Rules of procedure for whistleblower system

1. Introduction

We are represented in many markets around the world with our products and services. For this reason, it is particularly important to convey a positive and unified image, based on common fundamental values with respect to our customers, partners, subcontractors, suppliers, employees, investors and creditors, shareholders as well as the public. We do not believe that you need to “play dirty” to win; rather, it is our conviction that correct and proper conduct is the best recipe for sustained long-term success. We comply with national and international laws, codes and regulations and always conduct our business activities with decency.

Within the framework of our ethics management system, we follow a comprehensive concept to prevent regulatory violations. One component of the system is the whistleblower system described below, which makes it possible to submit tips regarding regulatory violations.

2. Scope of the company's whistleblower system

2.1. Who can submit tips regarding regulatory violations?

The complaint process is available for all whistleblowers who wish to report regulatory violations committed by companies in the BAUER Group as well as by their suppliers.

In particular, the complaint process is open to all whistleblowers who work in the private or public sector and obtain information about violations in a professional context (employees, freelancers, shareholders, members of executive bodies, contractors, subcontractors, suppliers) or who are potentially involved in our supply chains. The complaint process is thus available not only to the employees and workers of the BAUER Group itself, but also to external individuals.

2.2. Which regulatory violations can be reported?

As part of our ethics management system, our whistleblower system is generally open for tips regarding compliance violations committed by employees of the BAUER Group and their suppliers. In particular, the following tips can be submitted through the BAUER whistleblower system:

- Tips regarding violations that fall within the scope of the DIRECTIVE (EU) 2019/1937 (EU Whistleblower Directive) and thus violations of Union Law in the areas of public procurement, financial services and money laundering, product safety, traffic safety, environmental protection, radiation protection, food safety, animal protection, public health, consumer protection, protection of privacy, information security, competition and state aid law, and corporate tax.
- Tips concerning risks and violations of corporate due diligence obligations concerning human rights or the environment in the supply chains of the BAUER Group.

3. Optional right to use external reporting processes

Whistleblowers can use the company's own whistleblower system described below for “internal reports”. However, whistleblowers can also report breaches by submitting “external reports” using the channels and processes established by the government according to the respective national law, either after first submitting a report using internal reporting channels or by submitting a report directly using external reporting channels.

In this context, according to the EU Whistleblower Directive, the Member States of the EU must name the responsible authorities that are authorized to receive reports, issue responses to reports and adopt appropriate follow-up measures.

A list of the responsible authorities in the EU is published at the following link.

problems and complaints

In Germany, the following authority has been named as the responsible external reporting office:

- For information on violations in connection with or prior to a professional activity - Federal Office of Justice: BfJ - Homepage (bundesjustizamt.de)
- For information on violations in the area of financial services, financial products and financial markets as well as combating money laundering and terrorist financing - Whistleblower Office of the Federal Financial Supervisory Authority (BaFin): Home - BKMS System (bkms-system.net)
- - for information on violations of competition law and the provisions of the Digital Markets Act (Regulation (EU) 2022/1925 - Digital Markets Act) - Whistleblower Office of the Bundeskartellamt: Overview (bkms-system.net)

In order to foster an open company culture and because we are convinced that self-correction is very important in the context of compliance violations, we encourage the use of the internal reporting procedure described below before taking recourse to external reporting procedures.

4. Process description of the whistleblower system for internal reports

4.1. Which contact details are available for a whistleblower to contact?

The Internal Auditing department of BAUER GmbH & Co. KGaA was tasked as the contact for submitting tips. Within the framework of the whistleblower system, tips can be submitted using the following contact details (in German or English):

BAUER GmbH & Co. KGaA, Internal Auditing, BAUER Str. 1, 86529 Schrobenhausen, Germany
Phone +49 151 113 105 52, Email: compliance@bauer.de.

It is also possible to contact the appointed ombudsman. The role of ombudsman is exercised by an independent external lawyer. Whistleblowers can submit information to the ombudsman by phone, in writing (email, letter) or in person, in German or English:

Attorney Christian Pollin, Friedrichshofener Str. 12, 85049 Ingolstadt, Germany
Phone: +49 841 885407-0, Fax: +49 841 885407-10

Email: bauergruppe-ombudsmann@hugger-pollin.de
www.hugger-pollin.de

The contacts can generally be reached by phone during the standard office hours from Monday to Friday (with the exception of public holidays in Germany) between 8:30 a.m. (CET/CEST) and 5:30 p.m. (CET/CEST). You can send an email at any time.

We process personal data for the sole purpose of processing your information on the basis of the EU General Data Protection Regulation (GDPR).
Further information on data protection and your rights can be found here.

4.2. Can tips be submitted confidentially/anonymously?

The internal reporting channels are operated in such a manner that the identity of the whistleblower and third parties mentioned in the tip are kept confidential and unauthorized employees are prevented from accessing them.

The individuals tasked with conducting the process must ensure impartial conduct; in particular they must remain independent and not be bound to follow instructions. Corresponding agreements and a confidentiality agreement have been concluded with the individuals tasked with conducting the process.

As a rule, tips are only received if the identity of the whistleblower is disclosed. Anonymous tips are not part of our company culture. If a whistleblower wishes to remain anonymous vis-à-vis the company, they can contact the ombudsman named above. On request, the ombudsman will only forward the submitted facts to the company, but will maintain confidentiality regarding the name and identity of the whistleblower.

Confidentiality is ensured through the attorney's professional secrecy obligation and the attorney's right to refuse to give evidence, as well as through a contractual agreement.

However, the identity of a whistleblower who reports inaccurate information about violations in a deliberate or grossly negligent manner is not protected.

4.3. How does the internal reporting process work?

(1) Within a time limit of seven days after the receipt of the report, a confirmation of receipt must be sent to the whistleblower.

(2) The person or department that receives the reports will establish contact with the whistleblower and request further information from them if required.

(3) At the request of the whistleblower, a personal meeting is arranged for a report within an appropriate period of time with a person from the internal reporting office who is authorized to receive reports.

(4) The persons tasked by the company with conducting the process must discuss the facts of the matter with the whistleblower and verify the validity of the submitted report.

(5) Proper follow-up measures must be taken by the persons tasked with the process, although proper follow-up measures only need to be taken with regard to anonymous reports if this is required by national law.

(6) A response to the whistleblower regarding the follow-up measures must be issued within an appropriate time frame (at most three months from the confirmation of report receipt). However, a response may only be issued to the whistleblower insofar this does not affect internal inquiries or investigations and the rights of the persons who are the object of a report, or who are mentioned in the report, are not impaired.

(7) All submitted reports must be documented in line with the confidentiality obligations. The reports are not stored any longer than is required and reasonable in order fulfill the statutory requirements.

For reports submitted by phone or reports via another means of voice transmission, a permanently retrievable audio recording of the conversation or a full and exact transcript thereof (verbatim record) may only be taken with the whistleblower's consent. If consent has not been granted for this purpose, the report must be documented as a summary of its contents (content record) by one of the persons responsible for processing the report.

If the report occurs during a meeting, a full and exact record of the meeting may be created and stored with the whistleblower's consent. The record can be established by creating an audio recording of the conversation in permanently retrievable form or as a verbatim record created by one of the persons responsible for processing the report.

The whistleblower must be given the opportunity to review the record, correct it if necessary and confirm it with their signature or electronically. If an audio recording is used to produce a record, this must be erased as soon as the record has been completed.

5. Measures and whistleblower protection

The whistleblower process is arranged to remedy the circumstances and protect whistleblowers who do not misuse the whistleblower system from reprisals.

Accordingly, the identity of a whistleblower who reports information about violations is protected and treated as confidential, unless inaccurate information about violations is reported in a deliberate or grossly negligent manner. Retaliatory action taken against truthful whistleblowers by employees of our company due to complaints or tips will not be tolerated and may lead to warnings under labor law or, in severe cases, also to termination.

The personnel entrusted with the whistleblower process is qualified and tasked to adopt suitable follow-up measures and arrange for remedies. In addition, agreements with the entrusted persons ensure that they

remain independent when fulfilling their responsibility and are not bound to instructions, and that they are obliged to maintain confidentiality. This is intended to ensure impartial conduct.