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**NOERPEL-GROUP -  
CODE OF  
CONDUCT**

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CODE OF  

 CONDUCT.

# 1. ADHERENCE TO THE CODE OF CONDUCT

This Code of Conduct is valid for all organisations within the Noerpel-Group. It therefore defines the underlying principles for the business conduct of Noerpel.

The Code of Conduct applies to all members of the supervisory board, all members of the executive board, the management team as well as regular employees of the organisation. All employees are self-responsible to behave in accordance with the stated rules and principles. In case of doubt, it is expected that employees take a rational decision based on the Code of Conduct.



## 1.1 Commitment of the management team

The management team of Noerpel is responsible for creating a compliance culture that results in employees knowing their responsibilities and encourages them to openly discuss concerns without having to fear negative consequences. Members of the management team must act as role models with their personal behaviour, social competence and lawfulness. They must have an open ear for questions or concerns of their employees in relation to business ethics, laws and regulations.

Members of the management team are personally responsible for misbehaviour of their subordinates. It is their responsibility to properly supervise them. They have to communicate clearly that a violation of laws, regulations or the Code of Conduct can result in severe consequences for their employment status. Qualified employees must be selected that fulfil certain tasks and are instructed in accordance with the law. Furthermore, the management team must play an active role in adhering to the Code of Conduct. Misbehaviour must be corrected immediately and adequate follow-up measures must be taken.

*Original picture of a Noerpel Poster:  
„Speak up!; Verhaltensvorgaben“, 2022.*



## 1.2 Commitment of the employees

All employees of Noerpel are obligated to follow the rules and principles stated in the Code of Conduct. The rules for individual jobs and positions must be known. Misbehaviour could result in disciplinary actions. Additionally, a violation of the Code of Conduct could also be a violation of a law which could then result in civil or criminal charges for the individual employee, the responsible manager or the entire Noerpel-Group.



## 1.3 Reporting of violations

All employees of the Noerpel-Group that gain knowledge of a situation or behaviour that might be or clearly is a violation of either a law or the Code of Conduct have the obligation to immediately inform the responsible member of the management team or place a message via the “Speak-Up” tool.

(see also chapter 4.18).

Employees reporting such circumstances do not have to fear negative consequences and are protected by the executive board of Noerpel.



## 2. LEADERSHIP PRINCIPLES AT NOERPEL

### Leadership in our company means:

- Take decisions based on openness, courage and responsibility
- Implement those decisions together with all employees
- Plan and implement necessary changes
- Take a leading role during times of changes

### To implement those leadership tasks, the following principles apply:

- Consequent leadership (via clear goals, demands and expectations)
- Delegation (to employees) and self-responsibility (for employees)
- Information and communication
- Evaluation and support of employees
- Focus on essentials (setting priorities)
- Responsibility and innovation
- Entrepreneurship (result-driven thinking and acting)
- Usage of management tools

As members of the Noerpel management team, we take responsibility for the results and sustainable development of the company. By guiding and leading our employees, each member of the management team contributes to the success of the Noerpel-Group. The daily interaction with our employees and our practised leadership style characterize our working environment and have a strong impact on our company culture.

The following leadership principles ensure that among our management team a behaviour is supported that follows our company culture while also supporting individualism for our management team. The leadership principles therefore describe HOW the management team lead their employees and teams in order to fulfil the basic principles and culture of our company and act as lighthouses into our organisation.





## Be strong together

### That means for us:

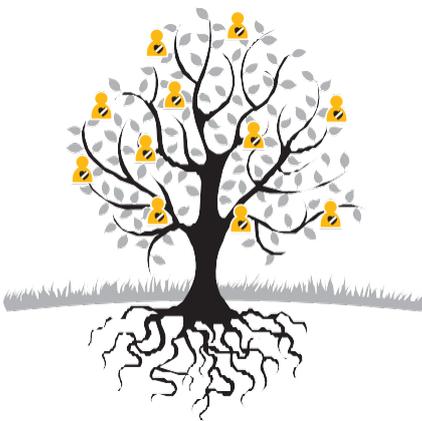
- We enable our teams and support a strong team spirit within and between our departments, locations and business areas.
- We lead by example.
- We promote and expect an open, quality driven, results- and client oriented thinking and acting.
- We focus on what really matters and is realistic.
- We set clear and precise goals, act liable, take responsibility, and have courage to take decisions
- We value our employees' opinion and take them into account when taking decisions
- We intervene – where needed – and correct in dialogue our joint way.



## Take individual needs seriously

### That means for us:

- We respect our employees and their personal situations.
- We highly value all our employees.
- We give time to our employees.
- We listen carefully.
- We encourage self-driven acting and development of our employees' strengths.
- We support the professional and personal development of our employees.



## The company as a family

### That means for us:

- We build trust through our behaviour.
- We support each other.
- We create clarity by open and honest communication.
- We are fair, reliable and authentic when acting with each other and respect each other even when having different opinions.
- We have confidence in our employees' abilities and keep an eye on their limits.
- We support our employees by having their backs and seeing mistakes as chances for improvement.
- We regularly give feedback and are open for constructive criticism.

### 3. CODE OF CONDUCT BASIC PRINCIPLES

Our behaviour is based on appreciation, a high-performance orientation, fairness in our behaviour towards each other as well as trust and mutual respect.

Service culture and service orientation by all employees results in higher motivation and commitment and therefore in better working results that our clients expect and want to be applied.

**To achieve these standards and provisions, we orient at and act by the following principles:**

**1** The fundament of our work is mutual respect (respect for the person as well as the working results).

**2** Motivation, personal willingness to perform and engagement are the base layer to be able to meet and outperform our clients' expectations. We strive for optimal client services, combined with a high aspiration for the quality of our products.

**3** Speed and flexibility to implement our clients' solutions allow us to strengthen our competitive advantage. This is supported by immediate decisions that may contain pragmatical – that means simple – solutions within the process.

**4** Positive performance is acknowledged while insufficient performance is addressed immediately and clearly. A constructive dialog takes place including self-critical assessment. Room for improvement is actively initiated and implemented.

**5** To achieve optimal client services, we believe in controveerse yet constructive internal dialogue. Agreements reached thereby are documented and supported by all involved parties.

**6** **We think and behave proactive for the purpose of Noerpel. That includes:**

- Personal experience is brought in to find solutions for current tasks
- Cross divisional thinking and acting is applied
- Awareness of one's own responsibility for the company
- A high level of accountability for our results Potential improvements for our results and our collaboration are followed and implemented

**7** Cross divisional co-operation means to implement communication between divisions, take common responsibility for results, integrate each other in procedures and act forward-looking.

**8** Information is actively shared, which means in time. Information must be precise, objective, and short.

**9** Potential risks in our services are detected and minimized or excluded by preventive measures.

**10** Mistakes in our services must be detected. Potential conflict situations that arise are discussed in a constructive way and modified in a solution-oriented manner by means of agreements.

**11** For us, commitment means keeping promises and deadlines. Possible delays are actively communicated, especially to our customers.

## 4. RULES FOR THE WORK- AND BUSINESS-LIFE WITHIN THE NOERPEL-GROUP



### 4.1 Human rights and employment practices

Knowledge, experience and entrepreneurship of all employees guarantee the success of Noerpel. Noerpel provides professional development opportunities and conditions that aim to achieve top performance. Furthermore, Noerpel takes social responsibility and strives to provide an excellent working environment.

The cornerstones of our corporate culture are: respect for and support of cultural diversity, open and honest collaboration as well as a working environment that is free from intimidation and harassment.

It is expected from the management team to act as role models in business and leadership questions.

Noerpel commits itself to comply with human rights. That includes:

1. **Prohibition of child labour and treatment of under-aged employees:** no children under the age of 15 are employed. If local laws and regulations permit that children between 13 and 15 perform lightweight tasks this is also not tolerated if that prevents children from visiting schools, apprenticeship or if the tasks harm the health or physical development of the children.
2. **Protection from slavery, forced employment and torture / freedom of choice of occupation:** Noerpel does not engage in forced or unwanted employment, especially not by torture and guarantees the freedom of choice of occupation.
3. **Working hours and compensation/ Prohibition of withholding adequate compensation:** Noerpel applies national binding laws and regulation concerning working hours, salary and other compensation. We clearly commit to the legal minimum wage that must be applied locally and internationally.

Noerpel commits itself to not circumvent these regulations by reducing the salary with extraordinary high costs for accommodation or other operational costs, ensuring that the minimum wage is received by the employees.

4. **Prohibition of false self-employment:** the regulations regarding false self-employment are known and it is confirmed that nobody is employed by false self-employment.
5. **Freedom to unionize:** Noerpel respects the right of employees to unionize in order to follow common interests. Employees participating in such unions or groups will neither be discriminated nor favoured.

Additionally, Noerpel orients on international recognized standards and principles. These include:

- UN Guiding Principles on Business and Human Rights
- ILO Declaration on Fundamental Principles and Rights at Work
- UN Universal Declaration of Human Rights

Furthermore, we respect the rights of **indigenous peoples** and minorities



### 4.2 Equal treatment and non-discrimination

Noerpel advocates a working environment that is free from any kind of discrimination. All employees, applicants during the recruitment process, temporary employees as well as former employees are treated equally independent of gender, ethical or religious beliefs and belonging, sexual orientation, ideology, age, physical or mental disabilities. That also includes women rights.

A violation of these principles is not tolerated by the executive board and it is the executive boards expectation that all employees follow these principles.



### 4.3 Safety and Health

Noerpel offers the highest level of safety, health and protection for all involved parties by preventing risks for people, environment and assets.

Noerpel complies with the applicable regulations on occupational health and safety and ensures a working environment that is safe and not hazardous to health in order to protect the health of employees and prevent accidents, injuries or work-related illnesses. That includes among others:

- Personal safety equipment is provided (**PSE**)
- Regular **training** regarding accident prevention in accordance with national regulations (e.g. DGUV1)
- Adequate handling of **chemicals** and hazardous materials
- Conduct in case of an emergency, e.g. accidents (**first-aid**) or fire
- Application of secure working equipment (**machine safety**)
- **Ergonomics** at the workplace



### 4.4 Environment

Noerpel aims to offer its services environment-friendly, sustainable and innovative. Environmental concerns play a central role in formulating Noerpel's strategy and are essential in decision making.

Noerpel ensures that all relevant environmental laws and regulations are strictly followed. Furthermore, Noerpel develops strategies to react to potential issues for all locations and respects the surrounding and general public.

Noerpel strives to protect natural resources, avoid the usage of hazardous materials as much as possible and apply environment-friendly technologies with a positive ecological balance. Essential topics are: energy efficiency, usage of renewable energy, reduction of greenhouse gas emissions, careful handling of natural resources, waste management (reduction as well as separation and recycling), water consumption and quality as well as air quality.



### 4.5 Handling of customer and company property

All employees are obliged to protect customer and company property against inadequate handling like carelessness, wastefulness, destruction or theft as well as any other kind of unlawful diversion.

Company property may only be used for lawful purposes. Unapproved personal usage of company equipment is not allowed.

Office tools and equipment and other machinery must be used as efficient as possible and only for business purposes.

Potential theft must be reported either to the corresponding manager or via the "Speak-Up!" tool.



### 4.6 Company records

The integrity of documents and reporting systems must be ensured. Honest, correct and timely recordings and company information are needed to take responsible strategic decisions.

All documents have to be retained adequately and detailed and must not contain wrong information, overstatements, depreciative notations, estimations or other misleading information.

Recordings and documents must be kept in accordance with legal record keeping requirements as well as internal requirements.

Documents that are relevant for a pending, upcoming or expected trial, an investigation or assessment must not be destroyed until the specific approval by a member of the executive board is received.



### 4.7 Data protection & Confidentiality (Disclosure of information and intellectual property)

The confidentiality of legally protected documents of Noerpel, our employees and customers as well as suppliers must be protected at any time. Employees are not allowed to disclose confidential or legally protected data, to which they gained access during their employment at Noerpel, towards other persons not being part of Noerpel (that also applies after an active engagement at Noerpel).

Confidential or legally protected data can only be disclosed towards third parties once permitted in writing by the responsible manager or if it is legally required.

Confidential data is all non-public information, which if disclosed publicly, could be used by our competitors or could harm Noerpel, our clients or suppliers.



#### 4.8 Conflict of Interest

Noerpel expects high ethical standards when dealing with conflicts of interest. A conflict of interest exists, if a position within the Noerpel-Group is used for self-enrichment that goes beyond the regular salary. Furthermore, a conflict of interest exists, if relationships to competitors, customers or suppliers that go beyond the regular working relationships are maintained.

Generally, situations must be avoided where personal interests collide with the interests of Noerpel. Whenever any kind of relationships might develop that could result in a conflict of interest, a member of the management team must be informed immediately.



#### 4.9 Money laundering, export controls and economic sanctions

All Noerpel employees must comply with existing regulations for money laundering, export controls and economic sanctions. Business is only conducted with known clients performing lawful business activities with money from legal sources.

Each member of the management team must request documentation for potential clients and business partners to verify the lawfulness of business conducted as well as the legal sources of the money used. Adequate steps must be taken to ensure that inadequate or suspicious payments are prevented and discovered.



#### 4.10 Gifts, hospitality and entertainment

Noerpel prohibits requesting or offering any kind of gifts, personal advantages or unlawful enrichment from or towards third parties in any kind of form (monetary or non-monetary). Therefore, the following applies to all employees:

1. Gifts to clients or business partners and their employees must be chosen in a way that it is not seen as inappropriate by the recipient.
2. A non-requested, non-financial gift can be accepted or offered if the following conditions are fulfilled: the gift does not exceed a reasonable level of courtesy and it is commonly accepted among business partners. The value of the gift must not imply an expectation or obligation to the recipient; the gift must be appropriate considering the recipient.
3. A non-requested hospitality can be accepted or offered if the following conditions are fulfilled: the hospitality does not occur regularly and not within the regularly course of business; the expenses are reasonable; the place of the hospitality is reasonable.

All employees must decline any kind of gifts, hospitality or entertainment not fulfilling these conditions. In case of doubt, written permission by the management must be requested. **This permission is mandatory for any gifts, hospitality or entertainment with a value of 35 EUR per person or higher.**



#### 4.11 Unjustified Payments

An unjustified payment to gain any kind of advantage is prohibited and could result in a criminal prosecution of either the involved employee or Noerpel.

It is strictly prohibited for all employees to directly or indirectly pay money or grant access to other assets to public officials, a person with political influence, a person running for public office, any kind of political or non-political party with the aim to gain access to or remain an unjustified advantage or to secure or keep any other kind of unjustified business transaction.

The employees of Noerpel must familiarize with applicable anti-corruption laws and only do business following these laws. Every transaction that is illegal or seems to be unethical must be rejected.

In case the suspicion arises that a violation of an anti-corruption law has occurred, a member of the management team or the compliance department must be informed immediately.



#### 4.12 Corruption, extortion and bribery

Bribery is one form of corruption that can be committed against a public agency or decision-making person of the private sector.

Bribery is not necessarily done by paying money. It could also occur in forms of gifts, travels, hospitality or any other kind of granting an advantage.

Noerpel does not accept any kind of bribery either to public agencies or the private sector. Bribery undermines the reputation and integrity of Noerpel.

It is strictly prohibited to make payments or gift any other kind of assets to public officials or persons with public influence. That also includes facilitation payments and is also valid for institutions where it is known that a public official does have an interest in.

It is also not allowed for Noerpel employees to accept directly or indirectly any kind of payments (e.g. Kickback payments).



#### 4.13 Political contributions

Noerpel respects and protects the right for private individuals to participate in political activities or play an active role in society, including being an active member of a political party.

Noerpel itself however does not make any kind of political contribution, neither in payments nor donations to political parties or their institutions, agencies or representatives.



#### 4.14 Competition and anti-trust

Noerpel conducts its business in a honest and fair way with integrity. The aim is to gain a competitive advantage by excellent performance and never by unethical or illegal business practices.

Customers, suppliers, competitors and employees must be treated fair, with respect and lawfully. Overreaching others by illegal practices like manipulation, malpractice of protected information or misrepresentation of essential information is prohibited.

The regulation for false self-employment are known and result in the fact that our transportation service providers fulfil assignments from other companies as well.

Noerpel offers best prices and services to its customers, independent of what our competitors do. Any kind of cooperation or collaboration with competitors aiming to receive additional assignments is strictly prohibited.

It is especially not allowed to make agreements with or commitments towards competitors regarding pricing, allocation of customers or sales territory. Boycotts or other comparable agreements against customers or suppliers are also not allowed. Furthermore, it is prohibited to work in teams or ally with other companies with the aim to restrict competition by e.g. manipulation of offers/proposals, so-called submission-agreements or exchanging confidential information regarding the above mentioned topics.

Employees of Noerpel are not allowed to have discussions about the beforementioned topics with competitors. Additionally, employees are obligated to conduct business transactions without interacting with competitors.



#### 4.15 Minimum wage

We clearly refer to the valid minimum wage that must be followed nationally and internationally. It must be followed for Noerpel employees as well as for service providers and suppliers.

Noerpel, its service providers and suppliers commit to not undermine the minimum wage by subtracting inadequate expenses for housing, resources or utilities.



#### 4.16 Dealing with service providers, suppliers and other third parties

For all business proceedings of Noerpel that involve service providers, suppliers or other third parties, the basic principles of quality, performance, adequacy and regular prices apply. Noerpel aims to enter into long-lasting business relationships with partners that are advantageous to both sides.

If consultants, appraisers, representatives, experts or any other third party offer their services to Noerpel, the following basic principles must be followed:

- Each service must follow valid national laws and regulations
- In all contracts, the corresponding roles and responsibilities of the contracted party, including pricing, must be clearly stated and regulated
- Payment must be within the borders of regular payment for the underlying service provided
- Payments to external parties must be in line with national laws and be done in the country where the service is provided unless there is valid justification for doing differently
- All valid tax laws and regulations of the involved countries must be followed
- All agreements must be reviewed regularly to ensure the accuracy and appropriateness in relation to the country where the service is provided

Our partners must also conduct adequate efforts resulting from the German supply chain act so that also subcontractors and tier suppliers follow the principles of the Code of Conduct, including the non-discrimination when selecting and dealing with partners (see also "Code of Conduct for service providers, suppliers and other third parties").



#### 4.17 Donations and Sponsorship

Noerpel supports various social and charitable activities and facilities. Independent of the amount, each donation or sponsoring must be requested in writing from the executive board. Each request is thoroughly examined by the executive board and the requesting person is informed about the decision. This process must also be followed for planned donations that have been approved for previous periods.

Also subject to approval is any kind of sponsorship. When dealing with sponsorship it is especially important that the payment is not a hidden form of illegal payment (e.g. bribery) or follows an illegal interest promotion.



#### 4.18 Reporting of irregularities and Speak-Up!

In case Noerpel employees gain knowledge of irregularities or violations of internal or external regulations, a member of the management team or another responsible department, e.g. human resources must be informed.

Additionally, all employees have access to the reporting channel "Speak-Up!" which can be accessed either via Browser, App or telephone.

Additional information about "Speak-Up!" is available in the intranet.



