

Code of Conduct for Suppliers of Mainova Group



General

The following contents of this document have been adopted unchanged and in full from the template for a Supplier Code of Conduct provided by the German Association of Energy and Water Industries (BDEW). This template was developed by an expert group within the project group “Standardization Processes in Procurement.” Additional information that deviates from the template is highlighted.

Our goal is to make Germany, Europe, and the world a better place to live. We are leading Germany toward climate neutrality with a secure and efficient energy supply and are committed to a secure and sustainable water supply.

In providing services in the energy industry, telecommunications, (municipal) public services, and beyond, we are committed to environmentally and socially responsible corporate governance. We act in accordance with this Supplier Code of Conduct (hereinafter referred to as the “SCoC”) and regard it as an essential basis for cooperation with our suppliers.

The SCoC sets out guidelines and requirements for suppliers and is based on recognized international standards such as the UN Guiding Principles on Business and Human Rights, the labor standards of the International Labor Organization (ILO), and the Supply Chain Due Diligence Act (LkSG).

The aim of this SCoC is to establish standards for integrity, transparency, and environmental and social responsibility in the industry and to reduce the burden on our suppliers by standardizing requirements. We want to achieve this goal in a spirit of partnership with our suppliers.



Effective implementation of requirements

► Compliance and monitoring

For future cooperation, the contracting parties agree to the validity of the following provisions for a joint code of conduct. This agreement shall serve as the basis for all future deliveries. The contracting parties undertake to comply with the principles and requirements of the SCoC and to support each other in doing so.

We require our suppliers to take effective measures appropriate to their respective businesses to implement the requirements of this SCoC. Upon request, they shall provide us with evidence of the measures taken. In doing so, they may refer to certificates and audit results, if available. In connection with compliance with these requirements, we also reserve the right to request information on products, services, and subcontractors and to carry out random checks.

► Due diligence along the supply chain

Our suppliers inform and instruct their employees and ensure that they comply with the principles of this SCoC. They also pass on the contents to their sub-suppliers.

► Reporting violations, confidentiality, and protection

Our suppliers and sub-suppliers, as well as their employees, have the opportunity to report complaints and indications of violations of this SCoC. Our suppliers may not take any action that hinders or impedes the reporting of indications or violations. The indications received are treated confidentially and whistleblowers are effectively protected from discrimination.

Our contact details for reporting complaints and indications of violations are as follows:

Chief Compliance Officer:

Ms. Christina Stoyanov
Solmsstraße 38
60486 Frankfurt am Main
Email: compliance@mainova.de
Phone: +4969 213-25212

External Ombudsperson:

Lawyer Dr. Caroline Jacob
Kaiserstraße 22
60311 Frankfurt am Main
Email: dr-jacob@dr-buchert.de
Phone: +4969 71033330

► Information channels and contact persons

If a violation of essential requirements and obligations of this SCoC becomes known, our suppliers shall contact us. There should be a responsible person or contact point at our supplier's business, to whom one can turn in the event of violations of this SCoC or other legal violations.

► Cooperation and consequences

In the event of violations, appropriate measures must be taken. These can be discussed and agreed upon jointly in order to minimize risk or remedy the situation. We consider shared responsibility and cooperation based on partnership to be important elements in this regard. Serious or repeated violations may lead to the suspension or termination of the business relationship.



Environment

Our suppliers must comply with applicable environmental laws and regulations as well as official requirements. Together with our suppliers, we take appropriate measures to minimize the negative environmental impact of our business activities and ensure the sustainable use of natural resources. This includes, in particular, the avoidance or reduction of emissions into the air, water, and soil, as well as the promotion of energy- and resource-efficient production processes. Measures to reduce greenhouse gases, promote biodiversity, and switch to a circular economy should also be implemented.

► Protecting the environment and climate

We expect our suppliers to implement effective environmental management systems, ideally certified according to internationally recognized standards. These systems should include clear goals and measures for the continuous improvement of environmental performance. We also expect our suppliers to actively work towards balancing the greenhouse gases of their entire business activities (corporate carbon footprint, CCF) and key products (product carbon footprint, PCF) and to actively contribute to achieving the Paris Climate Agreement and reducing greenhouse gas emissions. Our suppliers provide us with the relevant data on their greenhouse gas emissions by mutual agreement.

► Handling waste and hazardous substances

Responsible handling of waste, hazardous substances, and industrial wastewater is essential. Our suppliers must avoid, minimize, recycle, or dispose of waste properly wherever possible. The Basel Convention must be complied with in the event of cross-border waste shipments and environmentally sound disposal. In addition, measures should be introduced to reduce the generation of wastewater.

The use of hazardous substances should be reduced where possible or replaced by more environmentally friendly alternatives. In addition, all necessary safety precautions must be taken to protect people and the environment from the potential dangers posed by such substances. To this end, we expect compliance with the Stockholm Convention on Persistent Organic Pollutants and the Minamata Convention on Mercury.



Social

Our suppliers are obliged to respect internationally recognized human rights and to promote compliance with them. They do not commit any human rights violations and work to ensure that their suppliers do not commit or participate in such violations either. This also includes the protection of human rights activists.

► Child labor and employment of young people

Our suppliers prohibit any form of child labor. The minimum age for employment is determined by the respective national laws. Young people may only be employed under special protective measures and are prohibited from performing hazardous work.

► Forced labor and slavery

Any form of forced labor, slavery, or similar labor such as bonded labor, human trafficking, and labor performed under threat of punishment will not be tolerated. All work must be performed voluntarily, and our suppliers' employees have the right to freely choose and terminate their employment. Disciplinary measures must be appropriate and must not include humiliation, corporal punishment, or physical and psychological coercion.

► Freedom of association and collective bargaining

Our suppliers respect their employees' right to freedom of association and collective bargaining within the framework of applicable laws. In countries with restricted rights, they allow alternative, legally compliant forms of employee representation.

► Equality and discrimination

We expect our suppliers to refrain from discrimination based on skin color, nationality, ethnic and social origin, gender, age, sexual orientation, health status, disability, religion, political opinion, ideology, membership in a workers' union, or other personal characteristics. All employees must be treated fairly and with respect, and harassment or abuse of any kind will not be tolerated.



Ethical business conduct (Governance)

► Remuneration and working hours

All employees must be granted at least a reasonable and living wage and sufficient rest and vacation time in accordance with applicable laws and regulations. Overtime should be paid at least at the regular hourly wage and must be voluntary. Remuneration must be communicated in a transparent and understandable manner and, like the specified working hours, rest periods, and vacation time, must be set out in a contract. Disciplinary measures must not result in the unjustified withholding of wages or deductions.

► Occupational health and safety

Our suppliers must ensure occupational health and safety for their employees in accordance with applicable laws and regulations. All hazards and resulting health risks to which employees are exposed must be assessed appropriately and at regular intervals, and the necessary protective measures must be taken. Employees must be guaranteed at least free access to drinking water, sanitary facilities, adequate fire protection, lighting, ventilation and, where necessary, suitable personal protective equipment.

► Use of security personnel

Our suppliers shall ensure that the security personnel they employ respect the rights and dignity of employees at all times and, in the event of a threat, only take countermeasures appropriate to the situation. Security tasks for the protection of business projects shall not be delegated to public or private security forces if their deployment, due to a lack of training or control, results in or threatens human rights violations.

► Local communities and indigenous peoples

We expect our suppliers to avoid negative impacts on local communities and indigenous peoples, to recognize their special circumstances, and to obtain the consent of all stakeholders (e.g., communities, authorities, population groups) in a transparent manner. They respect their rights and interests, including their connection to land and natural resources. This includes refraining from illegal evictions.

► Responsible sourcing of raw materials

Suppliers must exercise due diligence when sourcing raw materials. Particularly when sourcing high-risk raw materials, appropriate measures must be taken to identify and minimize risks and reduce the use of these materials wherever possible.

All business activities of our suppliers are based on compliance with the respective national, European, and international legal requirements. If the regulations of individual countries, business areas, or markets differ from the requirements of this SCoC, the stricter regulation shall apply. If national or local legal requirements conflict with the requirements of this SCoC in individual cases, our suppliers shall contact us immediately. Our suppliers must comply fully with the legal requirements, particularly in the areas of regulation listed below.

► Anti-corruption/ anti-money laundering/ integrity in business transactions

Corruption, bribery, extortion, money laundering, and terrorist financing will not be tolerated. Improper payments may not be offered or accepted in any form. Conflicts of interest must be identified and resolved before they unduly influence decisions.

► Competition law/ fair business practices

Competition and antitrust laws must be complied with and anti-competitive practices prevented.

► Commercial law

Import, export, sanctions, and customs regulations must be complied with, and the fight against illegal employment must be supported.

► Data protection and information security

Data and information entrusted to suppliers by natural and legal persons must be protected in accordance with applicable legal regulations.

► Intellectual property

Intellectual property rights must be respected. Technology and know-how must be transferred in such a way that intellectual property rights and customer information are protected.

City, Date

Signature (*managing director or board member*) and company stamp

Glossary

Labor standards of the International Labor Organization (ILO) [Link]	The International Labor Organization (ILO), a specialized agency of the United Nations, has set itself the goal of promoting social justice and human and labor rights worldwide. The minimum requirements for decent working conditions are summarized in the ILO's core labor standards. These core labor standards describe the following basic principles: • freedom of association and the right to collective bargaining, • elimination of forced labor, • abolition of child labor, • prohibition of discrimination in employment and occupation, • occupational health and safety. More than 140 countries worldwide have incorporated the eight core labor standards into national law.
Basel Convention [Link]	International environmental agreement of 1989 on the control of transboundary movements of hazardous wastes and their environmentally sound disposal. The aim is to protect people and the environment from the risks posed by such wastes.
High-risk commodities [Link OECD], [Link EU] [Link]	Include a) Conflict minerals, which originate from conflict areas or are associated with problematic human rights conditions in the extraction of raw materials, in particular gold, tantalum, tin, and tungsten. b) Critical raw materials, which are defined by their great economic importance and whose supply is subject to a high risk of shortages due to limited availability or dependence on third countries, for example rare earths, lithium, copper, and gallium. The extraction and processing of critical raw materials are often associated with environmental damage and social conflicts.
Conflict of interest	A conflict of interest arises when a person's personal interests or relationships could influence their professional decisions or give the appearance of influence.
Municipal public services [Link]	Summarizes all tasks and services that a municipality performs to ensure basic services for its residents. These include water and energy supply, sewage and waste disposal, the maintenance of hospitals, educational institutions, kindergartens/cemeteries, the provision and expansion of local public transport, swimming pools, and the financing of the local fire department. A significant part of the basic services is provided by the municipality's own public utilities, known as "municipal companies".
Supplier	A person or company that can generally supply any type of goods or services to a customer. Suppliers are often part of a supply chain and can be manufacturers, distributors, or service providers.
Supply Chain Due Diligence Act (LkSG)	The LkSG obliges companies based in Germany to identify, minimize, and document human rights and environmental risks in their supply chains.
Minamata Convention on Mercury [Link]	The provisions of the Minamata Convention address the entire life cycle of mercury. This includes a ban on its use, requirements for the storage and disposal of waste, and the minimization of emissions.
Stockholm Convention on Persistent Organic Pollutants [Link]	An international agreement from 2001 to reduce and eliminate persistent, toxic chemicals (POPs) that accumulate in the environment and food chain and can spread worldwide.
Greenhouse gas emissions	According to the United Nations Framework Convention on Climate Change, greenhouse gases consist of: • Carbon dioxide (CO₂), • Methane (CH₄), • Nitrous oxide (N₂O), • Hydrofluorocarbons (HFC), • Perfluorocarbons (PFCs), Sulfur hexafluoride (SF₆), • and Nitrogen trifluoride (NF₃).
UN Guiding Principles on Business and Human Rights	A framework of 31 principles adopted by the United Nations in 2011 that commits states and companies to respect and protect human rights in economic activities. The three pillars are: the state's duty to protect, corporate responsibility, and access to remedy.
Upstream supplier	An upstream supplier is a company that provides raw materials, components, or services to another supplier and thus operates upstream in the supply chain. This includes subcontractors who provide services for the client without being in a direct contractual relationship with them.