

## Code of Conduct

Veramaris aims to be one of the innovative companies which makes a significant contribution towards sustainability and the United Nations Sustainable Development Goals, particularly “Life Under Water”.

Whilst we will do so with courage & determination, we will act responsibly & be accountable for our actions. This implies we will conduct business fairly, transparently and in compliance with applicable laws, internal policies & company practices. Compliance is essential to gain trust & respect from all our stakeholders and employees. We shall regularly review our commitment and update accordingly, endeavoring to improve and set new standards in compliance.

Let us act & behave responsibly.



Karim Kurmaly  
CEO

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## Scope

This Code of Conduct applies for Veramaris VOF, in other words for

- A) all employees of Veramaris VOF, including employees seconded to Veramaris VOF by an ultimate parent company (e.g. Koninklijke DSM N.V. or Evonik Industries AG),
- B) all employees of companies where Veramaris VOF directly or indirectly holds more than 50 percent of the shares or is able to exert a controlling of influence in any other way, and
- C) the Board of Veramaris VOF and all managing bodies of the companies referred to in this Code of Conduct, they are included in the term “employees”.

At all other affiliated companies, the managing directors of the Veramaris company that owns the shareholding are required

to work towards implementing comparable principles in their company.

## General Principles and Obligations

Veramaris defines compliance as observing all applicable laws, internal regulations and binding voluntary commitments. The main compliance requirements are set out in this Code of Conduct.

All employees must observe the rules set out in this Code of Conduct. They are required to familiarize themselves with the Code of Conduct and take part in the related training sessions.

- All supervisors act as role models. They therefore have a special responsibility and must ensure that employees under their supervision observe the rules of the Code of Conduct. This Code of Conduct may be supplemented by internal regulations. These must correlate with the Code of Conduct and must be disseminated appropriately within the company. This Code of Conduct sets minimum standards and takes precedence over less stringent national laws. If there is any conflict, mandatory local law shall prevail. Timely consultation of the line manager or CEO must be ensured to clarify any questions relating to this Code of Conduct.

## Four-Eyes Principle

*Veramaris expects employees to carefully consider whether they may take decisions on their own, or whether it is appropriate to involve other employees*

Some decisions can have a significant legal, economic or substantive impact. In such cases, it is important to avoid taking incorrect decisions and to exclude all possibility of abuse. Therefore, Veramaris has internal regulations which stipulate that at least two authorized employees must be involved in decisions ("four-eyes principle"). In addition to this, all employees must consider carefully on a case-by-case basis whether they are authorized to take a decision in their area of responsibility on their own, or whether it is appropriate to involve other employees.

## Internationally Recognized Human Rights, Labor and Social Standards

*Veramaris respects internationally recognized human rights.*

As a global company, Veramaris is committed, in particular to the principles of the International Charter of Human Rights, the ten principles of the UN Global Compact, the OECD Guidelines for Multinational Enterprises, the labor and social standards of the International Labor Organization (ILO), and the principle of social partnership. In addition to the equality of all human rights, the following principles are especially important to Veramaris:

- the right to equality of opportunity and freedom from discrimination
- the avoidance of all forms of child labor and forced labor
- the right to freedom of association and to collective bargaining
- fair remuneration and additional benefits based on local market conditions
- observance of the applicable rules on working hours

Equality of opportunity, diversity, and fair and respectful treatment of others play a key role for Veramaris as an employer. Veramaris therefore expects its employees to act accordingly in their work. In their business relationships all employees must respect the rights of others, and national and cultural diversity. No employee, other person employed by Veramaris, prospective employee or business partner may be treated unfairly, accorded preferential treatment, placed at a disadvantage or excluded based on race or ethnic origin, skin color, gender, religion or philosophy, physical constitution, appearance, age, sexual identity or other attributes that are protected by law. All forms of harassment are prohibited. Veramaris does not tolerate actions that contribute to or support the violation of human rights.

If employees are concerned about any of the issues referred to in this section, they should contact the Chairman of the Board of Veramaris.

## Environment, Safety, Health & Quality

*Veramaris regards the protection of people's health and safety and environmental responsibility as essential elements of corporate conduct. The principles of Responsible Care are binding for Veramaris worldwide.*

Veramaris produces and markets products that benefit people. The safety and environmental compatibility of its products has top priority for Veramaris. Quality management is used to steadily improve products and production processes, avoid errors, further improve safety, and reduce the use of energy and raw materials. In view of this, employees engaged in associated activities are required to make careful use of the air, water and the soil in accordance with the applicable legal requirements. Waste must be disposed of in accordance with the statutory provisions. The construction, operation, modification and extension of production plants must comply with the permitting regulations.

Veramaris follows high global standards to ensure a uniform safety culture. It continuously drives forward measures to protect health and improve occupational, plant and transportation safety. Material- and production-related risks are systematically reduced. To prevent danger to themselves and others, employees must always observe all relevant safety regulations. In addition, all applicable legal requirements on



handling and producing chemicals must be observed. All employees are responsible for safety in their area of work. Veramaris is a good neighbor for the communities around its sites. That includes providing transparent information and engaging in dialog. Veramaris informs its customers of the correct use and possible impact of its products on people and the environment in compliance with legal requirements. Veramaris expects employees to work constructively with the authorities, where applicable.

## Antitrust Law

*Veramaris is committed to fair competition and complies with antitrust and competition law.*

Fair competition provides an incentive for innovation and high-quality products for the benefit of consumers. Veramaris fosters fair competition and complies with antitrust and competition law.

All employees are required to strictly observe antitrust law and the corresponding internal regulations and to seek legal advice if there is any doubt.

### *PROHIBITION OF CARTELS*

Anti-competitive agreements with competitors are forbidden, irrespective of the market position of those involved. Moreover, it is forbidden to bring about any understanding with competitors on such matters. In many countries, merely giving, receiving or exchanging information on issues of relevance for competition is not permitted.

Meetings between competitors are only possible if there is a legitimate commercial reason that is not in itself anti-competitive. Agreements with other companies—for example, suppliers, customers and distributors—may also be subject to antitrust restrictions, especially if Veramaris or its business partner has a strong market position.

In general, there is a ban on issuing instructions to distributors on the resale prices they may charge. Exceptions are only permitted in rare cases and must be compliant with local law. Prior legal consent must always be obtained.

### *MARKET DOMINANCE*

In many countries, companies which have a strong market position are subject to specific antitrust restrictions, especially if they are deemed to have a dominant market position. In other words, abuse of market dominance is forbidden. Legal advice must be obtained to assess whether there is any such abuse or whether a dominant market position exists.

### *MERGER CONTROL*

The acquisition and divestment of companies and business activities, and mergers are normally subject to the prior approval of the relevant antitrust authorities. In order to make sure that all relevant aspects are considered, legal advice must be obtained at an early stage. Failure to notify the authorities

or even delayed notification can result in substantial fines and the transaction may even be declared invalid.

## Taxes and Prevention of Money Laundering

*Veramaris complies with all tax and anti-money laundering regulations worldwide.*

Veramaris is aware of its corporate responsibility to meet its tax obligations. In its worldwide operations, Veramaris and its employees therefore always observe the applicable national tax law. In view of the diversity of local tax laws Veramaris has issued internal regulations to standardize cross-border issues. These are mandatory where local tax laws are less stringent. In all other cases, employees must always observe local tax laws.

In addition, Veramaris complies with all laws on preventing money laundering and the financing of terrorism. Money laundering involves obfuscating illegal sources of funds by introducing such funds into legal business and financial systems.

Payments to or by Veramaris in cash are forbidden, except where the sums involved are negligible. All payments must comply with tax laws as well as anti-money laundering and anti-corruption regulations.

## Foreign Trade and Export Controls

*Veramaris supports global endeavors to prevent the production of nuclear, biological and chemical weapons and the development of suitable launch technologies and complies with all applicable foreign trade and customs regulations.*

Trade in goods, services and technologies is regulated by national and international laws. In the cross-border purchase or sale of products, services and technologies, all employees must comply with the foreign trade and customs laws in their area of responsibility. All imports and exports must be declared correctly and transparently to the customs authorities. Lawful conduct of import and export business must be evaluated in advance by the experts responsible for foreign trade on the basis of the applicable regulations.

## Ban on Corruption

*Veramaris bans all forms of corruption*

Corruption means requesting, accepting, offering or granting personal benefits in connection with a business transaction or public function. Such benefits may be a gift, an invitation or another favor that benefits the person involved or a third party, for example, a relative.

Since corruption normally distorts competition and jeopardizes the integrity of state conduct if a public official is involved, it is illegal in nearly all countries.

#### **WHAT IS NOT ALLOWED?**

Veramaris is committed to fair competition to the benefit of its customers, shareholders and other stakeholders. In addition, Veramaris respects the independence of public officials. Therefore, Veramaris bans all forms of corruption, including “facilitation payments”. These are payments made to a public official to initiate or speed up routine official acts to which Veramaris is entitled. Veramaris therefore sets stricter standards than the law in some countries.

Benefits in the form of cash and similar payments are not permitted, even in cases where they would not constitute corruption. However, in some cases, regional regulations issued by Veramaris may permit exceptions. These must be authorized by the responsible Compliance Officer.

#### **WHAT IS ALLOWED?**

In practice, gifts and invitations to employees, business partners and public officials are the most common type of benefit. The granting and acceptance of such benefits is only allowed if they are appropriate. In particular, the acceptance of an appropriate benefit must not influence or even appear to influence the employee’s decisions. That is measured primarily by the financial value of the benefit, the function and position of the recipient, its timing in relation to negotiations and decision-making processes, and by business customs in the country concerned.

Benefits to related parties, for example, family members, are only permitted in very limited circumstances. Particularly stringent legal restrictions apply to benefits to public officials. Public officials do not simply comprise people who hold an official position or function, for example, representatives of authorities. University professors and representatives of state-owned companies may also be considered officials. Benefits to public officials are therefore only permitted on a very limited scale, subject to Veramaris’ regional regulations.

#### **RELATIONSHIPS WITH BUSINESS PARTNERS**

Relationships with business partners must be based exclusively on objective criteria. That applies above all to the selection of business partners.

## **Data Protection**

*Veramaris ensures a uniform and appropriate level of data protection*

Veramaris uses methods of electronic data interchange for its own business purposes and for future innovative applications. At the same time, Veramaris is aware of the associated risks. When handling personal data on employees and business partners, Veramaris therefore protects and respects the personal rights and privacy of the people concerned.

Employees may only collect, use and process data that relate to or could relate to individuals in accordance with the principles of lawfulness, transparency and proportionality. In addition, employees may only collect, use and process data to the extent that is absolutely necessary (data minimization).

## **Utilization and Protection of Assets and Resources**

*Veramaris expects employees to utilize the assets and resources provided by the company and third parties correctly and responsibly.*

Veramaris’ assets and resources include the equipment and services made available to employees for their work. They also include Veramaris’ intellectual property—for example, inventions, patents, brands and certain confidential business-related information. This is especially valuable to Veramaris as an innovative company.

Veramaris’ assets and resources also include IT systems. Large quantities of data are processed, transmitted and stored digitally. Therefore, the associated IT systems are a vital element in Veramaris’ business processes. Unauthorized intervention in IT systems is not allowed because it can cause serious disruption to their availability and functioning and therefore disrupt Veramaris’ business processes.

Every employee must handle Veramaris’ assets and resources correctly and responsibly. They must be protected from loss, damage and misuse. Using Veramaris’ assets and resources for private or non-business purposes is not permitted unless the employee has first obtained explicit permission.

The rules set out in the previous paragraph also apply to assets and resources, including intellectual property, belonging to business partners and other third parties. The loss, damage or misuse of such assets and resources can have serious consequences for Veramaris and for employees who break the rules

## **Integrity in Reporting and Capital Market Regulations**

*Veramaris’ parent companies are publicly listed companies. Consequently, Veramaris respects the integrity of reporting and observes the applicable capital market regulations.*

It is important to secure the trust of shareholders and investors, to ensure correct financial reporting and equal treatment of all investors.

#### **FINANCIAL REPORTING**

To ensure correct financial reporting, all relevant circumstances must be documented in full and correctly, and accounted for in accordance with the relevant external regulations. In addition, all accounting records and the



documents associated with all transactions must be reflected completely and correctly.

### **INSIDER INFORMATION**

Insider information is information relating to issuers and to financial instruments such as shares and bonds that could have a substantial influence on the price of these financial instruments or the price of related financial derivatives if it were to become public knowledge.

Insider information must be treated confidentially. It must not be unlawfully disclosed. Employees may not use such information to purchase or sell such financial instruments for themselves or arrange for third parties to do so. In addition, employees must comply with all other applicable insider trading rules and local law.

## **Conflicts of Interest**

*Strict separation of private and business interests is very important to Veramaris.*

Employees' personal relationships or interests must not influence their work for Veramaris. Therefore, both actual conflicts of interest and the mere appearance of a conflict of interest must be avoided. All employees are required to report actual or possible conflicts of interest to avoid potential consequences for themselves under employment law or criminal law, and to avoid harming Veramaris.

**CONFLICTS OF INTEREST MAY ARISE AS A RESULT OF:**

### **1. Secondary employment**

Secondary employment can impair Veramaris' interests. Firstly, because employees have an obligation to dedicate their entire working capacity to the benefit of Veramaris within their employment relationship. And secondly, because secondary employment could affect employees' business decisions at Veramaris, or decisions made by third parties about Veramaris. As a general rule, all employees are therefore required to report any entrepreneurial activity, commercial work for a third party, or corresponding functions assumed at a third party.

This obligation also applies to employees who take on a public or political function, or undertake social, charitable or other work, unless the nature and extent of the function or work is such that it is not likely to impair Veramaris' interests.

The general duty to report secondary employment and the activities outlined above apply regardless whether the employee receives remuneration or undertakes the work on a voluntary basis.

**2 Financial interests in competitors, business partners or other companies connected to Veramaris**

Employees must notify Veramaris of any direct or indirect financial interest exceeding 5 percent in a competitor or business partner of Veramaris—especially customers, suppliers, distributors, agents, consultants, service-providers and other companies with a connection to Veramaris. This obligation also applies if the financial interest is not held by the employee but by a relative or other related party (see below), provided the employee is aware of the interest held.

### **3 Business transactions and decisions involving relatives and other related parties**

Employees must report all business and personnel decisions in connection with Veramaris involving the following relatives and other related parties:

- Spouse
- Life partner/registered civil partner
- Parents, parents-in-law, step-parents
- Children, children-in-law, step-children
- Siblings, half-siblings, step-siblings
- Other persons living in the same household
- Other persons with whom they have a close personal and/or economic or financial relationship

### **What action is required in the above cases?**

In all three cases outlined above, employees are required to notify the Chairman of the Board in writing as soon as possible. Notification is not necessary if applicable local law conflicts with this obligation.

Employees must wait for a decision by the Chairman of the Board. In particular, they may not take up notifiable secondary employment, transact business, or make any related decision before they have received the consent of the Chairman of the Board. In the case of secondary employment, consent will be given if there is no conflict with Veramaris' legitimate interests.

Where employment contracts specify additional or other arrangements, these must be observed. This also applies to local regulations based on mandatory local law.

## **External Communication**

*Veramaris is committed to open, timely, uniform and reliable communication with all stakeholders.*

Employees who make public statements about Veramaris influence the image of Veramaris especially in relation to stakeholders such as the media, business partners, competitors etc. Employees may express their private opinion in public, however, they must never imply they are speaking on behalf of Veramaris. This applies especially when using social media. Public statements on behalf of Veramaris may only be made by persons who are specifically authorized to do so.

Veramaris also regards sponsorship as a part of external communication. Veramaris uses sponsorship for promotional and public relations purposes. Sponsorship by Veramaris covers sports, culture, science and other areas of importance to society. Sponsorship is only permitted with the prior written approval of the General Managers

## Social and Political Commitment

*Veramaris is convinced that social and political commitment is essential for the interaction of business and society. Veramaris demonstrates its social responsibility in a variety of different ways.*

- Veramaris makes donations of money and materials to support cultural, social, religious, scientific, political and charitable causes. Donations are only permitted if they comply with internal regulations.  
Political advocacy on behalf of Veramaris must be based on the principle of transparency.

## Sanctions and Consequences

- This Code of Conduct is an integral part of the employment relationship between Veramaris and every employee. Violating this Code of Conduct can have serious consequences for employees, for example, disciplinary action under employment law, including termination of employment, or claims for compensation by Veramaris or third parties. If violating this Code of Conduct also constitutes a criminal offence, such violation may also result in criminal proceedings, which could lead to the employee being fined or imprisoned. Violating this Code of Conduct is never in Veramaris' interest (zero-tolerance principle). In such cases, employees may not use the defense that they believed they were acting in Veramaris' interest.  
Even a violation of this Code of Conduct by a single employee can seriously harm Veramaris' reputation and result in considerable financial damage, for example, through fines and claims for compensation

## Whistleblower System

Every employee is required to report possible or actual violations of this Code of Conduct to the Chairman of the Board of Veramaris without delay, regardless whether they relate to the employee or to his/her colleagues. Veramaris investigates all alleged violations and treats all information with the greatest possible confidentiality. Veramaris does not tolerate any disadvantage to employees who report possible or actual violations or cooperate in the investigation of such violations—except if the allegations comprise an abuse of the whistleblower system.