



Compliance Code of Conduct Verhaltenskodex

of the

Intesia Group

Registered office: Böblingen

TABLE OF CONTENT

1. Scope of Application	2
2. Company	2
3. Trust through honest and compliant business management - a personal challenge and the result of joint efforts	3
4. Treating each other with respect - prohibition of discrimination - development based on performance and potential	4
5. Protection of personal data and confidential information - requests for information from authorities	4
6. Communication with customers, business partners and the public	4
7. Social Networks	5
8. No conflicts of interest with customers and business partners	5
9. Complaints of Customers and Business Partners	5
10. Personal conflicts of interest	5
11. Gifts, business lunches, events	6
12. Donations and Sponsoring	7
13. No tolerance of corruption, special caution with public officials	7
14. Prevention of money laundering and terrorist financing	8
15. Protection of competition	8
16. Protection of company assets and protection of natural resources	8
17. Occupational safety	8
18. Consequences of violations	8

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. Company

The Intesia Group (hereinafter also referred to as "Intesia" or the "Company") consists of the following companies:

- Intesia Group Holding GmbH, Böblingen
- Intesia Deutschland GmbH, Böblingen
- Intesia Austria GmbH, Wien
- Intesia France SARL, Strasbourg
- Intesia Italia SRL, Cerro Maggiore (Mi)
- Intesia Spain SL, Barcelona
- Intesia Romania S.R.L., Bukarest
- Sowie Intesia in Schweiz, Liechtenstein, Tschechien, Slowakei und Polen

specialises in holistic solutions for facility management processes in the four central areas of building management: organisation, services, technology and energy, with the business areas of waste and recycling management, building cleaning, building technology, energy optimisation and electromobility.

Based on the modular system, customers can choose between individual services, a combination of several modules or the Intesia full service in one or more areas according to their individual needs and wishes. Intesia focuses in particular on quality improvement, risk minimisation and cost optimisation for building management and - unlike a pure consulting company - also supports the implementation of developed concepts in the operational business or takes this over. Quality assurance and monitoring are also included. Intesia also offers comprehensive support in the area of ESG reporting.

Our actions are expressed in the following guiding principles:

- We identify with the company because all employees are equal ambassadors for the company. We orientate ourselves towards the company's objectives and incorporate them into our personal goals.
- The experience and expertise of each individual is our most important resource.

- A good working atmosphere and fair dealings with one another are among the cornerstones of our company. We deal with mistakes openly and see them as an incentive for improvement.
- We strive for a personal relationship with our business partners, because an emotional bond enables customers, for example, to feel that they are not just customers, but partners at eye level.
- We fulfil our ecological and social responsibility and are measured by our actions in this regard.

The following Code of Conduct of the Intesia Group clarifies these principles. The aim is to prevent situations that could call into question the integrity of our behaviour and the trust in our services.

3. Trust through honest and compliant Business Management - a personal Challenge and the Result of joint Efforts

We can only achieve these goals if everyone involved plays their part. The Code of Conduct therefore formulates binding requirements for all employees.

Employees must observe all relevant laws and official regulations in their working environment, as well as internal instructions and guidelines.

Employees are required to behave honestly and fairly in their working environment and to avoid any conflict between private and business interests of Intesia or the interests of our business partners - including customers. In the following, customers are also included when the term "business partner" is mentioned.

All employees are expressly encouraged to speak to the compliance contact person or their line manager if they notice that someone is not behaving in accordance with the rules. This can prevent small problems from becoming big problems. No employee who makes a report in good faith need fear any disadvantages, even if the report turns out to be unfounded. Reports can also be made anonymously.

Managers have a role model function. They are responsible for their own behaviour and the behaviour of the employees in their area of responsibility, as well as for the proper observance of all procedures laid down there to avoid reputational and legal risks.

4. Treating each other with Respect - Prohibition of Discrimination - Development based on Performance and Potential

Our success is also largely based on treating each other with respect.

The Intesia Group does not tolerate discrimination or harassment of any kind in the working environment, be it on the basis of age, disability, origin, gender, political or labour activism, race, religion or sexual orientation.

We are prepared to learn from mistakes and value open dialogue. The key criteria for employee development are performance and potential.

5. Protection of personal Data and confidential Information - Requests for Information from Authorities

We pay strict attention to compliance with the regulations on the protection of personal data.

Confidential information and documents about business partners, Intesia or employees must be suitably protected from access by third parties and colleagues who are not involved.

Personal data may only be collected, processed or used if this is necessary and there is a corresponding legal basis or the consent of the data subject. The use of data must be transparent for the data subjects. Their rights to information and rectification and, where applicable, to objection, blocking and erasure must be safeguarded.

When it comes to technical protection against unauthorised access to data and information, an appropriate standard must be maintained that corresponds to the state of the art.

Intesia has issued further data protection and information security guidelines for this purpose, to which explicit reference is made.

Intesia co-operates with all relevant public bodies and supervisory authorities. Any communication in this regard may only be conducted via the employees appointed for this purpose.

6. Communication with Customers, Business Partners and the Public

All Intesia's statements and reports must be complete, honest, accurate, timely and comprehensible. Be it to business partners, customers or the public.

This applies in particular to information and advertising material about our products.

Information to business partners, customers or the public about Intesia, our products, our customers or business partners may only be provided by authorised employees.

7. Social Networks

Anyone commenting in a public discussion or on social networks on topics that affect Intesia or our business partners should make it clear that they are acting as a private individual and have the interests of Intesia and our business partners in mind.

Please bear in mind that statements in e-mails or social networks can be made informally and spontaneously but are then nevertheless recorded and visible to the recipient or the Internet public for a long time.

8. No Conflicts of Interest with Customers and Business Partners

Intesia strives for sustainable business relationships with its customers and business partners for the benefit of both parties.

Every employee must therefore ensure that the interests of our business partners are taken into account in a fair manner. The interests of customers or business partners must not be prioritised to the detriment of other business partners.

9. Complaints of Customers and Business Partners

Complaints from business partners provide valuable information about opportunities for improvement in our business and, if handled correctly, offer an opportunity to strengthen or regain customer relationships.

Intesia ensures that all significant complaints are dealt with promptly in a fair and transparent manner.

10. Personal Conflicts of Interest

If employees come into conflict between their personal interests and their professional duties or the interests of Intesia or its business partners, this can damage the reputation of these employees and of Intesia as a whole.

Employees should therefore avoid such situations in the interests of Intesia as well as in their own interests.

The following applies in detail:

- No secondary employment that impairs the scope of the employment contract obligations or the competitive interests of Intesia. Secondary employment must be reported in advance to the line manager and the HR department. Voluntary work of a limited duration does not have to be reported.
- No financial interests in companies that may be affected by the employee's or Intesia's professional decisions (with the exception of listed stock corporations).
- Contracts awarded to relatives, life partners or other related parties of employees must - if known - be reported to the line manager and Compliance Officer in advance. This also applies to transactions with companies in which relatives are directly or indirectly involved.
- Where possible, no direct reporting lines between children, parents, spouses or life partners.
- No assumption of positions of entrepreneurial responsibility (e.g. board member, managing director, board of directors, supervisory board, advisory board) with customers, business partners or competitors without the prior consent of the management and after reporting to the Compliance Officer.

In cases of doubt, a compliance officer must be consulted. The perception of third parties is decisive. Even the appearance of a personal conflict of interest is damaging.

11. Gifts, Business Lunches, Events

Gifts, business meals and events for information, representation or entertainment purposes can be a legitimate means of establishing and supporting business relationships. However, they may never be used to gain unfair business advantages and may never be given to an extent or in a manner that could call into question the professional independence and judgement of the parties involved.

Employees can protect themselves from misunderstandings by observing the following rules:

- No objections to hospitality and meals organised directly for business purposes to a reasonable extent.
- No objections to promotional items (giveaways).
- In principle, there are no objections to gifts with a market value of up to EUR 35.00 (reference value), unless they are given shortly before the conclusion of contracts or negotiations, or directly to a private address or in any other non-transparent manner.
- Never cash or cash substitutes, e.g. cheques, gift vouchers.
- Invitations for representational purposes or with a predominantly or partially entertainment element only,

- after special consideration of the customary business practice and appropriateness,
- if representatives of the host are present,
- the participation is not repeated frequently and
- the travelling and accommodation costs are not borne by the inviting business partner.

Gifts with a value of more than € 50.00 must also be reported for tax reasons. The tax for the non-cash benefit value must be paid privately - unless the giver bears this.

In case of doubt, the compliance officer should be consulted.

Special care must be taken with public officials. The rules for gifts and invitations of the respective employer must be observed.

12. Donations and Sponsoring

The management decides on donations and sponsorship. They may not be used to indirectly obtain unfair advantages from business partners.

13. No Tolerance of Corruption, Special Caution with Public Officials

Our success in the market is based on performance, flexibility and service and must not be obtained through unfair inducements. Our business partners rely on the professional judgement of our employees.

Intesia therefore does not tolerate any form of bribery or corruptibility, the acceptance or granting of advantages.

Anyone who does not observe the rules on gifts and invitations runs the risk of being prosecuted for corruption offences. Even the promise or demand of unfair advantages can be a criminal offence.

In the case of invitations and benefits to public officials, their internal rules for gifts and invitations must always be observed. Giving benefits to public officials may be punishable as accepting or granting benefits simply because it is done with regard to the official position. It is not necessary for the exercise of official duties to be influenced in an improper manner. Any person authorised to perform public duties can be a public official, not just civil servants and public employees.

14. Prevention of Money Laundering and Terrorist Financing

Intesia has established risk-appropriate precautionary measures to prevent money laundering and the financing of international terrorism in accordance with the legal provisions and requirements of the supervisory authorities.

15. Protection of Competition

Intesia does not participate in illegal agreements and behaviour that restrict competition, in particular agreements on prices, conditions and market sharing with competitors. Before employees deviate from standard contracts or the procedures provided for in the cooperation agreements, they clarify that this is not associated with any unauthorised effects under competition law.

In contacts with competitors and business partners, Intesia employees do not discuss internal matters, such as prices and sales or financing conditions, costs, market overviews, organisational processes or other confidential information from which competitors or business partners could gain a competitive advantage, without prior clarification with the Compliance Officer.

16. Protection of Company Assets and Protection of Natural Resources

Intesia's assets and facilities, business documents and work equipment may not be misused for private purposes or given to third parties if this could harm Intesia's interests.

In their work, employees should endeavour to protect natural resources and to ensure that Intesia's business activities have the least possible impact on the environment through material conservation, energy-saving planning and the reduction and recycling of waste. When selecting suppliers, advertising materials or other external services, every employee should take ecological and social criteria into account in addition to economic considerations.

17. Occupational Safety

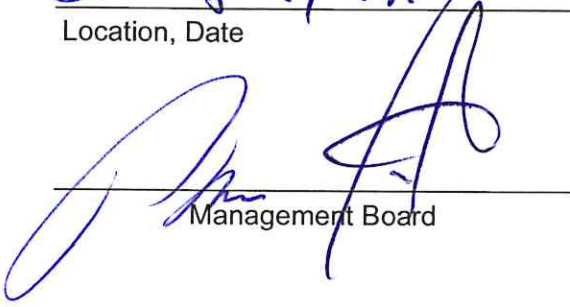
Processes, operating sites and equipment must comply with the applicable legal and internal regulations on occupational safety and health, fire and environmental protection.

18. Consequences of Violations

Violations of these rules can result in considerable reputational damage and legal disadvantages for the employees concerned, their colleagues and the Intesia Group, including fines, criminal proceedings or restrictions on official authorisations. In addition, violations that constitute a breach of contractual obligations may lead to measures being taken by Intesia under labour law.

Böblingen, 19.12.2015

Location, Date


Management Board