include an anti-corruption clause in the contract, consultation with the compliance officer responsible must be initiated and proper documentation must be provided for the reasons behind this refusal and, if required, behind the decision of the employee responsible for the contract to establish a business relationship nevertheless.

