

M / DO-40E Code of Conduct for Business Partners

1 Contents

1 Contents	1
2 Scope	2
3 Purpose	2
3.1 Terms / Abbreviations / Definitions	3
4 Behavioral Principles and Ethics	3
4.1 General	3
4.2 Bribery / Gratuities	3
4.2.1 Principle	3
4.2.2 Active Bribery	3
4.2.3 Passive Bribery	3
4.2.4 Granting of advantages	4
4.2.5 Acceptance of an advantage	4
4.2.6 Examples	4
4.2.7 Facilitation Payments	4
4.2.8 Intermediaries	4
4.3 Donations / Sponsoring	5
4.3.1 Political Donations	5
4.3.2 Non-Profit Donations / Sponsorship	5
4.4 Gifts and Entertainment Offers (including Refreshments)	5
4.4.1 Reporting	5
4.4.2 Permissible Practices	6
4.4.3 Impermissible Practices	6
4.5 Competition Behavior	6
4.6 Confidentiality and Data Protection	6
4.7 Conflicts of Interest	6
4.8 Protection of Assets	7
4.9 Accuracy of Accounting and Reporting	7
4.10 Communication	7
4.11 Collaboration	7
4.12 Equal Opportunities	7
4.13 No Harassment	7
4.14 Environment, Health, Safety	8
4.15 Protection against Child or Forced Labor	8
4.16 Information and Reporting	8
4.17 Protection	8
4.18 Consequences	8

2 Scope

This policy applies to all business partners of Varioprint AG and is based on the Varioprint AG internal Code of Conduct (M / DO-28).

3 Purpose

Varioprint AG conducts its business activities in all markets where it operates in accordance with local, national, international laws and standards, as well as ethical principles and Varioprint core values. This expectation also extends to our suppliers and business partners.

The conditions determining appropriate and ethical conduct in business must be assessed in each individual case, taking into account the specific local circumstances and a reference standard.

The purpose of this policy by Varioprint AG is to:

- a) Establish a common understanding of compliance and integrity in business transactions.
- b) Prevent breaches of integrity in business transactions by defining unacceptable or unethical behavior in business and not tolerating it under any circumstances.
- c) Set a clear signal to external stakeholders.

This policy cannot comprehensively and conclusively list all requirements for expected behavior. In the absence of clear guidelines from legal provisions or internal rules, one should act in good faith, with the best judgment, and common sense. The following questions can help:

- 1. Is the supplier's behavior in line with legal provisions and ethical requirements?
- 2. Does the supplier's behavior rule out negative impacts on the supplier itself, Varioprint AG, its organs and employees, its customers, business partners, or third parties?
- 3. Would the supplier agree to publish his behavior in the local newspaper or on social media?

If all three questions cannot be answered with a clear yes, one should refrain from the intended action.

3.1 Terms / Abbreviations / Definitions

Gifts	Gifts include not only products (goods or services) but also all types of pecuniary benefits, including cash.
Intermediaries	Intermediaries include consultants, representatives, agents, advisors, lobbyists, or other individuals providing services for the supplier.
Bribes	These are payments intended to expedite bureaucratic processes, meaning the payer already has a legal claim to the service irrespective of the payment. Not considered bribes are minor gifts, customary tips, or accepting invitations within reasonable limits. In Switzerland, the reasonable limit for minor gifts, meals, or entertainment is a maximum of CHF 500. Other locally specific conditions may vary and should be considered.
Social Media	e.g. Facebook, Instagram, YouTube, Pinterest, LinkedIn, XING, Twitter, Vimeo, Snapchat, TikTok

4 Behavioral Principles and Ethics

4.1 General

When conducting business activities, one must adhere to the applicable legal and contractual obligations, internal leadership and behavioral principles, and other guidelines, processes, or requirements of Varioprint AG.

4.2 Bribery / Gratuities

4.2.1 Principle

Varioprint AG rejects any form of bribery, gratuities, or acceptance of benefits from public officials and private individuals as absolutely unacceptable behavior.

4.2.2 Active Bribery

Active bribery is the act of offering a person an undue advantage in connection with their activities. This person may be a public official or a private decision-maker. The undue advantage is offered for a specific act or omission that is in breach of duty or at the discretion of the person in favor of the person, a third party directly or indirectly via intermediaries.

4.2.3 Passive Bribery

Passive bribery is committed by anyone who, as a decision-maker, demands, is promised or accepts an undue advantage for himself or a third party, either directly or indirectly via an intermediary, for a specific act or omission that is contrary to his duty or is at his discretion.

4.2.4 Granting of advantages

This refers to the granting of undue advantages (e.g. gifts) to public officials exercising a public function, which are not aimed at a specific decision but are granted in general with a view to future decisions ("climate care"/"feeding").

4.2.5 Acceptance of an advantage

This is understood to mean anyone who, as a public official, generally demands, is promised or accepts an undue advantage for themselves or a third party with regard to their official duties.

4.2.6 Examples

The following non-exhaustive examples could potentially be qualified as bribery or offering of benefits, i.e., if the corresponding elements of the offense are met:

- Handing over a cash envelope
- Donation/sponsorship contribution
- Valuable tangible gift
- Coverage of study fees/hospital stays/travel or vacation expense
- Excessive fees for intermediaries/overinvoicing for purchasers
- VIP event packages

4.2.7 Facilitation Payments

In Switzerland, facilitation payments may, depending on the specific circumstances of the case, fall under either bribery or offering of benefits, and are therefore always punishable. Consequently, Varioprint AG establishes, in the spirit of a uniform standard, that such payments should be avoided not only in Switzerland but also globally.

4.2.8 Intermediaries

4.2.8.1 *Permissible Practices*

Payments to intermediaries are only allowed if all the following conditions are met:

- Conducting due diligence regarding the intermediary in accordance with the respective guidelines as described in the management manual (e.g., concerning reputation in the market, leadership, organization, structure, finances, code of conduct, activities, entry in the commercial register).
- Intermediaries are economically, financially, and personally completely independent of the customer or supplier.
- A written contract with a positive enumeration of the services to be provided and a negative enumeration of everything explicitly excluded (e.g., bribery, offering of benefits, whether direct or indirect), with a prohibition on assignment, a compliance clause, and, in the event of a compliance violation, an extraordinary termination right with immediate effect and, if negotiable with the corresponding party, a penalty clause.
- Existence of actual and proven services.
- The payment must be in a reasonable proportion to the services provided.
- Payment of the fee in the country where the service is provided or where the intermediary has its official seat, with a corresponding transparent provision in the contract.
- The payment is properly accounted for.

4.2.8.2 *Impermissible Practices*

Impermissible practices include, for example:

- Payment of commissions without an actual market service underlying them.
- Opening bank accounts for the intermediary for commissions.
- Cash or check payments
- Payments "off balance sheet" to third parties or outside the country where the services are provided.
- Excessive fees or high advance payments.

4.3 Donations / Sponsoring

4.3.1 Political Donations

Varioprint AG does not make any political donations.

4.3.2 Non-Profit Donations / Sponsorship

Non-profit donations or sponsorship contributions for sports, cultural, artistic, scientific, educational, or similar purposes or activities are permissible if all of the following conditions are met:

- Legitimate purpose, i.e., no circumvention of the provisions of this policy regarding bribery, offering of benefits, or facilitation payments
- Contribution to an institution and not to an individual.
- Presence of a consideration in sponsorship, such as an advertisement, promotion, presentation.
- Proper accounting with supporting documentation
- Appropriateness under Swiss and local conditions

4.4 Gifts and Entertainment Offers (including Refreshments)

4.4.1 Reporting

Any offering or acceptance of gifts or entertainment offers exceeding a reasonable amount (see 3.1) per person and event must be reported to the supplier's Compliance Manager, who maintains a corresponding list, and must be approved by them. Country-specific customs should be taken into account during this process. Gifts and entertainment offers below the reasonable limit (see 3.1) per person and event are consistent with the hospitality in dealing with business partners only if they:

- Are reasonable and conform to recognized local and Swiss business customs, i.e., they are minor and socially acceptable.
- Do not incur extravagant expenses.
- Do not raise any questions or give the appearance of a potential obligation.
- Are properly disclosed/accounted for.

4.4.2 Permissible Practices

Any spontaneously offered gifts or entertainment offers may be accepted or offered to employees of a private company, provided that they:

- Do not exceed the usual scope of a courtesy and recognized business customs.
- Occur infrequently.
- Do not create the appearance of an obligation.
- Are properly disclosed/accounted for.

4.4.3 Impermissible Practices

- Gifts on a private basis must not be offered to circumvent their proper accounting.
- Subject to any explicitly different legal regulations, no gift or entertainment offer may generally be offered to a public official in any form.
- Third parties must not demand gifts or entertainment offers.

4.5 Competition Behavior

Varioprint AG and its business partners commit to a free market economy and fair competition, adhering to applicable competition and antitrust laws. In particular, no unfair practices are employed, and there are no agreements with competitors regarding prices, territories, or customers. Business partners are not mandated resale prices, and passive sales are not prohibited.

Furthermore, Varioprint AG and its business partners recognize and comply with relevant international trade restrictions and regulations of various countries and international organizations such as the USA, EU, and United Nations. In case of doubt, planned actions or agreements containing provisions that may hinder competition or violate international trade restrictions must be reported to the respective Compliance Manager and potentially examined by a specialist.

4.6 Confidentiality and Data Protection

Confidential information is only shared internally with individuals who require it for the performance of their business activities and who are authorized to receive it.

For confidential or protected information, the obligation of confidentiality applies not only during the business relationship but also extends beyond its termination.

Confidential or otherwise protected information about customers and other business partners of Varioprint AG is protected in accordance with relevant legal (data protection) regulations and, where applicable, contractual agreements.

4.7 Conflicts of Interest

Situations where personal interests or the interests of third parties actually or potentially conflict with the interests of Varioprint AG are to be avoided.

Identified or suspected conflicts of interest (e.g., entering into business relationships with friends or family members) must be disclosed and immediately reported to the supervisor. If necessary, the procedure to be followed in such cases will be determined in collaboration with the respective Compliance Manager.

4.8 Protection of Assets

The tangible and intangible assets, as well as financial resources, of Varioprint AG are to be safeguarded to the best possible extent against theft, loss, misuse, and waste, and they are to be handled with care.

Their use, especially concerning the internet, emails, and electronic tools, is fundamentally and primarily restricted to business purposes.

Expenditures for business and personal matters must be strictly separated. In addition to the relevant expense regulations, the principles of clarity, transparency, and verifiability (receipt) apply to business expenses.

4.9 Accuracy of Accounting and Reporting

The records and reports must be accurate, complete, and truthful to the best of one's knowledge. The principles of proper accounting are adhered to. In particular, each accounting entry is based on documents that correspond to the facts, and all assets and transactions are recorded.

4.10 Communication

Open and effective communication at all levels involves accurate, timely, complete, and truthful communication. This applies regardless of whether it is internal or external communication.

Social media allows for immediate communication to a large audience. When using them, it must be ensured that there is no violation of applicable labor and data protection regulations or other internal guidelines.

4.11 Collaboration

In order to carry out daily work successfully and with commitment in a positive business environment, individuals should treat each other with courtesy, openness, and mutual respect.

Tensions and conflicts should be addressed openly, explored, and resolved. Likewise, individuals take full responsibility for assigned tasks.

4.12 Equal Opportunities

Varioprint AG and its business partners are committed to appropriately compensating employees for their performance, ensuring equal opportunities regardless of their origin, gender, or other non-professionally relevant characteristics, and supporting them in their personal and professional development.

4.13 No Harassment

Bullying, discrimination, sexual harassment, or any other form of harassment is not tolerated and is consistently sanctioned in proven cases.

4.14 Environment, Health, Safety

Varioprint AG and its business partners act sustainably and responsibly, creating secure work environments. They consider it an ongoing task to continuously improve their warehouses, workplaces, processes, services, and products while adhering to applicable regulations regarding the environment, health, and safety.

4.15 Protection against Child or Forced Labor

We and our business partners categorically reject child or forced labor without exception.

4.16 Information and Reporting

Any observations or perceptions indicating that others are evidently not adhering to the provisions of this policy must be promptly reported to the Compliance Manager of the respective company. The report should include the individual's identity, relevant information (such as who, what, when, where, with whom, how), and the mention of any possible evidence.

4.17 Protection

Any person making a report in good faith and in the best interest of the company will be protected and should not fear any disadvantages. Confidentiality is fully maintained within the legally permissible limits. No retaliatory measures should be taken against them.

However, this protection does not apply to those who make abusive or false reports.

4.18 Consequences

In the event that the provisions of this policy are not adhered to, the company may face the following consequences:

Loss of reputation, damages, and/or fines.