

CODE OF
CONDUCT

for

Wickey GmbH & Co. KG

Timber Tim GmbH & Co. KG

Wickey Verwaltungs GmbH

Timber Tim Verwaltungs GmbH

Wickey Holding B.V.

Wickey B.V.

Index

FOREWORD	2
CONDUCT IN BUSINESS	3
COMPLIANCE WITH THE LAW	3
AVOIDING CONFLICTS OF INTEREST	3
GIFTS AND HOSPITALITY	3
GIFTS TO EXTERNAL PARTIES	3
GIFTS FROM EXTERNAL PARTIES	4
PAYMENTS TO THIRD PARTIES	4
GENERAL	4
COMMISSION PAYMENTS	4
AGENTS, CONSULTANTS, COMMISSIONERS, DISTRIBUTORS, DEALERS, AND OTHER SIMILAR THIRD PARTIES	4
FAIR COMPETITION	5
PREVENTING MONEY LAUNDERING	5
CONDUCT TOWARDS COLLEAGUES AND EMPLOYEES	5
EQUAL TREATMENT AND NON-DISCRIMINATION	5
HUMAN AND LABOR RIGHTS	6
OCCUPATIONAL HEALTH AND SAFETY	6
CONDUCT WITHIN THE SOCIETY	6
SUSTAINABILITY AND PROTECTION OF ENVIRONMENT AND CLIMATE	6
BEHAVIOR IN PUBLIC AND COMMUNICATIONS	6
HANDLING OF INFORMATION	7
REPORTING	7
CONFIDENTIAL COMPANY INFORMATION / INSIDE INFORMATION	7
DATA PROTECTION AND INFORMATION SECURITY	7
PROTECTION OF COMPANY PROPERTY	8
IMPLEMENTATION AND CONTACTS	8
CONSEQUENCES OF NON- COMPLIANCE	8
REPORTING VIOLATIONS	8

Foreword

Dear Colleagues,

For the first time, the basic rules and principles governing our behavior now and, in the future, have been brought together in this Code of Conduct.

It provides an orientation framework and applies equally to everyone – (advisory) board members, MT-members, Head- ofs, and every employee.

It sets a standard for ourselves and at the same time represents a promise that we will act responsibly both externally in our dealings with business partners and the general public as well as internally in our interactions with colleagues. We bear joint responsibility for our company's reputation.

Misconduct by individuals can cause immense harm to all of us. So please read this code of conduct carefully and let us use it to guide our day-to-day conduct.

Gangelt, June 2024

Conduct in business

Compliance with the law

Compliance with law, rules and regulations is for us an essential basic principle of responsible business conduct. All employees must comply with local, state, and federal laws, as well as with Company policies and procedures. Violations may result in disciplinary action, up to and including termination. We adhere to legal prohibitions and requirements at all times, even if this involves short-term business disadvantages or difficulties for the Company or individuals. Where national laws are more restrictive than the rules applying at Wickey, the national laws take precedence.

Avoiding conflicts of interest

At Wickey, business decisions are made exclusively in the best interests of the Company. Any conflicts of interest with personal matters or other business or non-business activities, including those of relatives or other related parties should be avoided. Should such conflicts nevertheless occur, they must be resolved in accordance with the law and company policies. Conflicts must be dealt with openly and transparently.

Gifts and hospitality

Business decisions should be based solely on benefits to Wickey and not on considerations of past or future personal gain. Wickey may provide and accept business amenities to strengthen and build legitimate business relationships. However, as personal favours and gifts may influence business relationships negatively, they should not be requested or given in circumstances that may compromise the integrity of business decisions or create the appearance of impropriety. The acceptance or offer of gifts and favours is only allowed in accordance with applicable laws and this Code of Conduct. Any questions with respect to gifts or favours can be discussed with the Head of Legal or the Head of HR.

Gifts to external parties

Gifts to external parties (including invitations to sports or other hospitality events as a guest of Wickey) may only be given as a business courtesy, provided such practice is accepted, locally and in the industry, and is in compliance with applicable laws. Gifts may not be given in the form of cash. Gifts to public and governmental officials are prohibited.

Furthermore, the gift should not have a value that may influence a business decision and/or may lead to a relationship of dependency or create the appearance of impropriety. Records of gifts given to a person who is a business relation with a value of more than EUR 200 in the case of Wickey products or EUR 100 in the case of non-Wickey products must be registered locally in an accurate and complete manner by the person who authorized the gift(s).

It is prohibited to provide personal financial assistance of any kind to a customer or other business contact.

Gifts from external parties

In general, a non-cash gift (not exceeding value EUR 50) may be accepted if given voluntarily and if there is no reasonable likelihood that it will influence the judgment or actions of a Wickey employee in performing his/her duties for Wickey. When refusing a gift with a higher value would be discourteous, the gift must be promptly turned over to Head of Legal or Head of HR.

Additional guidelines with regard to receiving gifts:

- Personal financial assistance of any kind provided by a supplier or other business contact, other than a financial institution acting in the ordinary course of business, is prohibited.
- Attendance at sports and other hospitality events as the guest of a business contact is permissible only up to two times a year per business contact.
- Travel and overnight accommodation paid for by third parties such as (potential) suppliers is not allowed.
- Invitations for occasional lunch or dinner in restaurants may be offered and accepted in line with above general requirements.

Payments to third parties

General

Wickey only makes payment to the provider of goods or services received. Any payment for company's products or services must be made to the company, not to an individual. A request to divert a payment to an entity or person offshore will be subject to further verification by the Finance department with an escalation possibility to the CFO. All payments must be properly and fairly recorded in appropriate books of account available for inspection by internal audit. There must be no 'off the books' or secret accounts. No payments will be channeled through agents, consultants, commissioners, distributors, dealers, intermediaries and other similar third parties (hereinafter: third parties). All payments made to a third party should be intended for the third party itself.

Cash payments are not permitted; all payments should be made to a bank account designated in writing. Only if, in specific countries, contracts are still paid in cash as a normal operating procedure, Wickey's CFO can approve deviating from this directive on a case by case basis.

Commission payments

The objective of this policy is to make sure that the hard rule laid down in the Code of Conduct on the prohibition of bribes in any form is not circumvented by commission payments. Against this background, the acceptability of a commission payment has to be determined on the basis of a thorough evaluation and assessment, by responsible management, of all relevant Information in respect of the proposed commission, the services to be provided, as well as the third party to whom it is to be paid. Any commission payment to a third party should be justified by clear and demonstrable services rendered by that party to Wickey. In case of doubt, the Finance Department should be contacted.

Agents, consultants, commissioners, distributors, dealers, and other similar third parties

The remuneration of third parties may not exceed the normal and reasonable commercial rates for the

legitimate service rendered by the third party. No part of any such remuneration shall be passed on as a corrupt payment or anything of value to any government official or to any employee or representative of any (prospective) customer or supplier.

A third party shall be appointed by virtue of a contract in writing, which shall always incorporate a reference to this Code of Conduct. The background of the third party must be reviewed thoroughly by the person proposing the third party in close cooperation with the finance department.

A third party may not be a government official. The contract with the third party shall include a provision under which the third party agrees explicitly not to offer, promise or pay bribes and shall provide for termination of the agent in the event of breach of this provision.

Fair competition

Wickey stands for technological competency, innovation, customer orientation and motivated, responsible employees. These factors are the basis of our high reputation and the long-term economic success of the Wickey group in global competition. Corruption and antitrust violations threaten these success factors and will not be tolerated (zero tolerance). For us, bribes and cartel agreements are not a means of winning business.

Wickey has and will further take wide-ranging measures to ensure compliance with anti-corruption and antitrust regulations and the policies based thereon. Infringements will not be tolerated and will result in sanctions against the persons concerned. All Board members, MT- members, Managers and every employee must be aware of the extraordinary risks which corruption and antitrust violations can mean for Wickey as well as for them personally. All employees are requested to contribute actively to their areas of responsibility in implementing the Wickey Compliance Program.

Preventing money laundering

Wickey fulfills its legal obligations to prevent money laundering and does not participate in money laundering activities. In cases of doubt, all employees are required to report unusual financial transactions, especially those involving cash, which could give grounds to suspect money laundering, to the responsible Finance or Legal department for review.

Conduct towards colleagues and employees

Equal treatment and non-discrimination

A culture of equal opportunities and mutual trust and respect is of great importance to us. We promote equal opportunities and prevent discrimination in the recruitment, promotion, training, and development of employees. We treat all employees equally, regardless of gender, age, skin color, culture, ethnic origin, sexual identity, disability, religion, or worldview.

Employees are expected to always conduct themselves professionally. This includes communicating respectfully and maintaining a positive attitude in the workplace

Human and labor rights

We respect internationally recognized human rights and support their observance. We reject all forms of forced and child labor. The right to appropriate compensation is recognized for all employees. Pay and other benefits shall at least comply with the respective national or local legal standards or the standards in the national economic sectors/ industries and regions.

Occupational health and safety

The safety and health of our employees are a corporate objective of equal standing with the quality of our products and our commercial success.

Occupational safety and health protection are an integral part of all business processes and are included from the outset – starting in the planning phase – in all technical, economic, and social considerations.

All employees shall promote safety and health in their work environment and comply with the health and safety regulations. All managers are obligated to instruct and support their employees in meeting this responsibility.

The same safety standards as for Wickey employees shall apply to employees of subcontractors. This is considered in selecting and working with subcontractors.

Conduct within the Society

Sustainability and protection of environment and climate

For us, sustainability, environmental and climate protection, and resource efficiency are key corporate objectives. When developing new products and services and when operating production, we ensure that all environmental and climate impacts are kept to a minimum.

Every employee bears responsibility for conserving natural resources and helping protect the environment and climate through their individual behavior.

Behavior in public and communications

We respect the right of free speech and the protection of personal rights and privacy. All employees should be aware that in their private lives, they can also be seen as part and representative of Wickey and are therefore called upon to safeguard the Company's standing and reputation in the way they act and conduct themselves in public, above all towards the media and also on social media platforms. When expressing a personal opinion, we take care not to allow our personal opinion to be linked to our function/work at Wickey.

Handling of information

Reporting

We attach great importance to being open and truthful in our reporting and communications on the Company's business transactions to investors, employees, customers, business partners, the general public and government institutions. Every employee shall ensure that both internal and external reports, records, and other documents of Wickey comply with the applicable legal rules and standards and are therefore complete and always correct.

Confidential company information / inside information

We take the necessary steps to suitably protect confidential information and business documents from access and inspection by unauthorized colleagues and other third parties.

All information regarding Wickey's business (including customer data) and its employees is regarded as confidential ("Confidential Information")

All employees are expected to protect Confidential Information. Unauthorized disclosure is strictly prohibited. Before sharing Confidential Information, the responsible MT- member needs to approve it. Also, a contractual regulation about confidentiality (NDA) needs to be signed before sharing.

Employees of Wickey who possess concrete information about facts and circumstances not known to the public shall handle this information confidentially and with care.

Data protection and information security

It is important to us to protect all personal data as good as possible. It is therefore mandatory to apply to all implemented regulations and standards. In general, this is the General Data Protection Regulation (GDPR) for entire Europe, the Bundesdatenschutzgesetz in Germany (BDSG) and the Algemene Verordening Gegevensbescherming (AVG) in the Netherlands. Personal data may be collected or processed only if permitted by law. All employees have a duty to report breaches of data protection law to the legal department (preferred) or the external data protection officer. These can be internal violations as well as violations affecting external parties. All employees have the opportunity to exercise their rights to information, deletion, revocation of consent, etc.

Annual training on data protection is mandatory. If this is not possible on the dates offered, it must be carried out as soon as possible.

We are in the process to define further guidelines which will be setup in a timely manner. All current regulations can be found in the Wickey handbook.

Protection of company property

We use the Company's property and resources correctly and carefully and protect them from loss, theft, and misuse. Our Company's intellectual property represents a competitive advantage for Wickey and is therefore a valuable asset which we protect against all unauthorized access by third parties.

We use the Company's tangible and intangible assets exclusively for business purposes and not for personal reasons except where expressly permitted.

Respect the principles of responsible use of devices, including safeguarding against loss and theft, and report immediately to IT in case of loss.

Implementation and contacts

Wickey shall actively promote communication of the Code of Conduct and policies and agreements which may arise from it. The individual companies shall ensure implementation, and that no employee is disadvantaged by complying with it.

In their special capacity as role models, our managers have a particular responsibility to ensure that their actions measure up to the Code of Conduct. They are the first point of contact for questions on understanding the rules and must ensure that all employees know and understand the Code of Conduct. As part of their management duties, they shall prevent unacceptable conduct and take suitable measures to avoid infringements of rules in their area of responsibility. Good and trusting relations between employees and managers are reflected in honest and open communication and mutual support.

Training courses and workshops on various topics, such as data protection, anti-corruption, antitrust etc., are held at regular intervals to reinforce the values mentioned here. Participation in such training courses and workshops is mandatory for all employees.

For further questions relating to the Code of Conduct all employees as well as third parties (customers, suppliers, etc.) can also contact the Head of HR or the Head of Legal.

Consequences of Non- Compliance

Violations of this Code of Conduct may result in disciplinary action, ranging from counselling and retraining to suspension or termination of employment.

Reporting Violations

Employees are encouraged to report any suspected violations of this Code of Conduct promptly. Reports can be made to the supervisor, Head of HR or Head of Legal.

Besides this we implemented an external “whistleblowing system” according to the EU-Whistleblower Protection Act (in Germany “Hinweisgeberschutzgesetz”). This act intends to protect individuals who have gained knowledge of breaches of statutory provisions or other binding regulations in the course of their professional activities and report them. The act makes sure that whistleblowers can disclose complaints without fear of reprisals. This can be done here [Hinweisgeberschutzsystem der Wickey GmbH & Co. KG, TimberTim GmbH & Co. KG, Wickey B.V., Wickey Holding B.V](#)

Every report is taken seriously and will be followed upon.

By adhering to this Code of Conduct, we contribute to the success and reputation of Wickey. We are all responsible for creating and maintaining a positive and ethical work.