

BUSINESS PARTNER CODE OF CONDUCT

2023

1. CORE VALUES AND PRINCIPLES

Sustainability and integrity are at the heart of our business and in the hearts of our people. In our businesses, products, services and along our value chains and worldwide activities, we help to drive the ongoing transformation of the economy towards a healthy ecosystem for sustainable mobility and industries.

As a signatory of the United Nations (UN) Global Compact, Vitesco Technologies has committed itself to its ten principles in the areas of human rights, labor, environment and anti-corruption. Vitesco Technologies is committed to honesty and integrity with respect to our entire business conduct towards employees, customers, suppliers, competitors and other stakeholders.

Vitesco Technologies is committed to visionary and bold ambitions. At the latest by 2050, together with Vitesco Technologies' value chain partners, Vitesco Technologies strives for 100 % carbon neutrality along the entire value chain, 100 % emission-free mobility, 100 % closed resource and product cycles as well as 100 % responsible sourcing and business partnerships. The business partners of Vitesco Technologies including its suppliers, sub-contractors and any other business partners (hereinafter referred to as the "Business Partners") will support Vitesco Technologies in achieving these ambitions with their products, services and operations, to reduce adverse impacts along the value chain and to create economic, social and ecological value for all our stakeholders and society.

Sustainable business practices and integrity are rooted in Vitesco Technologies' company values, Codes of Conduct, respective rules and policies as well as international frameworks including the United Nations Sustainable Development Goals (SDGs), the United Nations Global Compact, the OECD Guidelines on Multinational Enterprises (MNE's) and the United Nations Guiding Principles on Business and Human Rights with specific reference to the Core Conventions of the International Labour Organization (ILO).

Vitesco Technologies expects all its Business Partners to act with the same fairness, honesty, responsibility and dedication to sustainability and integrity in all aspects of their business. This Business Partner Code of Conduct highlights important standards that are consistent with Vitesco Technologies' values. We expect each Business Partner including, but not limited to suppliers, consultants, vendors, brokers, merchants, dealers, contractors, agents and others, to observe and strictly adhere to these standards and values. In exceptional cases, where there is a conflict between this Code of Conduct and the local legislation, Business Partners shall apply the higher standard.

2. COMPLIANCE WITH LAWS, RULES AND LEGAL REGULATIONS

The Business Partner will comply with all applicable laws, rules and regulations in the countries, in which it operates, and will maintain suitable measures to ensure compliance with such laws, rules and legal regulations.

COMPLIANCE WITH ANTITRUST LAWS

The Business Partner will strictly comply with all applicable antitrust laws, trade practice laws and any other competition laws, rules and regulations dealing for example with monopolies, unfair competition, restraints of trade, and relationships with competitors and customers. The Business Partner will not enter into agreements with competitors or engage in other acts that may unfairly impact competition, including, but not limited to, price fixing or market allocations.

COMBATTING CORRUPTION

Vitesco Technologies does not tolerate any form of corruption. Thus, the Business Partner will comply with applicable laws and regulations concerning bribery and anti-corruption, including those concerning foreign corrupt practices. The Business Partner will neither engage in nor tolerate any form of corruption, bribery, theft, embezzlement, or extortion. Furthermore, the Business Partner will refrain from the use of illegal payments, including without limitation, any payment or other benefit conferred on any individual, company or government official, for the purpose of influencing the decision-making process in violation of applicable laws. Specifically, the Business Partner must not offer illegal benefits or illegal favors such as bribe payments, kickbacks, or other illegal benefits including inappropriate gifts and undue hospitality towards Vitesco Technologies' employees in exchange for any business opportunities.

CONFLICT OF INTEREST

Our employees are expected to act in the best interest of Vitesco Technologies. Private interests and personal consideration shall not affect any business decision. Vitesco Technologies and all its Business Partners will avoid any activity or situation that may lead to a conflict of a private interest of a Vitesco Technologies' employee on the one side and the business interest of Vitesco Technologies on the other side. A Business Partner becoming aware of a conflict-of-interest situation will immediately notify Vitesco Technologies about this.

PREVENTION OF MONEY LAUNDERING

Our Business Partners will comply with all applicable statutes governing the prevention of money laundering and not to participate in any money laundering activity.

EXPORT AND IMPORT REGULATIONS

The Business Partner will comply with all applicable import and export control laws, including without limitation, sanctions, embargoes and other laws, regulations, government orders and policies controlling the international transmission or shipment of goods, technology and payments.

3. SOCIAL RESPONSIBILITY

HUMAN RIGHTS

The Business Partner will respect, protect and actively promote internationally recognized human rights. Furthermore, the Business Partner will use its best efforts to ensure that these are not violated along the complete supply chain. The Business Partner will act based on the UN Guiding Principles on Business and Human Rights in particular.

BAN ON CHILD LABOR

The Business Partner will respect and protect the dignity and rights of children. The Business Partner will ensure to employ only persons who have reached the minimum age required to perform work in accordance with the applicable national legislation and will not tolerate nor endorse child labor.

BAN ON FORCED LABOR

The Business Partner will undertake to exclude any kind of forced or compulsory labor as well as any form of slavery. All work must be voluntary and without threat of punishment. The Business Partner thus must avoid any form of labor based on physical, psychological, sexual or verbal violence and / or abuse or economic exploitation

including any forms of modern slavery, human trafficking as well as unethical recruitment practices. The Business Partner will furthermore ensure an inclusive and cooperative environment with no retaliation and freedom from violence or harassment.

MISUSE OF PRIVATE OR PUBLIC SECURITY FORCES

The Business Partner shall refrain from hiring or use of security forces if, due to a lack of instruction or control on the part of the Business Partner, there might occur a risk of torture and cruel, inhumane or degrading treatment, injury to life or limb or impairment of the freedom of association and union.

OCCUPATIONAL SAFETY AND HEALTH

The Business Partner will operate its business in a safe and responsible manner based on a systematic management approach that protects people. The Business Partner will ensure responsible plant security practices at the Business Partner's site. The Business Partner is committed to manufacturing and delivering safe products to Vitesco Technologies and to provide a safe, healthy and ergonomic working environment that prioritizes accident prevention and minimizes exposure to health risks to the Business Partner's employees and contractors. To achieve this goal, a safety and health management system for continuous improvement must be implemented, including, but not limited to emergency management, fire prevention and responsible management of chemicals.

FREEDOM OF ASSOCIATION

The Business Partner shall respect the fundamental right of employees to form trade unions and to join them in their own free decision. Membership in trade unions or workers' representations shall not constitute a reason for unjustified unequal treatment. The right to collective bargaining for the regulation of working conditions and the right to strike shall be granted.

BAN ON DISCRIMINATION

The Business Partner will not tolerate any discrimination, including, but not limited to nationality, ethnicity, gender, disability, age, sexual identity or sexual orientation, religion, beliefs, world view, political opinion, trade union activity, social status, or any racially motivated discrimination. In the case of comparable requirements and tasks, the principle of equal pay for work of equal value without regard to sex must apply.

REMUNERATION AND WORKING HOURS

The Business Partner ensures a fair remuneration for regular working hours and overtime as well as benefits, at least equal to the minimum wage established under the applicable law. The Business Partner will undertake to observe legal regulations on working hours and sufficient resting periods including holidays.

PROTECTION FROM EVICTION AND LAND DEPRIVATION

The Business Partner will acknowledge and respect the existence of land use and customary rights as well as any associated rights within local communities, including those of indigenous people and individuals. The Business Partner will refrain from unlawful evictions as well as the unlawful deprivation of land, forests or waters, the use of which secures the livelihood of a person.

EMPOWERMENT OF WOMEN

Vitesco Technologies supports the UN Women's Empowerment Principles and strongly encourages its Business Partners to formally support these principles in their own operations as well as their supply chains.

4. ECOLOGICAL RESPONSIBILITY

ENVIRONMENTAL PROTECTION

The Business Partner is obliged to comply with applicable national and international regulations as well as standards on environmental protection that affect its operations. Environmental pollution shall be minimized, environmental protection continuously improved and resources used sparingly. An environmental management system in accordance with ISO 14001 or an environmental management system suitable for the relevant industry shall be established and applied. Every Business Partner shall report comprehensively on environmental performance (emissions, water, waste, etc.) and publish a corresponding risk management (e.g. sustainability report, CDP platform).

PRESERVATION OF THE NATURAL FOUNDATIONS OF LIFE

The Business Partner will use resources in a sustainable manner by demonstrably reducing consumption of energy, water, raw materials and supplies. Particularly in areas of water scarcity, water abstraction shall be minimized and access to drinking water as well as sanitary facilities shall be provided. Waste and wastewater quality standards must be defined and monitored within the framework of applicable legal and regulatory requirements. Furthermore, the Business Partner will install and maintain adequate environmental protection management procedures, including, but not limited to climate protection, air quality, responsible chemicals management, soil protection, protection of water bodies, biodiversity, waste treatment and handling, prevention of noise and deforestation.

CLIMATE PROTECTION

The Business Partner will undertake to actively and sustainably protect the climate, for example by increasing energy efficiency, generating or purchasing energy from renewable sources as well as taking other measures to reduce CO₂ emissions.

BAN OF SUBSTANCES OF HIGH CONCERN

The Business Partner is obliged to comply with the statutory ingredient prohibitions, restrictions and declaration regulations as well as applicable standards on the prohibition and declaration of ingredients; the Business Partner will provide evidence regarding such obligations on request. The Business Partner shall exercise particular care regarding the origin of its materials.

ENVIRONMENTALLY SOUND WASTE HANDLING AND CIRCULAR ECONOMY

The Business Partner shall observe the prohibition of non-environmentally sound handling, collection, storage, disposal of wastes in accordance with the regulations in force in the applicable jurisdiction. The Business Partner shall foster a circular economy approach and enable the use of recycled materials wherever possible as well as reduce waste as much as possible.

LIFE CYCLE ASSESSMENT

Vitesco aims to conduct a Life Cycle Assessment (LCA) on every new product. Upon request, every Business Partner shall therefore provide Vitesco with evidence-based information related to products and materials purchased. All the information exchanged will be kept confidential and limited to the framework of the LCA activities.

Vitesco can offer a generic introduction to LCA in order to establish harmonized and standardized process that can regulate the format and flow of the information between the parties.

5. SUPPLY CHAIN DUE DILIGENCE AND MINERALS FROM CONFLICT-AFFECTED AND HIGH-RISK AREAS

SUPPLY CHAIN DUE DILIGENCE

The Business Partner will use its best efforts to be aware of the business practices of its own suppliers, sub-contractors and other business partners and will require all such suppliers, subcontractors as well as business partners to comply with this Business Partner Code of Conduct or the values described herein. Business Partners will implement due diligence processes in order to identify, prevent and mitigate risks involving but not limited to human rights abuses and environmental impacts in their supply chains. The Business Partner and Vitesco Technologies will discuss any questions in relation to this Business Partner Code of Conduct in a trustful and respectful manner.

DUE DILIGENCE AND TRACEABILITY FOR ALL MINERALS

As part of an overall supply chain due diligence process, the Business Partner is expected to support due diligence and traceability throughout its supply chains for all minerals. The Business Partner is expected to be aware of and comply with all applicable legal requirements in relation to minerals from conflict-impacted and high-risk areas including the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas.

Thereby the Business Partner will perform due diligence on its supply chains to determine whether products sold to Vitesco Technologies contain critical minerals or materials and complete the most recent versions of the relevant reporting templates, such as the Conflict Minerals Reporting Template (CMRT) provided by the Responsible Minerals Initiative (RMI). This must be based on accurate and truthful information from the Business Partner's own suppliers. Upon reasonable notice, the business partner must be ready to provide current and updated information such as CMRTs to Vitesco Technologies and work towards eliminating non-conforming smelters within its respective supply chains.

6. TECHNICAL COMPLIANCE

TECHNICAL COMPLIANCE BINDING REQUIREMENTS

Technical Compliance is of utmost importance for Vitesco Technologies. This encompasses the whole product lifecycle, including the disposal of the product. The Business Partner commits to ensure the technical compliance of all products delivered to Vitesco Technologies. The Business Partner must fulfill the Technical Compliance Binding Requirements (TCBRs) which are applicable for the products delivered to Vitesco Technologies, such as the respective legal and technical regulations, industrial standards and other norms as well as standards defined by Vitesco Technologies or public rules and externally communicated self-obligations of Vitesco Technologies.

STATE-OF-THE-ART PRODUCT INTEGRITY

The Business Partner will only develop, manufacture and supply products that comply with the above-mentioned requirements, including a state-of-the-art Product Integrity. This encompasses but is not limited to Product Safety, Product Compliance and Product Cyber Security. Products must be safe and present either no risk or only a minimum acceptable level of risk, taking into account the normal and foreseeable use. Products must furthermore be secure against unauthorised manipulation (cyberattacks).

FOSTERING TECHNICAL COMPLIANCE AND ADEQUATE TRAINING

Further, the Business Partner commits to foster the overall Technical Compliance and will ensure an adequate training of relevant staff, either by completing Vitesco Technologies' Technical Compliance Awareness Training or by conducting similar internal trainings of the Business Partner.

7. BUSINESS INFORMATION AND INTELLECTUAL PROPERTY

It is the Business Partner's responsibility to ensure that any sensitive business information or trade secrets received by virtue of the business activities with Vitesco Technologies (hereinafter referred to as "Business Information") is held in strict confidence and not improperly used or disclosed to third parties.

The Business Partner must ensure that any Business Information is appropriately collected, processed, secured and stored. Furthermore, the Business Partner will protect and secure Vitesco Technologies' registered as well as unregistered intellectual property as confidential information. Vitesco Technologies respects and recognizes the intellectual property rights of third parties. Vitesco Technologies also expects from the Business Partner that it will do the same regarding the intellectual property rights of Vitesco Technologies and any third parties.

8. DATA PROTECTION

The Business Partner will comply with all applicable laws concerning data protection. If the Business Partner processes personal data on behalf of Vitesco Technologies, it agrees to enter into a data processing agreement.

9. BUSINESS CONTINUITY AND RISK ASSESSMENT

With regards to business continuity and supply chain, the Business Partner will regularly conduct comprehensive review of identification and assessment of risks.

For identified risks, the Business Partner will invoke immediate mitigation measures and implement backup and continuity plans. These activities must be carried out and tested on a regular basis to minimize the impact of interruptions and disruptions for operations that support Vitesco Technologies' business.

10. COMPLIANCE WITH THIS BUSINESS PARTNER CODE AND CONTROLS

CONTROLS

The Business Partner will support Vitesco Technologies' implementation of legally required and other due diligence processes by actively participating in related initiatives, e. g. self-assessment questionnaires. Vitesco Technologies reserves the right to audit the Business Partner's compliance with this Business Partner Code of Conduct in an appropriate manner. Any audit will be scheduled at business hours mutually agreed upon with the Business Partner. The Business Partner will prepare an appropriate level of documentation which substantiates in a clear and transparent manner the Business Partner's compliance with this Business Partner Code of Conduct.

The Business Partner will use its best efforts to be familiar with the business practices of its suppliers, sub-contractors and other business partners and to require all such suppliers, subcontractors and business partners to

comply with this Business Partner Code or the values laid down herein. The Business Partner and Vitesco Technologies will discuss any questions in relation to this Business Partner Code in a trustful and respectful manner.

CONSEQUENCES IN CASE OF INFRINGEMENTS

Vitesco Technologies considers each provision of this Business Partner Code of Conduct, which we may amend from time to time, to be essential for the business relationship between Vitesco Technologies and the Business Partner. Compliance with the provisions herein is acknowledged and agreed to by the Business Partner. In case of a potential infringement of the obligations, the Business Partner shall immediately notify the potential infringement to Vitesco Technologies and initiate suitable improvement measures within a reasonable period of time in order to prevent future violations. The Business Partner will inform Vitesco Technologies of the measures initiated.

In case of any material breach by the Business Partner of this Business Partner Code of Conduct, Vitesco Technologies reserves the right, without prejudice to further rights, to terminate the business relationship.

11. GRIEVANCE AND COMPLAINTS MECHANISM

The Business Partner and its respective employees as well as all stakeholders are encouraged to report violations of this Business Partner Code of Conduct to the Vitesco Technologies Integrity Line.

Contact details are available on the Vitesco Technologies website (<https://www.vitesco-technologies.com/en-us/company/corporate-governance/integrity-line>).

Business Partners shall support any investigations involving alleged violations. Additionally, in line with their own due diligence efforts, Business Partners should provide a similar and easily accessible grievance/complaints mechanism or support system for reporting violations. The Business Partner must ensure that any form of retaliation against whistleblowers, i.e. against individuals who raise concerns or inform the appropriate internal or external offices about potential violations, is prohibited.

We hereby confirm that we share, respect and adhere to and apply the Business Partner Code values as stated in the above Business Partner Code

Company name: _____

Address: _____

Date and Signature: _____

Function of Signee: _____