

WE STAND BY CODE, INCLUDING THE CODE OF CONDUCT



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Dear Colleagues,

The GENII Group stands for trust – in our collaboration, in our business partners and in our commitment to society as a whole. Such trust is not built overnight – it is founded on and cultivated by shared values, clear principles and unwavering integrity.

Our Code of Conduct sums this up perfectly. It forms the definitive basis for how we comport ourselves each and every day – regardless of position or function. It focusses on three core areas of responsibility:

- **Responsibility in the workplace;**
- **Responsibility in business relationships; and**
- **Responsibility for society and the environment.**

This Code describes how we work together, make decisions and do business. It gives us confidence in dealing with complicated situations – and it shows us what we can expect from each other.

What we create with our software solutions is far more than technology. We shape the future – for organisations, businesses and people. It's not about what we do, but **how** we do it: by acting with integrity, fairness and the courage to take a stance.

Because it's us – **the people behind the code** –, who are responsible for shaping progress mindfully, inclusively and sustainably.

And for this very reason, this Code of Conduct is binding on all employees, managers and the management of the GENII Group. It not only describes **what** we should do, but also **who** we want to be as an organisation.

When we put our values into practice together, we create a working environment rooted in trust, diversity and innovation – and in so doing lay the foundation for our long-term success.



Dr. Friedrich Neumeyer
Group CEO | GENII Software Group



Dr. Johannes Burtscher
Group CFO | GENII Software Group

1 Preamble

We are committed to responsible, legally compliant and value-oriented corporate governance as the basis for our actions towards our employees, partners and the company. This Code of Conduct is our binding framework, which we actively live and consistently implement throughout the entire group of companies.

1.1 Scope of application

As a business organisation, GENII Software Group realises the role it plays in society and the responsibility it has towards its employees, its business partners, its shareholders and the public. Therefore, we are committed to legally compliant, value-oriented and ethically sound corporate governance.

This Code of Conduct serves as a guide and binding framework for ethical and responsible behaviour. Each and every employee has an individual obligation and responsibility to uphold the spirit and letter of the Code and to familiarise themselves with all relevant guidelines and official requirements relating to their work.

Managers have a particular responsibility to act as role models in this regard. They set the example and actively put the Code of Conduct into practice, ensure compliance with it in their own area of responsibility and where necessary supplement it with specific requirements to ensure compliance with local laws and regulations.

The Code of Conduct is flanked by detailed policies and guidelines within the Group, covering a variety of topics. However, in the event of a conflict, the provisions of the Code of Conduct take precedence. It applies to GSG GENII Software Group GmbH and its subsidiaries as well as all employees of these entities.

Our Code of Conduct is published on the GENII Group's website and is accessible at all times.

1.2 Our values

Our Group is as diverse as the solutions we develop. Different teams work on different products, technologies and applications – for different industries, markets and customers. What unites us across all areas are the values we share. They form the basis for our day-to-day activities and the way we work together:

- **Integrity and honesty** are the basis for lasting trust.
- **Reliability**, because we keep our word, in the team and to our customers.
- **Curiosity**, because openness and a willingness to learn are prerequisites for genuine progress.
- **Responsibility and focus on results**, because we are not only technically excellent, but also pragmatic and goal-oriented in our actions. This also includes confidentiality and data privacy.
- **Fairness, respect and trust**, because constructive cooperation is only possible when everyone is on equal footing, regardless of role, department or experience.
- **Diversity offers an opportunity**, because different perspectives make every solution that much better and enrich our personal interactions.
- **Separation of professional and personal interests**, because clear boundaries prevent conflicts of interest and ensure transparency and objectivity.
- **Sustainability**, because we express our responsibility towards society and future generations through environmentally conscious actions.
- **Compliance with laws and guidelines**, because we respect the fundamental rules of peaceful coexistence in all the countries in which we operate.

If the Code of Conduct or further guidelines do not provide a clear answer, our values will help you make the right decision.

2 Our responsibility

Each of us contributes to ensuring that GENII acts in accordance with our values, laws and internal guidelines. Responsibility does not only mean performing one's own tasks conscientiously, but also making ethical decisions in cases of doubt, asking questions and drawing attention to possible violations.

2.1 Individual responsibility

Each of us is accountable for the integrity of our own actions, even when it means making difficult decisions. Only by embracing this responsibility can we be successful and grow – both now and in the future.

We respect our shared values, this Code of Conduct, the law and our policies and guidelines.

Our rules of conduct

- When representing the company, we always conduct ourselves in a professional, honest and ethically sound manner.
- We ensure that we are thoroughly familiar with the Code of Conduct, our policies and guidelines and the laws applicable to our roles and areas of responsibility.
- We take part in required informational events and scheduled training courses promptly.
- We also uphold our high ethical standards in dealings with our stakeholders, such as customers, suppliers and other business partners.
- If we are unsure about how to handle something, or if we believe there is a problem, we contact the persons specified in this Code of Conduct. After all, we can't fix a problem if we don't know about it.
- We comply with the law at all times. When our work involves different jurisdictions, we always comply with applicable local law. Where there is a conflict between local law and this Code, local law must be given priority.

Corporate objectives can only be properly served if we comply with applicable law, our Code of Conduct and our policies and guidelines at all times.

2.2 Responsible management

As a manager in the GENII Group organisation, you have a particular responsibility to act as a role model and actively cultivate a corporate culture based on honesty, shared values and mutual respect.

It is up to you to establish the proper organisational structures, define clear responsibilities and provide proper supervision to ensure that no violations of the law or regulations occur that could have been avoided.

Your obligations as manager

- You set a good example, put our shared values into practice and comport yourself in a way that encourages honesty and trust in the workplace.
- You prioritise teamwork and encourage your employees to act ethically and resolutely.
- You foster both professional and personal development and set clear, comprehensible goals.
- You keep the lines of communication open and proactively keep your team informed about important developments within the organisation.
- You offer guidance and make sure your team knows and understands the Code of Conduct and relevant policies and guidelines.
- You promote a culture of communication and create a working environment in which questions and concerns can be openly addressed at any time.
- You regularly take part in compliance training courses and require your employees to do the same.

2.3 Ethical conduct and decision making

GENII trusts that each and every decision made and action taken in the name of or in connection with GENII, is lawful, fair and in line with internal policies and guidelines, this Code of Conduct and applicable laws and regulations.

This Code of Conduct provides us with the guidance we need to do the right thing. Of course, many of the principles described herein are general in nature, as not every complex challenge can be resolved by applying a single specific rule.

For further information, you can refer to our policies and guidelines which are available at the familiar internal sites.



Our ethical compass

- Is my decision in compliance with the law?
- Would it bother me if this matter were to appear in the newspaper?
- Are my actions truthful, forthright and consistent with our culture and values?
- Would I be proud to have my friends or family find out about this decision?
- Am I sure I won't regret this decision?

➡ **Yes to all these questions? Go ahead!**

➡ **No? Unsure? Get in touch with the contact person specified in this Code of Conduct.**

2.4 Ask questions and provide information

At GENII, we practice open and transparent communication. This Code of Conduct represents our commitment to upholding high ethical standards. We have a zero tolerance policy when it comes to crimes committed within or by the company.

If you observe or suspect illegal or unethical conduct, or if you have a question about the correct course of action, speak up and ask for help.

You can approach the following **contact persons** for assistance:

- your manager or another manager you trust;
- the responsible officer for the respective function in your company (e.g. for Compliance, Data protection, Occupational Health and Safety),
- the HR department; or
- the Legal department.

You can raise any concerns or report potential risks at any time via our reporting channel **Speak Up**, anonymously or by name.

All reports of potential violations of the Code of Conduct, our policies and guidelines or the law must be made in good faith, i.e., sincerely and honestly. This means, it doesn't matter if the report turns out to be true, but you must make in good faith.

In return, GENII promises to ensure that employees are not disadvantaged as a result of a report. In order to work effectively, it is essential for us to trust and respect each other. Pressure or discrimination against anyone who has made a report or participated in an investigation will not be tolerated and will be sanctioned.

2.5 Consequences in the event of violations

Reports of potential violations of the Code of Conduct are investigated in a respectful, professional and confidential manner in accordance with a defined procedure. Should you be requested to assist in any such investigation, we expect your cooperation within the scope of your obligations under labour law and in compliance with your personal rights.

We take violations of this Code of Conduct and other policies and guidelines very seriously and such violations carry consequences that may include disciplinary action, even extending to termination of employment. At the same time, the parties concerned are presumed innocent until the investigation has been completed.

3 Responsibility in the workplace

Our workplace is more than just a place to work – it is a space where we grow together, share ideas and celebrate successes. We are committed to diversity and inclusion, pay attention to health and safety, use resources carefully and communicate clearly and responsibly with the public.

3.1 Diversity, inclusion and anti-discrimination

We create a working environment that is free of bias. We respect different cultural, ethical and religious backgrounds and are committed to the principle of equality, regardless of origin, skin colour, gender, age, disability, nationality, sexual orientation, religion and ideology or other personal traits.

At all levels in the hierarchy, employees are hired exclusively on the basis of objective criteria and promoted solely on the basis of their qualifications, skills and performance.

Information or content that incites or supports hatred, violence or unlawful conduct, as well as content that is considered discriminatory, inappropriate or protected by law in the respective cultural, ethical or legal context may not be procured or disseminated.

Our rules of conduct

- We treat others with respect and professionalism.
- We do not tolerate discrimination and do not disadvantage others on the basis of certain characteristics.
- We do not tolerate hostility, insults or harassment, whether verbal or physical.
- We promote diversity and inclusion.
- We conduct ourselves impeccably in the digital world.

3.2 Health and safety

The health and safety of our employees is our top priority and an inherent aspect of GENII's duty of care and protection. We create safe working and living conditions at all locations and take the necessary measures to ensure this.

Providing safe working methods to protect ourselves and others is part of our responsibility as employees. By promptly reporting any immediate risk to health and safety you identify, you actively assist GENII in its efforts in this regard.

If a potential risk arises, we act together – actively, openly and responsibly. Open communication helps us to identify risks early on and mitigate them effectively.

Our rules of conduct

- We are familiar with the emergency measures applicable to our field of work and implement the relevant safety regulations and procedures. This includes, in particular, reporting accidents at work to the responsible first aiders, fire safety officers and other safety officers.
- We only take on work for which we are qualified. As managers, we make sure that all employees are properly qualified for the work to be performed.
- We report accidents at work, injuries, work-related illnesses or hazardous situations to our line manager or the HR department. We do not assume that someone else has already identified the risk or problem and reported it.
- We encourage open communication on the subject of occupational health and safety in order to identify and minimise risks early on and thus prevent accidents at work and work-related illnesses.

3.3 Use of company resources

The mindful and efficient use of company resources is key to GENII's business and success. These resources include both physical assets such as technical equipment, infrastructure and work materials, as well as intangible assets such as working time, confidential information, intellectual property and digital systems.

GENII trusts that all employees will treat company resources responsibly and use them solely for the benefit of the company.

We also attach great importance to the sustainable use of natural resources. As employees, we have a part to play in conserving natural resources and minimising the impact on the environment by practising the economical use of materials, energy efficiency, waste prevention and recycling.

Our rules of conduct

- We do not use company equipment, business documents or work materials for private purposes, nor do we make them available to third parties.
- Before ordering services or goods, we ensure that we have the necessary spending authority.
- In selecting suppliers and other external service providers, we take into account not only economic aspects but also ecological and social aspects.
- We observe and follow our policies and guidelines for dealing with confidential information of GENII and our business partners.

3.4 Public communication

We act responsibly, consistently and in keeping with the Group's public image when dealing with the media and external enquiries. Press enquires or statements of relevance to the GENII Group, must always be forwarded to the management of GENII and may not be responded to autonomously. In the case of media enquires relating to subsidiaries, either the

- Marketing department; or
- Management of the respective subsidiary

must be involved.

We also adopt a discreet and respectful voice in social media, do not disclose confidential information, and make it clear whether we are speaking privately or on behalf of the company. We are cognisant of the fact that online content is permanently available and can impact the reputation of the GENII Group.

Our rules of conduct

- We do not publish and confidential or internal information.
- We are mindful that our statements, particular in social media, can harm the GENII Group's reputation.
- We conduct ourselves respectfully, responsibly and in accordance with the rules on social networks.

4 Responsibility in business relationships

Our business relationships are based on respect, reliability and the highest ethical standards. We are committed to fair competition, deal openly with potential conflicts of interest, protect data and information, and use new technologies such as AI responsibly.

4.1 Transparency in dealing with conflicts of interests

We act in the best interests of GENII and our decisions are not made based on personal or private interests. A conflict of interest exists if you could use your position at GENII for personal gain and thus compromise your ability to make an objective decision in favour of GENII.

A conflict of interest can arise, e.g., when you

- transact business with a family member or a person with whom you have a close personal relationship;
- engage in secondary employment that detracts from your commitment to and time spent working for GENII. Any secondary employment, whether paid or unpaid, must not negatively impact your availability or performance;
- exploit a business opportunity that was intended for GENII.

Even the mere appearance of a conflict of interest can be a risk for you and for GENII. Not every conflict of interest is a problem, but it can become one if not disclosed and handled properly.

Our rules of conduct

- We report every potential conflict of interest to a manager or the Legal department.
- Before taking on secondary employment, we report this to our manager or the HR department to clarify whether official approval is required.
- We never base our business decisions on personal relationships or the potential for personal gain. For more information, please refer to the section "Anti-corruption and anti-bribery".

4.2 Anti-corruption and anti-bribery

Conflicts of interest can also arise if you give or accept gifts, invitations, hospitality or other items of value to or from suppliers, customers, competitors or other persons with whom GENII has business contact.

Granting and accepting inducements can foster good working relationships between companies and the relevant persons. However, they may also be perceived as an undue advantage and raise concerns about the integrity and independence of all parties involved.

GENII rejects bribery and corruption in every form. We make decisions based on objective and transparent criteria in the interests of our company.

It is therefore expressly prohibited to offer, promise, accept or request anything valued at more than a de minimis amount, such that a decision or action could be unduly influenced. If an inducement or benefit in excess of the de minimis threshold is offered or accepted, this must serve a legitimate business purpose, without any intent to gain undue advantage or secure a specific business opportunity. This applies to us as employees and to each and every person or entity acting in our name or on our behalf.

Particular caution is required when dealing with public officials. The provisions governing the granting of inducements to public officials (bribery) are particularly strict in all jurisdictions and apply even if the sole purpose is to expedite a decision that is legal in and of itself – for example, through so-called kickback payments.

Our rules of conduct

- We do not offer gifts, inducements or services to business partners or their family members in order to prompt actions in the interests of GENII.
- We do not accept and gifts, inducements or services valued at more than a de minimis amount on behalf of ourselves or our family members.
- We would rather forgo a business opportunity than pay bribes or tolerate corruption.
- Giving or accepting cash or non-cash benefits is prohibited regardless of their value.
- We are familiar with and comply with local regulations in dealings with public officials.

4.3 Accounting, disclosure and internal control systems

We record all business transactions in the relevant systems in a complete, accurate, timely and traceable manner – always in compliance with the applicable statutory and accounting requirements and taking into account our policies and guidelines.

Our accounting and business records must clearly, accurately and sufficiently detail actual business transactions to enable informed decision-making and ensure the trust of all stakeholders. Tampering, violations of accounting provisions and incorrect documentation are strictly prohibited.

We employ effective internal control systems to ensure the integrity of our financial processes, which serve to prevent errors, irregularities and potential misconduct.

As employees, we are responsible for ensuring that sensitive financial data is kept secure and business-related documents are stored properly. We also ensure that our data is provided to the authorised recipients in due time to meet both internal and external requirements. We always store, protect and dispose of documents in accordance with the applicable statutory provisions. This applies not only to physical but to electronic data and documents as well. The applicable data protection and archiving provisions must be strictly complied with. Further information is available in the section "Data protection, information security and confidentiality".

4.4 Data protection, information security and confidentiality

Data forms the basis of our products, enables communication with our customers and is crucial for the development of our software solutions. We are responsible for protecting confidential, personal and proprietary information and data – regardless of whether it belongs to our company, us as employees or third parties.

We collect, process, use and store personal data solely in accordance with applicable statutory requirements. We handle this data carefully and responsibly and protect it from misuse.

We treat confidential information, including trade secrets and intellectual property, with the utmost care and ensure that it is accessible solely to authorised persons. This also includes all confidential data and information that we receive in the course of our cooperation with business partners or third parties. As employees, we are required to exercise discretion at all times when processing and transferring data.

Our rules of conduct

- We cultivate a corporate culture in which data privacy and confidentiality are the norm. We report suspected or actual violations of data protection provisions promptly.
- We make sure that we are familiar with the various categories of particularly sensitive data and protect these with appropriate safeguards such as encryption technology or limited access.
- We transfer confidential information and other personal data within the company or to third parties only if an adequate level of data protection is ensured and all applicable legal requirements are met.
- Confidential information is not discussed outside the workplace or in public.
- We take appropriate precautions to prevent destruction, theft, unauthorised access, data and industrial espionage, and misuse of or attacks on our systems, networks, hardware and mobile devices.
- We take precautions against unauthorised access to our systems in the workplace.

4.5 Use of artificial intelligence (AI)

We believe that artificial intelligence (AI) in our products can unlock value-adding opportunities both for our customers and GENII. At the same time, we are cognisant of the ethical and social challenges that come with its use. We are committed to developing AI and using it in our products in a prudent and ethical manner, always in accordance with legal regulations.

Our AI systems are subject to safeguards, regular audits and quality control to ensure consistent, stable and reliable performance that meets the operational standards and ethical obligations of GENII.

Our use of AI respects individual autonomy, whereby users should be able to control their interactions with AI systems, while also ensuring that the role played by AI is proportionate to its purpose and benefits.

Our rules of conduct

- We thoroughly test and monitor our AI applications to avoid bias and discriminatory outcomes.
- When AI is used for automated decision-making in our operational processes, we ensure that qualified individuals are involved in the decision-making process and can intervene to steer or correct the process if necessary.
- During product development, we ensure that our products document AI-supported decisions in a comprehensible manner and that the automated decision-making process is transparent and accessible to users.
- When we deploy AI in our field of work, we complete the relevant training courses offered by GENII.

4.6 Fair competition

GENII is committed to fair competition. We are confident in our innovative software solutions and high-quality services, and our success is based on the merits of our services tailored to the needs of our customers. We are not prepared to compromise these by engaging in questionable business practices.

Anti-trust and competition law promotes fair competition, and violations can result in substantial penalties for GENII and the persons involved. As employees of GENII, we are responsible for keeping informed about antitrust and competition law rules in the local jurisdiction and asking the Legal department for advice where necessary.

We must be restrained and scrupulous when communicating with competitors, as any collusive agreements or sharing of internal company information would be damaging. We also pay particular attention to this when we come into contact with them at association meetings or trade fairs.

Our rules of conduct

- We do not discuss prices, pricing policies, costs, marketing or strategic plans, technological improvements, or proprietary and confidential information with competitors.
- We do not enter into any agreements or arrangements with them for purposes of
 - raising, setting or fixing prices of products or services ("price fixing");
 - dividing up territories, customers or markets ("market division"); or
 - preventing a competitor from entering the market.
- We do not refuse to negotiate with a customer or supplier.
- We do not disclose confidential information to competitors.

5 Responsibility for society and the environment

We actively shape our future and take responsibility for people and the environment – today and for future generations. In doing so, we are committed to protecting human rights, preserving our environment, and fostering a sustainable society.

5.1 Respecting human rights

We acknowledge respecting human rights as a fundamental value that must be upheld at all times in all areas of business and work processes. In particular, we are committed to strict compliance with the statutory requirements for the protection of children and young people.

We also expect our business partners to act responsibly and with resolve. Not only must they comply with all applicable laws, they must also observe minimum ethical standards that ensure, in particular, the protection of human rights and the welfare of children and young people. Our Code of Conduct for suppliers helps ensure that all business partners work responsibly and in keeping with our values and principles.

If a partner's business practices do not comply with our Code of Conduct, please contact the persons listed in the Code – this is the only way we can respond appropriately and uphold our standards.

5.2 Environmental and climate protection

We take our responsibility for protecting the environment very seriously and factor ecological impacts into our business decisions. Our aim is to make our business activities as environmentally friendly as possible, while continuously minimising our negative impact on the climate, nature and resources. This particularly includes reducing energy consumption, waste and emissions.

As employees, we do our part to use resources efficiently and avoid unnecessary consumption. Compliance with all applicable environmental laws and regulations is a given for us.

5.3 Donations and sponsorships

GENII believes strongly in social engagement and wishes to make its contribution to society by supporting charitable projects. Donations and sponsorships at GENII are subject to strict guidelines and ethical standards. Any financial or non-monetary support for charitable or non-profit causes may never serve to secure business advantages or exert undue influence on decisions; see also the section "Anti-corruption and anti-bribery".

Sponsorship activities – for example, to support culture, education, sports, health, the environment or science – are conducted with the specific aim of increasing the visibility of the GENII Group or the respective subsidiary. Sponsorships must always be conducted in a transparent manner based on a written contract. The service provided must be reasonably proportionate to the benefit received. Sponsoring may not be used to pursue improper purposes or gain undue advantages.

Our rules of conduct

- We support socially relevant projects – for example in the areas of culture, education, sports, health, the environment or science – always in accordance with our policies and guidelines and ethical principles.
- We do not make donations to political parties or party-affiliated organisations in order to avoid any appearance of exercising political influence.
- In order to avoid conflicts of interest, we do not make donations to private individuals or organisations with close ties to customers or business partners.

