



Guidelines on the Compliance Management

of the

Intesia Group

Registered office: Böblingen

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1 Scope of Application

This guideline is generally based on German law. For employees who work in another national company of Intesia Group Holding GmbH, the respective national laws and regulations apply if they deviate from this guideline or are incompatible with German law.

The guideline serves the purpose of standardised orientation within Intesia Group Holding GmbH, insofar as this is legally possible.

2 Topic of the Compliance

In society and in legal life, there has been a growing awareness of legal offences committed by commercial enterprises. This development can be observed worldwide. In Germany, too, business practices have become known in recent years that are not compatible with the principles of compliance, such as the corruption, data protection and financial scandals at companies like Siemens, Daimler, MAN, Deutsche Bahn, Deutsche Telekom, VW, etc. The associated increase in liability risk, claims for damages and damage to the image of companies means that it is increasingly important for companies to behave consistently in accordance with legal regulations.

2.1 Term Compliance

Principle 5 of the German Corporate Governance Code defines the term "compliance" as follows:

"The Management Board is responsible for ensuring compliance with legal provisions and internal guidelines and works towards their observance within the company (compliance)"

Compliance therefore encompasses all measures to ensure the lawful behaviour of companies, board members and employees with regard to all legal requirements and prohibitions.

Compliance therefore not only includes the self-evident observance of legal norms. Companies must also set up a compliance organisation that ensures the lawful and compliant behaviour of all those involved (compliance management system CMS). The form that the CMS takes is up to the respective company.

2.2 Purpose of the Guideline Compliance

The compliance guideline describes the stipulations made in the company and the processes set up to implement the legal and regulatory standards for an appropriate compliance system:

- The tasks of the compliance function
- The requirements for the business organisation
- The process organisation of compliance
- The compliance risks

3 Legal Basis and Categorisation of Compliance

3.1 Basics and Categorisation

Compliance and corporate governance have been terms used in Germany since the end of the last century. Corporate governance roughly means corporate constitution and describes a regulatory framework for the management and monitoring of a company. In 2002, the "Government Commission on the German Corporate Governance Code" drew up a corresponding recommendation for action, which was fundamentally revised in numerous subsequent years. This represents essential statutory regulations for the management and supervision of German listed companies and contains international and national standards for good and responsible corporate governance. In accordance with Section 161 of the German Stock Corporation Act (AktG), the Management Board and Supervisory Board of listed companies are now legally obliged to issue a declaration of compliance for each financial year, i.e. a declaration stating whether they comply with the recommendations or the reasons for non-compliance. Compliance with the recommendation itself is not mandatory by law. It does not exempt the executive bodies from complying with their legal, statutory and contractual obligations.

In this context, compliance means adherence to, observance of and conformity with these obligations. In this context, compliance encompasses the question of how adherence to legal regulations and internal company guidelines can be ensured within the company, as well as measures for early risk detection and minimisation. Compliance is viewed from the perspective of the regulated company, i.e. the company itself. Corporate governance describes the perspective of the regulators.

Compliance requires risk management. The risk management process involves identifying, analysing and managing risks within the company and monitoring the effectiveness and appropriateness of risk management. Compliance does not prevent or prohibit incorrect corporate decisions. Such erroneous decisions may be subject to the Business Judgement Rule of Section 93 (1) sentence 2 AktG and thus be exempt from comprehensive judicial review, provided that the requirements are met.

Compliance is not expressly found in statutory regulations, but influences the legal assessments pursuant to Sections 30, 133 of the German Act on Regulatory Offences (OWiG), Sections 309, 317 of the German Stock Corporation Act (AktG), as well as in numerous other statutory regulations.

§ Section 91 (2) AktG obliges the Management Board to set up an early warning and monitoring system to ensure early detection of developments that could jeopardise the company's continued existence.

3.2 Tax Compliance

Compliance also applies to a company's tax system. In this respect, the term tax compliance refers to the implementation and maintenance of a system to ensure compliance with tax laws and requirements of the tax authorities. The application decree of the Federal Ministry of Finance on Section 153 AO dated 23 May 2016 is decisive for the introduction of tax compliance.

For the company, this means introducing appropriate organisational structures that ensure compliance with the tax laws to be observed, taking into account the tax management options, while at the same time avoiding risks for the company and its executive bodies.

The Tax CMS includes guidelines, work instructions and reporting channels that serve the purpose of fulfilling tax obligations and avoiding violations of tax laws.

4 Control Process of the Compliance

As part of the internal control process, compliance has the following tasks:

- Risk monitoring (ensuring compliance with the requirements of supervisory law and ongoing monitoring of whether an identified risk changes or materialises)
- Early warning (timely identification and analysis of changes in the legal environment)
- Risk analysis and assessment (systematic assessment of identified compliance risks for their risk potential)
- Risk management (targeted use of risk-minimising measures)
- Advisory role (advising management on compliance with legal and administrative provisions issued on the basis of the directive)

5 Requirements for the Business Organisation

5.1 General Requirements

There are no legal requirements regarding the compliance organisation. The organisational measures essentially depend on the size and scope of the business activity.

The management is generally responsible for the compliance organisation. However, it can delegate specific responsibility.

5.2 Compliance structure of the Intesia Group

As part of the Intesia Group's compliance organisation, the individual divisions report to the Managing Director responsible for compliance with regard to compliance-relevant content. The Management Board regularly reports to the Advisory Board on compliance issues.

5.3 Compliance Programme

The aim of the compliance programme is to prevent, identify and end violations of laws and company guidelines.

These include:

- Risk assessment:
The risk of criminal or incorrect behaviour must be assessed;
- Compliance standard and procedures:
- Standards and procedures must be established to prevent and detect criminal and improper behaviour;
- Expert management and clear responsibilities:
Responsibilities and reporting lines for the responsible employees should be defined;
- Communication and training;
- Monitoring, auditing, self-assessment and reporting systems:
Appropriate steps must be taken,
 - to uncover risk-relevant behaviour,
 - regularly assess the compliance programme,
 - to introduce an internal system for reporting or seeking advice on alleged or actual improper behaviour;
- Consistent discipline and appropriate incentives:
Das Programm muss durch geeignete Anreize und Sanktionen durchgesetzt werden.

5.4 The Process Organisation

Taking into account the size of the company, the process is divided into 4 steps:

5.4.1 Identification of Risks:

The basis of the CMS is the analysis of the respective (legal) framework conditions of the company, the determination of the probability of occurrence of breaches of rules (e.g. corruption) and the assessment of the potential extent of damage.

5.4.2 Internal Information System:

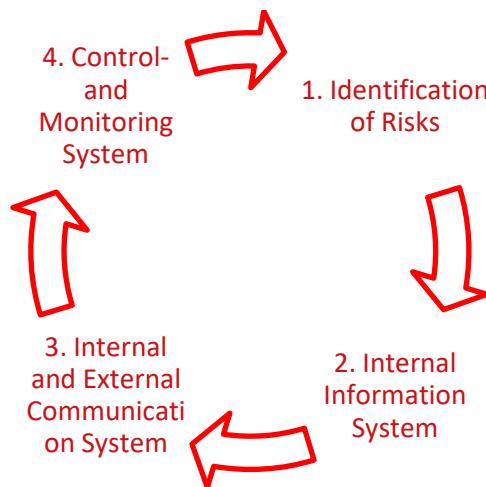
Once the risks have been identified, existing protective mechanisms are determined and analysed, the necessary steps for risk prevention are derived, these steps are assigned to areas of responsibility, the need for training is assessed and corporate behavioural guidelines are developed.

5.4.3 Internal and external Communication System:

This includes the definition of procedures for complaints, contacts with the responsible authorities, (possibly electronic) reporting systems for violations of laws and guidelines and the development of communication tools.

5.4.4 Control- and Monitoring System:

The control and monitoring system is carried out by means of audits using questionnaires, with which the divisional managers report regularly (initially at least once a year) on the risk development in the respective areas. The communication processes are also determined. Finally, the controls and monitoring may result in the need for a new risk analysis. This creates a compliance cycle.



5.5 Responsibilities

5.5.1 Advisory Board (Beirat)

The Advisory Board supports the company in its compliance organisation..

5.5.2 Management Board

The Management Board is responsible for the proper compliance organisation. The Management Board receives regular reports from the Compliance Officer.

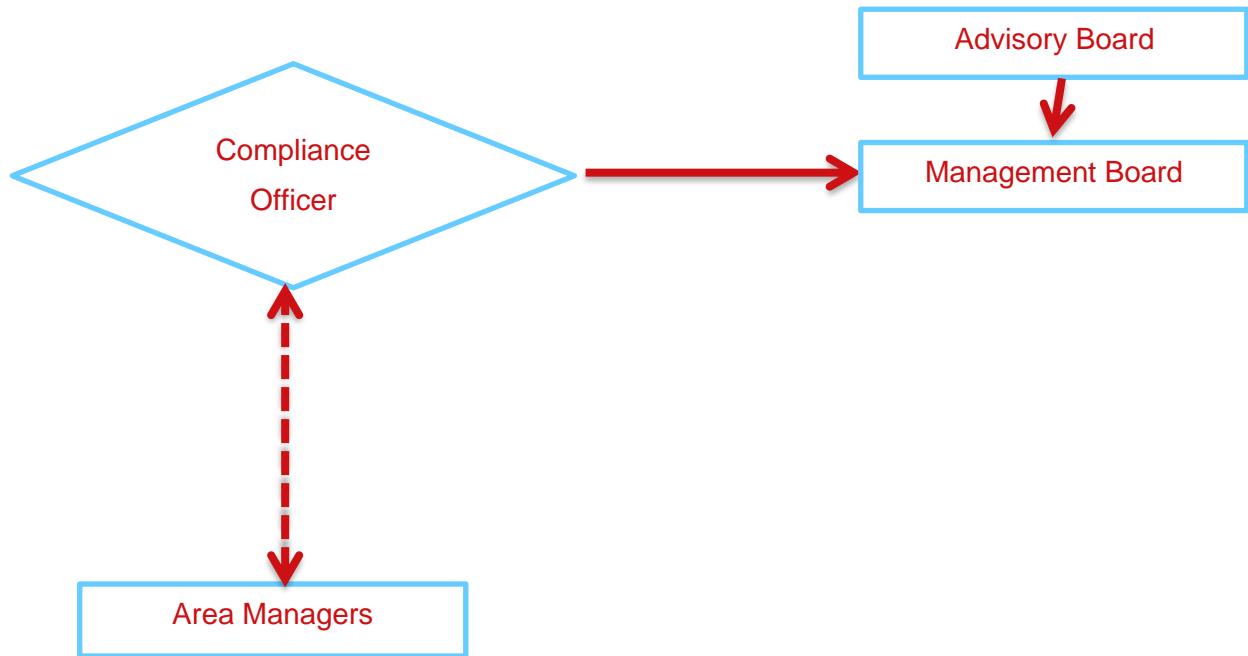
5.5.3 Compliance Officer

The independent compliance officer is responsible for identifying risks (checking legal changes for relevance to the company), analysing and assessing them, developing methods and processes for risk assessment, monitoring compliance measures within the company and investigating suspected cases of compliance violations. He reports regularly to the management and coordinates the enquiries and questioning of those responsible for compliance.

5.5.4 **Compliance Area Managers (Bereichsverantwortliche)**

The Compliance area managers are responsible for identifying, analysing and managing the risks in their area. They report to the Compliance Officer at least once a year and support him in his investigations into suspected compliance violations.

5.6 Communication Process



5.7 Risk Identification / Monitoring

The illustration shows how risks are identified.



5.7.1 Compliance Risk Analysis

The compliance risk analysis is the systematic identification of all risks and the determination of the legal and financial impact on the company. Risks are analysed and identified by the respective department heads and the compliance officer. Company data is also analysed for this purpose.

The risk analysis is carried out both continuously and periodically in greater depth. It consists of four main steps:

Risk identification is the starting point. The risks relevant to the company are determined using suitable indicators and early warning systems. These include:

- General overview based on risk topics in working groups, conferences, trade press
- Enquiry with the department heads

- Audit reports to identify risks that have arisen in the company in the past
- Whistleblowers, complaints

The individual **legal risks** are determined on the basis of an analysis of operating activities.

Regular identification of compliance risks

- Enquiry by the Compliance Officer from the divisional managers
- Review of risks
- Feedback from the divisional managers to the compliance officer
- Coordination in cases of doubt and investigation of identified compliance violations
- Regular reports to the management board

The **damage potential is determined** qualitatively, as there is insufficient data available for a quantitative assessment. No exact assessment is sought. The decisive factor is a relative assessment of the risks and their interaction.

The assessment of the damage potential and the probability of occurrence is monitored by the management as part of a risk matrix. This presents the focus topics and the topics to be treated as urgent, as well as the topics to be treated and the topics to be preserved in the long term. The probability of occurrence and the extent of the damage are regularly assessed and categorised by the management. The risks are constantly updated and adapted to the company's current situation. As far as ongoing issues are concerned (e.g. contract management, taxes, etc.), these are monitored on an ongoing basis. This monitoring matrix already contains a list of measures for overcoming/minimising the recorded problems. Ongoing monitoring by the Intesia Group's executive bodies means that the relevant issues are always at the centre of attention.

5.7.2 Complaints System

The Compliance Officer is informed of all complaints submitted to the complaints office ("Open Ear"), the departments or department heads and the management in order to analyse them with regard to their compliance relevance.

5.7.3 Whistleblower System

A whistleblower system has been set up that gives employees as well as external third parties the opportunity to anonymously report certain serious breaches of the law (fraud, corruption, breach of trust, competition and antitrust offences, breaches of insider trading regulations, betrayal of secrets). Such offences are reported directly to the Compliance Officer.

5.8 Tax Compliance

5.8.1 Compliance with Tax Regulations

Compliance with legal regulations is a matter of course for the company. This presupposes that every employee is familiar with the legal regulations and guidelines relevant to their area of responsibility. In case of doubt, they must seek expert advice. Every employee must be aware that non-compliance with these regulations can be legally sanctioned.

The fulfilment of legal tax obligations within the company is always carried out with the involvement of the Finance department, particularly when making decisions in processes that may have an impact on the company or its reputation.

Concrete implementation is carried out - where necessary - via guidelines and work instructions issued by the persons responsible for finance. Employees also receive regular training. The transparency requirement is taken into account through regular reporting.

Controls are in place to ensure the payment of taxes owed and the fulfilment of all tax obligations in accordance with statutory regulations. Great importance is attached to good cooperation with the auditors and external tax advisors.

5.8.2 Tax Risk Management

The complexity of tax regulations requires effective risk management. This ensures that risks are recognised at an early stage and possible negative effects are reduced by means of suitable measures. Possible risks are of a financial nature in the form of interest on tax payments, fines or penalties, but also loss of reputation for the company or damage to relations with the authorities. The aim of tax risk management is to minimise risks through appropriate measures.

5.8.3 Roles and Responsibilities in the Area of Taxes

The fulfilment of tax obligations is coordinated between the managing director responsible for finance and the employees of the finance department. The Management Board is kept fully informed about current tax issues as part of regular reporting within the Management Board.

The Finance department or the external tax consultant informs all areas of the company about current issues and developments in tax law where necessary. The employees in this department take part in regular and ad-hoc training events. This ensures that the employees' knowledge is constantly updated and kept up to date in order to fulfil their tasks.

Assignment of Roles and Responsibilities	
Company Management	Attitude towards Tax CMS Tax strategy, code of conduct Provision of resources
Finance/Tax	Tax guideline Preparation of tax returns Monitoring of external third parties Maintenance of master data Recording of business transactions in day-to-day business
External third parties (e.g. tax consultants)	Tax returns Information on new legal regulations/information Processing of special cases/training

5.8.4 The Relationship with Tax Authorities

It is in the interests of the company to co-operate with the responsible tax authorities. An open and constructive relationship is sought in order to deal with all tax matters appropriately. A responsible and pragmatic interpretation of applicable laws is a prerequisite. Where necessary, the company will represent or defend its own legal position by taking legal action.

In order to ensure smooth communication with the tax authorities and to comply with the statutory deadlines, all correspondence is checked for completeness and accuracy of content without delay.

5.8.5 Realisation

With regard to implementation in the compliance process, please refer to the corresponding explanations in the Corporate Compliance section above.

5.8.6 Decision Making

An effective review of the tax decision made necessarily requires that the facts relevant to the decision, which have led to a certain tax assessment, can be presented in a verifiable manner. This includes the documentation of the tax decision-making process.

5.8.7 Controls with regard to risky Matters

Preventive controls and detective controls that could identify tax miscalculations.

5.8.7.1 Process Documentation

Based on the GoBD, IT-supported accounting must be auditable by a competent third party with regard to its formal and factual accuracy within a reasonable period of time. In order to fulfil the legal requirements, the tax CMS must provide clear guidelines, work instructions and documentation of the entire process. The procedural documentation always accompanies the entire life cycle of the IT-supported business transaction, from recording and processing to the storage of documents, always taking into account data security and immutability.

In interaction with the requirements of the internal control system (ICS), which has to fulfil corresponding control requirements and in turn has to be recorded in procedural documentation, the procedural documentation should in particular take into account the criteria of traceability and verifiability. The procedural documentation must describe the existing procedures, starting with the initiation or receipt of tax-relevant documents (receipts), their posting or handling in the system and their mapping or declaration to the tax authorities. The procedural documentation must be regularly accompanied by corresponding work instructions, which provide employees responsible for tax with clear rules for dealing with tax matters and which can also form part of a corresponding organisational manual.

The procedural documentation is part of the work instructions and other organisational documents within the meaning of Section 257 (1) HGB and Section 147 (1) AO and must be kept for the statutory retention period of 10 years. This includes not only the most recent version, but also all previous versions within the retention period.

5.8.7.2 Responsibilities in the area of tax compliance

The responsibilities correspond to those in the Corporate Compliance department. The Finance department is responsible for Tax Compliance.

5.8.8 Risk Analysis

The compliance risk analysis is the systematic identification of all risks and the determination of the legal and financial impact on the company.

The system corresponds to corporate compliance, so that reference can be made to the above explanations.

6 Compliance-Risiken

If laws or other rules are violated, direct or indirect financial losses may occur. Direct losses can result not only from crime (fraud, embezzlement, etc.), but also from unintentional shortcomings, which may be personal or organisational in nature and result in errors with financial

consequences (e.g. incorrect quotations, inadequate advice and documentation when concluding contracts, late payment penalties under tax law, etc.). Indirect financial consequences can arise from fines imposed by public courts (e.g. as a result of a breach of competition law, breach of data protection regulations, breach of patent and trademark rights, breach of data protection regulations, etc.).

In addition, incorrect behaviour can lead to a loss of reputation, which also has a financial impact.

Böblingen, 19.12.2021

Place, Date

A handwritten signature in blue ink, appearing to read 'Management Board', is placed over a horizontal line that extends from the date in the text above.

Management Board