

# CODE OF CONDUCT

VERSION: 2022  
DATE: 01-10-2022  
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# 01

## Foreword

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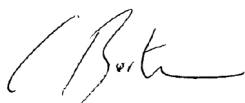
At AUTO1 Group we are committed to a high standard of behavior, as well as to conducting business fairly, honestly, and with integrity - and we believe that this is a key factor for the sustainable success of our company. Our Code of Conduct ("Code") guides our behavior towards each other, our customers, and our business partners ensuring that we uphold our reputation as a trustworthy, reliable, and reputable business partner in the technology and automotive sectors. In parallel, this Code serves to clearly express our commitment to compliance with all applicable laws, as well as with our internal policies and standards, and applies without exception to everyone working at or with AUTO1 Group.

In addition to this Code, we have implemented internal policies addressing particular topics such as anti-money laundering, data protection, anti-corruption and bribery, insider trading, or whistleblowing, among others. These policies are regularly updated, made available on the company's intranet, and form the basis of our compliance training program. However, we believe that it takes more to guide behavior than policies and training alone and therefore encourage you to uphold a culture at AUTO1 which is characterized by striving for excellence in your work but also a commitment towards ethical behavior at all times. Indeed, we expect everyone, and especially senior management, to lead by example, foster a culture of compliance, and live up to our internal policies and standards on a daily basis. Only this way can we really Think BIG!

### Scope of Application

This Code applies to all companies of AUTO1 Group SE (hereinafter AUTO1) as well as to all of its business partners. No AUTO1 companies are entitled to deviate from this Code and as such, it applies to all AUTO1 employees, freelancers, and / or any individual who acts on behalf of AUTO1. Furthermore, while this Code reflects the minimum legal requirements AUTO1 is subject to, it does not replace the applicable law which shall always take precedence in case this Code conflicts with it.

AUTO1 reserves the right to terminate the employment relationship with any AUTO1 employee who violates the standards set out in this Code. Similarly, AUTO1 reserves the right to terminate a contract with a business partner, or to request more information regarding its compliance management system, if it has reason to believe that a cooperation could potentially violate the Group's standards.



**Christian Bertermann**  
CEO & CO-FOUNDER



**Markus Boser**  
CFO

# 02

## How We Do Business

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### Correct Behavior

In order to maintain a positive working environment, we expect everyone to treat each other respectfully, honestly and professionally, irrespective of cultural or religious background, national origin, gender, sexual orientation, gender or transgender identity or expression, physical or mental disability, professional position, age or experience. This applies not only to employees, but also to our customers, dealers, business partners, and other third parties we interact with. Indeed, at AUTO1 we see our diversity as a strength, are proud to work with people from a variety of backgrounds, and believe that this is a key factor in the success of our company. As a result, we do not tolerate any form of discrimination and take appropriate steps to prevent or remediate any such instances.

In parallel, AUTO1 employees are expected to perform their tasks reliably and punctually, always acting in the best interest of the company and to the satisfaction of our internal and external stakeholders. AUTO1's management plays a central role in this regard and must act as role models, ensuring that their teams also live up to this expectation.

We also expect compliance with the law at all times, as breaches can lead to considerable fines, civil law claims, administrative or penal prosecution, and reputational damage, both for AUTO1 as well as for the individual employee. It is our commitment as a company to provide a working environment that prevents compliance breaches, but we also expect all our employees to take ownership of their actions, to assume accountability, and to feel personally responsible for respecting the law and our policies.

### Prohibition of Harassment and Discrimination

At AUTO1 we do not tolerate discriminatory, unwanted and / or sexually harassing behaviour, nor actions which violate another person's dignity and create an environment of intimidation, hostility, humiliation and / or degradation. This principle applies to all AUTO1 employees, irrespective of seniority, as well as our customers, distributors, business partners, and any other third party with whom we interact.

Any discriminatory or (unwanted and sexually) harassing behaviour must be reported, whether you observe it, or are affected by it yourself, whether at work or at an AUTO1 event, such as a team event or party which takes place outside of the office. Should you want to report harassment, please direct your report to [employeeconcerns@auto1.com](mailto:employeeconcerns@auto1.com). Alternatively, you can use the reporting channels which you can find below. Our commitment to you is that every report will be adequately investigated and that proven harassment will always lead to disciplinary measures.

### Anti-Corruption & Bribery

AUTO1 does not accept any form of corruption including but not limited to bribery, extortion, fraud, or embezzlement, and strictly prohibits facilitation payments. Aside from compliance with applicable law, all AUTO1 employees must adhere to our Anti-Corruption & Bribery policy to avoid corrupt practices, paying special attention to the acceptance of gifts and invitations. As an AUTO1 employee, it is your responsibility to report any (suspicion of) corrupt behavior immediately.

We have a zero tolerance approach to corruption at AUTO1, and just like we conduct business in a fair and lawful manner, we expect our business partners to do the same. We therefore expect our business partners to adhere to a high standard of business conduct and to respect our internal rules regarding gifts and invitations. Any attempt to unlawfully influence AUTO1 employees, or any other corrupt practices on behalf of business partners, will lead to appropriate consequences such as the termination of the business relationship.

### Anti-Money Laundering

We undertake all necessary measures to prevent money laundering in our areas of operation and have the processes and governance in place to comply with applicable anti-money laundering legislation. We identify our business partners appropriately and are committed to only working with those who prove to be reputable. We also follow a non-cash transactions business model and regularly monitor and improve our measures and internal controls to live up to this standard.

## Data Protection, Trade Secrets, and Intellectual Property

Each AUTO1 employee is responsible to ensure that our high standards of data protection are met without exception. Our Data Protection policy is built on this principle, offers you an overview of what to consider when dealing with Personal Data, and is the basis on which we maintain compliance with the General Data Protection Regulation (GDPR).

Confidential business information, trade secrets and other proprietary information, such as intellectual property like designs, strategies, and code, which are vital for AUTO1's success, must not be revealed or shared with unauthorized persons. This rule continues to apply after the termination of your working relationship with AUTO1 and extends to respecting the intellectual property of third parties. For a comprehensive guideline on how to protect confidential information, please refer to our IT Security policy.

## Conflicts of Interest

Every employee at AUTO1 must act in the best interest of the company and avoid situations in which personal and AUTO1's interests may collide. In accordance with our Anti-Corruption & Bribery policy, employees who believe a conflict of interest may exist should promptly notify the Compliance team who will determine its appropriateness on a case-by-case basis.

## Fair Competition

We do not engage in agreements with third parties which violate the principle of free and fair competition and we avoid abusive market practices. We expect our business partners to follow suit and comply with applicable competition law.

## Exports, Imports, and Sanctions

Restrictions affecting the import or export of products and services apply to some countries. Furthermore, entering into a business relationship with persons and companies that are listed on certain embargo or sanctions lists is prohibited. AUTO1 consequently identifies and screens its business partners to ensure that it abstains from entering into business with such parties.

## Insider Trading

As a publicly traded company, AUTO1 is committed to contributing to market transparency, the protection of investors, and prohibits insider trading in all its forms. This means that you are not allowed to trade or induce others to trade on the basis of inside information and can be held accountable for unlawfully disseminating it. For a comprehensive guideline on how to recognize inside information and avoid insider trading please consult our Insider Trading policy.

## Choosing Our Business Partners

At AUTO1 we believe in conducting business with integrity and acknowledge that this requires a careful choice of our business partners. AUTO1 is therefore committed to ensuring that we only enter into business relationships with reputable business partners and perform the necessary due diligence checks to ensure that our compliance standards are met. Should a business partner not meet these standards, AUTO1 reserves the right to terminate the business relationship.

## Taxes and Finance

AUTO1 complies with all tax obligations in every country in which we operate, including any mandatory reporting duties. Our transfer pricing approach follows the OECD requirements and all local regulations. We refrain from any structures that contravene accepted tax practice and we continuously review and improve processes where necessary to ensure compliance with all applicable tax regulations.

Our accounting procedures are robust and we are committed to ensuring that our financial information is accurate, valid, reliable, timely, and complete.

## Corporate Responsibility

At AUTO1 we acknowledge the importance of environmental protection, social matters, and how we govern our business (ESG), which we consider to be crucial for the sustainable success of our company. We are committed to the integration of sustainability considerations into our daily work and strategic business decisions and support the United Nations' 17 Sustainable Development Goals (SDGs) with a focus on climate action (Goal 13), gender equality (Goal 5), and decent work and economic growth (Goal 8). As a result, We also expect our business partners to focus on ESG and take this into consideration when choosing partnerships with other companies.

We adhere to applicable human rights legislation and subscribe to the UN Charter and UN Universal Declaration on Human Rights. This means that we do not tolerate any form of child labour, modern slavery, or any other human rights violation. It also means that we are firmly committed to the fair treatment of our suppliers and expect them to also adhere to these principles.

## Donations and Sponsoring

When AUTO1 decides to make a charitable donation or to sponsor a third party, the appropriateness of such activity will be monitored by the Compliance department. As a matter of principle, no contributions to political parties or politicians are made on behalf of AUTO1.

## Working Conditions

AUTO1 strives to provide the best possible working conditions for its employees, which we also encourage our business partners to do. We comply with all applicable laws, regulations, and relevant industry standards and promote equal employment opportunities, making employment decisions which are based on merit and qualifications. We strive to provide our employees with an environment for growth and excellence, both personally and professionally and expect our business partners, especially those in countries struggling with enforcement of international human and social rights, to implement appropriate measures in order to meet these standards.

## Whistleblowing Management

AUTO1 does not tolerate breaches of the law, its internal policies, or this Code, and will hold anyone in breach accountable, irrespective of position or seniority. In order to fully enforce this standard, we have provided safe whistleblowing channels which enable reports from all AUTO1 employees as well as third parties. The whistleblowing channels through which (potential) compliance violations such as a breach of the law or our internal regulation should be reported, are the AUTO1 Compliance team or the external Ombudsperson.

You can find the personal contact information of the Compliance Team and the Ombudsperson in the compliance section of the intranet and can always use the eMail address [compliance@auto1.com](mailto:compliance@auto1.com) to contact the Compliance team for questions or to submit a report. Should you wish to report a (potential) breach anonymously, you can direct your report to the group's Ombudsperson. Reporting persons who act in good faith shall not face retaliation and our commitment to you is that all reports will be adequately investigated and treated with utmost confidentiality.

Please refer to our Whistleblowing policy for a comprehensive overview of the reporting process, our commitment against retaliation, and how we uphold confidentiality and data protection when dealing with reports.

## Self-Assessment

The following are examples of questions we should ask ourselves to assess whether a decision is in accordance with this Code:

- Am I sure that my decision does not violate existing laws?
- Could I justify my decision publicly, or in front of my colleagues, my family, and friends if I had to?
- Would I approve of the decision if someone else took it?
- Could my decision negatively affect the reputation of AUTO1?

In case of doubt, we expect you to ask for authoritative guidance from your supervisor, the Legal team, or the Compliance team before acting.

Should you have any queries or comments regarding this Code or wish to report a compliance breach, if you would like to discuss a sensitive situation, or if you have any other compliance-related questions, do not hesitate to contact the AUTO1 Compliance team at [compliance@auto1.com](mailto:compliance@auto1.com).

Alternatively, for reports, you can contact our external **Ombudsperson** (if you wish anonymously).

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This Code as well as all internal Group policies are revised on a regular basis. This version is valid as of 1 October 2022.