



plusseryer

## PlusServer GmbH Code of Conduct

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## Introduction

At PlusServer, we are committed to doing all our business in full compliance with all laws and regulations and in keeping with high ethical standards. Only when it is in full compliance with all law and regulations and high ethical standards can our business conduct ensure PlusServer's long-term success and best serve the interests of society.

The Code of Conduct provides a legal and ethical framework for the conduct of all PlusServer management staff and employees ("employees" in the following) and sets out the basic rules for conduct within the company and with PlusServer's business partners and the general public. The Code also reflects PlusServer's underlying core values, especially those of integrity, compliance with law and regulations, data security and data privacy, employment, occupational health and safety, and protecting the environment.

These core principles and values can be summarised as follows:

- Current laws and regulations must be strictly observed. There are no exceptions.
- Never endanger your integrity. Do not exploit your role in the company to gain any advantage for yourself, your family or your friends.
- Do not offer (or accept) gifts or invitations if they may give the impression they could influence the business judgement of the recipient.
- Do not deliberately mislead anyone. Do not tamper with documents or other data.
- Treat your colleagues with fairness and respect. Discrimination of any kind – based on ethnicity, colour, background, religion, gender, sexuality, age or disability – is unacceptable.
- Respect our business relationships. Always treat our customers and suppliers with fairness and respect.
- Protection of personal data and data security are of central importance to PlusServer.
- The company's success is based on a foundation of innovation and excellence. We are open to new ideas and are always striving to take what is good and make it even better.
- Health and safety regulations and the associated processes are in place to protect you, your colleagues and others. Follow them at all times.
- Respect and protect the environment.
- If you ever have doubts, ask questions.



PlusServer has implemented a compliance management system (CMS) to ensure that the company's business activities and employee conduct are full in accord with its core principles and values. The Code of Conduct is a core part of the CMS. It is accompanied by compliance training. Additionally, PlusServer has appointed a Compliance Officer who can be contacted for all compliance issues ([compliance@plusseryer.com](mailto:compliance@plusseryer.com)). PlusServer has also set up a whistleblower system, making it possible to report compliance violations. In addition, a Compliance Committee – consisting of one representative from the Human Resources Department, the General Works Council, the Executive Board, the IT Security Officer and the Legal Department respectively – is being established.

The Code of Conduct has been agreed between PlusServer GmbH and PlusServer's General Works Council.

Cologne, 25 March 2020

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## 1. Basic Conduct Requirements

**Compliance with Laws and Regulations:** Each member of management staff and each employee (“Employee”)<sup>1</sup> of PlusHolding GmbH and its subsidiaries – in particular, PlusServer GmbH (collectively “PlusServer” or “the Company”) – is responsible for familiarising themselves and strictly complying with the relevant laws and regulations. If in doubt about the substance of the relevant laws and regulations, they must consult the Legal Department, the Compliance Officer or – via their superiors – external advisors. Beyond any sanctions that may be imposed by law, and taking into account the provisions of labour law and the rights of the Works Council, additional disciplinary measures may be imposed on any employee violating laws and regulations. Violations of the law in any job role harm the company.

**High Ethical Standards:** In addition, each employee is expected to follow high ethical standards both internally and externally. Beyond treating all external and internal colleagues with respect, fairness and honesty, this also means respecting and promoting human rights, good labour standards, data protection, data security, and environmental protection of all kinds. Superiors are expected to prevent or punish unacceptable behaviour on the part of employees.

**PlusServer’s Reputation:** PlusServer’s reputation is largely based on the actions of its employees and how each employee presents and conducts themselves. Unlawful or inappropriate conduct on the part of a single employee can cause the company significant damage. Every employee is, therefore, expected to conduct themselves such that they maintain and promote PlusServer’s good reputation.

**Questions in Case of Doubt:** If in doubt whether certain conduct is permissible, initial indications can be gained via the following questions:

- Are my actions in violation of current laws and regulations?
- Can my actions harm PlusServer, colleagues, PlusServer’s business partners or the general public?
- Would you feel uncomfortable if you had to tell your superiors about these actions?
- Would you be uncomfortable if your colleagues, family or friends found out about your actions?
- Would PlusServer be uncomfortable if your actions were reported in the press or on TV news?

## 2. Data Security

**General:** PlusServer processes data for its own purposes and this data must be protected. It is also responsible for the security of third party data received via customer contracts. PlusServer has thus commissioned the implementation of data security measures and underlying information management systems certified per international standards.

The data security measures are set out in the information security guidelines and the associated security guidelines and processes. These can be found in PlusServer’s internal Knowledge Base (<https://confluence.ps-intern.de>). As part of this, all employees must take appropriate measures to ensure that data is not accessed

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<sup>1</sup> The term “employee” [Mitarbeiter] as used in the original German version of this text is intended to include men, women, and non-binary people.



without authorisation and thus that no harm is caused to PlusServer and its customers as a result of the stealing, deleting, compromising, damaging or misusing of data. This applies especially – but not exclusively – to electronic data. Measures that employees must ensure are in place include the following:

- Company premises, offices and server rooms must be protected against unauthorised access by third parties
- Documents containing sensitive data cannot be left unprotected in the workplace
- Computer screens must be locked when desks are unattended
- Documents containing sensitive data cannot be removed from the office unless absolutely necessary (e.g. for visiting a client or for working at home)
- Computers must be protected against theft and unauthorised access (especially during travel)
- Appropriate passwords must be used; these must be changed at regular intervals and never disclosed to third parties, including other employees
- If required in terms of security, 2-factor authentication must be used
- IT hardware – in particular external hard drives and dongles – cannot be connected to the PlusServer network or computers unless the hardware and its use have been authorised by PlusServer IT Security
- No software can be installed on the Company's network or computers unless the IT Security Department has given prior consent, either on in a single case or in general for a specific item of software
- Data belonging to PlusServer or for which PlusServer is responsible cannot be stored on staff's privately owned computers or devices (in particular, hard disks and dongles)
- Documents containing confidential data that are no longer needed must be shredded and properly disposed of in the waste bins provided for this purpose

Employees with administrative rights must ensure (i) that each employee has access only to data they actually need for their work, (ii) that access is restricted by suitable technical measures, and (iii) that access restrictions are checked and reviewed at regular intervals.

If an employee detects nonconformity with the IT security requirements or identifies other IT security issues, they must inform the IT Security Officer or Compliance Officer ([compliance@plusseryer.com](mailto:compliance@plusseryer.com)) without delay. The contact details of the IT security officer can be found in PlusServer's internal Knowledge Base.

All new employees receive data security training. Security awareness measures take place at least once a year.

A Security Board constantly measures the company's data security; the IT Security Officer regularly informs the Executive Board about its findings.

### 3. Protecting Personal Data

Data Protection Regulations: The term "personal data" refers to any data containing individual details relating to a single natural person (e.g. first and last name, address, telephone number, email address, identity card number, biometric data, etc.) or which makes it possible for them to be identified (e.g. IP address), regardless of whether said person is an employee, a customer or another third party.



In Germany, the Federal Data Protection Act (Bundesdatenschutzgesetz), various federal state-level data protection laws and, as of 25 May 2018, the General Data Protection Regulation (Datenschutz-Grundverordnung) govern the handling personal data. This includes each step from the collection of personal data to its processing and storage, its transfer of personal data to third parties (including from one group company to another), to its deletion.

As a cloud and hosting provider, PlusServer acts as data controller on behalf of customers, thus processing significant quantities of data. When concluding a contract which involves third-party data processing, PlusServer is subject to extra-contractual obligations and must, inter alia, ensure that the data processing is secure by putting in place suitable technical and organisational measures, powers of instruction, and control rights on the part of the data controller. In addition, there is also a range of cooperation duties. In addition, PlusServer is obliged to report breaches of the protection of personal data.

Other data protection regulations are met at PlusServer via its data protection plan and associated policies and procedures.

All employees must observe the relevant data protection laws and the manner in which these laws have been integrated into PlusServer's data protection regulations.

All new employees receive data protection training. PlusServer also regularly offers refresher courses and update courses. Beyond this, PlusServer will also inform employees of any changes which may be significant for them. In addition, every employee is expected to actively familiarise themselves with the basics of relevant data protection law and with PlusServer's data protection plan.

Data Protection Officer: PlusServer has appointed a Data Protection Officer. Questions or concerns on proper handling and protection of personal data must be directed to the Data Protection Officer.

The Data Protection Officer's contact details and the data protection plan can be found in PlusServer's internal Knowledge Base (<https://confluence.ps-intern.de>).

If an employee suspects that data protection regulations have been breached, they must report this immediately (e.g. to the Data Protection Officer, their superior, the Compliance Officer ([compliance@plusserver.com](mailto:compliance@plusserver.com)) or via the whistleblower system).

More details on data protection are set out in the data protection guidelines. Each employee is expected to familiarise themselves with the contents of this policy and to comply with it.

#### **4. Bribery; Granting and Accepting Advantages**

General: PlusServer is committed to complying with the rules of fair competition. This includes, inter alia, the obligation to compete for business via the quality and price of products and services, but not by granting undue advantages to others.

##### **Granting Advantages to Public Officials**

The granting of advantages to public officials is a particularly serious issue. Employees cannot directly or indirectly offer, promise, grant or authorise the granting of any advantage monetary value or otherwise to any public official (or any person associated with a public official) with the intent of influencing any official decision or obtaining any advantage. In addition and in order to prevent any kind of suspicion, no employee is permitted to



offer, promise, grant or authorise an advantage to the public official if this has any potential to give the impression of influencing an official decision or obtaining an advantage. This also applies in cases in which the official decision is lawful.

The term “public official” is broadly defined and includes:

- Any public servant, employee or representative of a local, regional or national authority or supra-national organisation (e.g. the EU or the World Bank)
- Any employee or representative of a company or corporation in public ownership or controlled by the public sector
- A political party, including any person holding a position in a political party and any candidate for political office
- Any person who, while not employed by a public authority, otherwise performs a public function or role for any country or public administration

In practical terms, this especially includes (but is not limited to) all civil servants and public officials, members of political parties, police officers and prosecutors, judges, customs officials, immigration officials, ambassadors and embassy staff, and staff at state universities.

The term “advantage” includes anything of value, including (but not limited to) money or money-like advantages (e.g. cheques, loans, moratoria, cancellation of debts), personal discounts and price reductions that are not generally provided, gifts, invitations to cultural or sporting events, perks, use of facilities, materials, or equipment, drinks, meals, transport, accommodation, and promises of future employment or contracts.

Except for invitation to a business meal, any advantage offered or granted to a public official requires the prior approval of the Compliance Officer ([compliance@plusseryer.com](mailto:compliance@plusseryer.com)). Invitation to a business meal is permissible in certain circumstances where it is clear no influence on an official decision is possible. Unless the Compliance Officer has agreed in advance, the value of the business meal should not exceed €25.00 per person.

### **Granting of Advantages to Other Persons**

Granting of Advantages to Other Persons that Are Not Public Officials: No employee is permitted to directly or indirectly offer, promise, give, or authorise the giving of any advantage to any person (e.g. customers, suppliers or other business partners, or the employees or representatives or other persons associated with them) with the purpose of obtaining an unfair business advantage or inducing or rewarding such a person to improperly perform their duties. In addition to (and in the interest of) PlusServer’s good reputation, offering or granting an advantage is prohibited if it could be interpreted as an attempt to obtain an unfair business advantage or as inducing or rewarding improper performance of the person’s duties.

In general, the value of the advantage should not exceed a guideline value of €50.00 per person. In some cases, a lower guideline value may be legally significant. If the value of the advantage exceeds or may exceed €50.00 per person (e.g. for a business meal), the prior consent of a superior is always required. If the value of the advantage exceeds or may exceed €100.00 per person, the prior consent of the Compliance Officer ([compliance@plusseryer.com](mailto:compliance@plusseryer.com)) is required. If the value of the advantage unexpectedly exceeds €50.00 per person (e.g. for a business meal), the Compliance Officer must be informed afterwards and the exceedance must be justified.





Normal Business Practice: All advantages offered or granted must be in accordance with the relevant business practices and can only be an expression of normal business courtesy (e.g. granting low-value promotional gifts such as coffee mugs, mouse pads, writing pads, basic ballpoint pens, memory cards featuring PlusServer's logo, drinks and snacks at meetings, invitations to canteen meals, invitations to an office lunch (catering) during meetings held at the company's premises, invitations to a normal external business meal).

Money and Money-Like Advantages; Sexual or Immoral Advantages: Irrespective of the nominal amount, offering and granting money or money-like advantages (e.g. cheques, loans, moratoria, cancellation of debts) and advantages of a sexual or immoral nature are always prohibited.

Ongoing or Upcoming Negotiations: Except for an invitation to a typical meal, no advantage can be offered or granted to a (potential) customer or other business partner (or a person associated with them) during ongoing or upcoming negotiations unless the Compliance Officer has given prior consent.

Granting Advantages via Third Parties: No employee is permitted to offer or grant advantages to a third party acting as an intermediary (e.g. a representative or sales/project consultant) if the employee knows or even has reason to believe that the third party will or may use said advantage (in whole or in part) to influence an official, customer or other business partner (or persons associated with them).

Representatives of PlusServer: It is important for PlusServer's good reputation that third parties representing PlusServer (e.g. agents, sales and project consultants, distributors and similar persons) strictly observe the respective anti-corruption rules. Any employees responsible for commissioning such representatives must thus ensure that said representatives comply with the company's anti-corruption policies, or have introduced and continue to observe similar policies.

### **Accepting Advantages**

Each employee has a duty to promote the best interests of the company. No employee may use their position to seek, accept or be promised personal advantages. Only advantages in accordance with typical business practices and which do not call into question the reputation of PlusServer and the absolute integrity of the employee may be accepted.

Advantages (e.g. gifts, invitations) that exceed a value of €50.00 per person or which are not in line with customary business practices thus cannot be accepted. If the rejection of an advantage is not possible in practice or for other reasons (e.g. because this would offend the person granting the advantage), the Compliance Officer must be informed without delay ([compliance@plusseryer.com](mailto:compliance@plusseryer.com)). In consultation with a supervisor, the Compliance Officer will then decide on the further use of the advantage (e.g. if the employee can keep the advantage or whether it will be distributed or donated to employees via a tombola).

If the value of a business lunch exceeds €50.00 per person, the employee must offer to split the bill. Offering to do so can be justified by referring to PlusServer's compliance rules.

### **Money and money-like advantages must never be accepted.**

For the sake of transparency, each employee must inform their superior within 5 working days, wither in writing or by email, if they accept an advantage worth more than €20.00. This duty to inform does not apply to accepting an invitation to a typical business meal.



## 5. Political Contributions, Donations and Sponsorship

**Political Contributions:** Political contributions are all contributions of value that aim to further a political objective. Examples include local, regional or national events to raise funds for pursuing political objectives, providing goods or services to a political party or candidates for political office, paying employees to work for a political cause during working hours, or paying expenses for a political campaign.

Political donations made via societies are subject to abuse. Any political contribution by or at the expense of PlusServer thus requires the express prior consent of the Executive Board.

It is prohibited to exert pressure of any kind – direct or indirect – on an employee to make a personal political contribution or to support a political party or an individual's political candidacy.

**Donations:** Donations are voluntary contributions in cash or in kind made without reward (i.e. the company receives no money or other material value) to third parties for educational, scientific, environmental, cultural or social purposes.

Each donation must be clearly and visibly documented. Donations cannot be made to gain an unfair competitive advantage for PlusServer or for any other improper purposes. They cannot be made to individuals or profit-oriented organisations. Each donation must be authorised by at least one member of the Executive Board.

**Sponsorship:** Sponsorship is any contribution made by the company in cash or in kind to an event organised by a third party, with the Company in return being permitted to display the Company's logo at said event, to promote the Company's brands, be mentioned in the opening or closing remarks, to participate as a speaker during panel discussions, and/or receive tickets to the event.

Sponsorship can take place only based on a sponsorship contract that states the recipient of the contribution, its amount, the event for which the contribution is given and the reward that the company will receive. All sponsorship must be authorised by at least one member of the Executive Board.

## 6. Anti-Trust Laws

**General:** PlusServer believes in conducting all business in accord with the principles of fair competition. This includes strict observation of those antitrust laws and regulations designed to ensure fair competition and prevent anti-competitive behaviour.

Irrespective of the details of any case in question, antitrust law can fundamentally be stated in three essential rules:

- **Horizontal agreements:** Do not coordinate your market activities with (potentially current) competitors.
- **Vertical agreements:** Do not disproportionately restrict customers' or suppliers' economic freedoms in purchase or supply contracts.
- **Abuse of market power:** Do not abuse your market power to exclude other competitors from the market, to hinder them without good reason, or to manipulate the market in any other way.



### Horizontal Agreements and Concerted Practices

No employee is permitted enter into agreements (either written or oral) with any current or potential competitor or to engage in any concerted practices with any current or potential competitor when said agreement aims to or results in preventing or restraining competition. The following is thus strictly prohibited:

- Agreeing or coming to an understanding (express or implied) with a competitor to hold back from competition or to restrict business with suppliers, customers, markets or areas
- Discussing with competitors any (purchase or sales) prices, offers, sales, profits, profit margins, costs or other parameters that determine or influence the company's competitive activities
- Notifying a competitor in advance of any planned price increases or any other planned changes in terms and conditions.

Association Meetings: The prohibition on horizontal agreements and concerted practices with competitors applies in particular to association meetings. This is because association meetings are meetings amongst competitors! That which cannot be discussed between competitors also cannot be discussed during an association meeting or be the object of any decision or recommendation made by an association. For this reason,

- do not take part in any association meeting that does not have a clear agenda. Absent or inaccurate agendas cause suspicion on the part of antitrust authorities.
- If meetings discuss issues that cannot be discussed between competitors, you must either not attend or, failing this, leave them immediately. Do not avoid violating antitrust law simply by remaining silent and not participating in discussions. You must instead leave the room and make a record your absence in the minutes or personal memo for the file in question; send a copy of the minutes or memo to PlusServer's Legal Department or Compliance Officer.
- Do not discuss the collective exclusion of particular customers or suppliers.
- Avoid "casual" meetings with competitors prior (or subsequent) to official association meetings. PlusServer retains the right to not reimburse expenses for "casual meetings" (especially invitations from competitors) of this kind unless it is possible to prove the meeting served a legitimate business purpose in compliance with antitrust law.

Market Information Systems: Participation in a market information system to which sensitive commercial data is sent may be prohibited under antitrust law, because it may enable coordination amongst competitors. This also applies to market information systems operated by third parties (trade associations or service providers). Participating in a market information system thus must be reviewed in advance and approved by PlusServer's Legal Department.

### Vertical Agreements

For vertical agreements (i.e. those between suppliers and customers or patent holders and licensees) too, it is possible for there to be many agreements that restrict competition in an unlawful manner and which are thus illegal. Significant cases can include:



- Restricting suppliers or service providers from supplying goods or providing services to third parties (e.g. PlusServer's competitors)
- Some most-favoured clauses in which a supplier, service provider or patent holder is obliged to not grant PlusServer conditions worse than those granted to third parties (e.g. PlusServer's competitors)
- Certain exclusivity agreements (e.g. obliging customers to buy any hosting capacity required only from PlusServer).

In many cases, the permissibility of such restrictions depends on the duration and extent of the restrictions and on the market position of the companies involved. Employees must, therefore, contact PlusServer's Legal Department prior to agreeing vertical restrictions.

### **Abuse of a Dominant Market Position**

If a company dominates a particular market, employees must be aware that abuse of said dominant market position is prohibited. The following are the major examples of abuse:

- Differing treatment of customers without a good reason (prohibition of discrimination)
- Refusing to provide hosting services without there being an objective reason for this
- Selective provision of hosting services
- Imposing disproportionate purchase or sale prices/conditions
- Linkage deals for additional supply or service without there being an objective reason for these

Determining whether a position is dominant or not and the limits of permissible conduct depend on the circumstances of each individual case. Employees must thus engage the Legal Department in cases in which PlusServer is dominant (rule of thumb: a market share of over 40%) or when one of the forms of conduct mentioned arises.

### **Consequences of Non-Observance**

If antitrust law is violated, the agreements in question rendered are not only null and void: the violation can also result in major penalties and damages, thus even jeopardising the existence of PlusServer. PlusServer thus has a "zero tolerance" policy and is committed to taking disciplinary action against any employee violating antitrust laws (including termination for good cause). Employees must also be aware that if they violate antitrust law, they may personally face damages claims and penalties.

## **7. Sanctions, Trade Control Regulations, Barred Persons**

In their business dealings, all employees must respect the restrictions put in place by international sanctions. Sanctions and trade restrictions are economic tools that seek to influence policies or activities in countries that violate international law or human rights. The European Council is the key body in the European Union. It can impose sanctions or trade restrictions and often implements binding resolutions made by the United Nations Security Council. The measures thus imposed are mandatory and binding for all countries part of the organisation that imposed them. For the European Union, they are binding for all Member States.



Sanctions cover the freezing of finances and economic resources of certain persons (usually leaders of the country in question), trade embargoes (oil), restrictions on imports and exports, prohibitions on buying and selling specific products or services, restrictions on financial services, capital transactions and payment transactions, and so forth.

While sanctions broadly aim to change policies and activities in a country that violates international law or human rights, trade control laws and regulations seek largely to protect the security interests of the country in question and to prevent disruptions to states' peaceful coexistence. Trade control laws and regulations thus, in particular, restrict or prohibit the export (including re-export) of weapons and military equipment, including the export of goods, services and technologies for or in connection with weapons and military equipment, alongside the export (including provision) of dual-use goods.<sup>2</sup>

With regard to sanctions and to trade control laws and regulations, employees must also respect restrictions on doing business with persons (individuals or companies) who are "denied", "restricted", or "blacklisted". With the fight against international terrorism, in particular, certain persons or companies have been identified as "denied" or "restricted" and placed on the relevant lists by government agencies.<sup>3</sup> An electronic check must thus take place before a transaction with a new business partner and at regular intervals thereafter in order to determine whether the person or company in question is on one of the relevant lists. PlusServer will introduce an IT-supported monitoring system for this purpose.

Violation of sanctions, trade control laws and regulations, or of restrictions on trade with persons who "denied" or "restricted" can result in major penalties for the company (including the risk of the company, in turn, being "blacklisted", thus resulting in public organisations and many companies being reluctant to do business with the company). It can even lead to personal liability and imprisonment.

Employees responsible for customer initiation and care must be familiar with the key principles of the relevant sanction regulations and with the relevant trade control regulations. PlusServer will provide internal or external training for this purpose. If an employee has any doubts regarding doing business with a specific customer, supplier or with individuals in a country that may be affected by sanctions, said employee should contact the Compliance Officer ([compliance@plusseryer.com](mailto:compliance@plusseryer.com)).

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<sup>2</sup> With regard to dual-use goods, European companies must comply especially with Council Regulation (EC) 428/2009 of 5 May 2009, which established a common regulation for checking exports, transfer and transit of dual-use items and technology.

<sup>3</sup> Particular attention must be paid to the Consolidated List of Persons, Groups and Entities subject to EU Financial Sanctions ([http://eeas.europa.eu/cfsp/sanctions/consol-list/index\\_en.htm](http://eeas.europa.eu/cfsp/sanctions/consol-list/index_en.htm)).



## 8. Conflicts of Interest

**Best Interest of the Company:** Every employee is duty bound to be loyal to PlusServer and to take business decisions exclusively in the best interest of the company, without regard to any possible personal advantage.

**Avoiding Conflicts of Interest:** Each employee must avoid any conflict of interest of any sort and even any apparent conflict of interest. In the event of a (possible) conflict of interest, the employee in question must immediately inform their superior and the Human Resources department; they cannot make any decision for PlusServer, participate in any decision-making process for PlusServer or influence others in their decision-making processes.

**Competing with PlusServer:** During the course of their employment, employees are not permitted to engage or participate in any activity competing with PlusServer or to support any company (in the course of employment, consulting, or otherwise) in direct or indirect competition with PlusServer. Even if an employee carries out or assists in any competitive activity subsequent to ending their role with PlusServer, the employee is not permitted to use, reveal or make accessible to third parties any confidential (business, technical or other) information regarding PlusServer (post-contractual duty of confidentiality).

The employee is duty bound to inform their superior and the personnel department if a close relative (spouse, life partner, child) begins work for a competitor of PlusServer; this is to make it possible for the appearance of any possible conflicts of interest to be eliminated in advance.

**The Employee Acquiring Interest in or Working for Business Partners:** Any employee who directly or indirectly has or acquires an interest in or works for a customer, supplier, service provider or other business partner of PlusServer must inform their HR department and superior of this if, as a result of said interest, they can influence decisions taken by the customer, supplier, service provider or other business partner or if they are directly or indirectly involved in any transactions involving said customer, supplier, service provider or other business partner of PlusServer. In addition, any employee who holds or acquires a direct or indirect interest in a PlusServer competitor must notify the relevant Human Resources department and their superior. This obligation to disclose shareholding does not apply in cases in which the business partner or competitor is a publicly traded company.

**A Close Relative Working for a Business Partner:** If a close relative of the employee is working for one of PlusServer's business partners (e.g. a supplier), the employee must inform their superior and the Human Resources department of this unless, after careful reviews by the employee, it is already clear that any appearance of a conflict of interest is impossible.

## 9. Four-Eye Principle

**Internal Four-Eye Principle:** In general, all contracts (those in writing, of an electronic nature, or in any other form) with customers, service providers and other business partners and all declarations and assessments that result in PlusServer having contractual obligations, or via which PlusServer waives rights, require the approval of at no fewer than two suitably authorised employees ("four-eye principle").

**Right to Represent the Company Externally:** The four-eye principle also applies when a declaration or statement made just by a sole employee to a third party would be legally binding for the company. This means that even when a contract only needs to be signed by one employee to be binding for the company (as the employee has the right of sole external representation), PlusServer has an internal requirement for the signature or consent of a



second suitably authorised employee. In order to best avoid any discrepancies between external representation rights and the internal four-eye principle, employees should only be given joint rights to represent the company unless there are valid and well-documented reasons for granting only a sole right to represent the company.

Documentation: Approval by at least two employees must be documented. An email is sufficient for this.

Exceptions: The Executive Board may allow exceptions to the four-eye principle for specific, routine, daily-business transactions.

## 10. Handling of Assets (Including Mobile Phones and Computers)

**Responsible and Careful Handling:** All employees are required to handle PlusServer assets responsibly and carefully and to protect them against loss, theft, misuse and access by third parties. Assets do not just include buildings and other tangible assets (such as machines, tools, computers, photocopiers, telephones). They also include intangible assets (such as inventions, expertise, trade and business secrets, copyrights, patents and other commercial property rights).

**Distance from company premises:** Employees are not permitted to remove PlusServer assets from the company premises unless the responsible supervisor has permitted this in an exceptional case. This authorisation in exceptional cases is not required for mobile phones and portable computers (such as laptops, tablet PCs) which are “by their very nature” also used for official purposes outside the company premises.

**Use Only for the Company’s Business Purposes:** Except with the express approval of a superior in exceptional cases, PlusServer assets (such as office equipment and photocopiers) can be used only for the pursuit of PlusServer’s business and not for private purposes or third-party business. Mobile phones and computers can only be used for private purposes per the specific rules set by the company. There are, however, no cases in which mobile phones and computers (or any other assets) can be used to harass, discriminate or insult others.

Under no circumstances are employees permitted to use computers or any other company assets for private purposes to play computer games of any kind, to access sites with pornographic, xenophobic, racist or illegal content, or to interact with dating platforms of any kind.

**Use of a PlusServer Email Account:** When using computers and smartphones, employees are not permitted to use a PlusServer email account for private purposes. Employees must use only their personal email accounts for private purposes. If employees receive private emails to their PlusServer accounts, they must inform the sender that the receipt of personal emails on the PlusServer account is not allowed and that such emails must be sent exclusively to said employee’s personal email account. With regard to private usage, employees are only permitted to use company computers and company smartphones to gain access to their personal email accounts (e.g. Adam.Smith@hotmail.com).

Information and data sent to or from PlusServer’s email account is the property of the company and is thus subject to inspection by the company at any time (subject to any restrictions imposed by data protection law and relevant employment regulations).

**Retention and Deletion of Emails:** Emails can constitute business documents which, like traditional documents, must be retained for a certain period of time per commercial and tax regulations. Employees thus are not permitted to delete emails received on or sent from a company-owned computer unless the emails are clearly not business documents that must be retained per local laws and regulations.





Computer Programmes: Several computer programmes have been licensed to PlusServer for business use. Employees are not permitted to make copies for their personal use. Likewise, because of the regularly limited number of licences, they are not permitted to make copies for PlusServer use unless the IT department has expressly authorised this. Computer programs can contain viruses or other dangerous elements that can attack or even destroy PlusServer's IT systems. Employees are thus not permitted to install computer programs or other software on PlusServer's IT systems or on any company computer (including Pcs and laptops) unless this has been approved by the IT department or is permitted by in internal policies.

## 11. Confidentiality, Protection of Business Secrecy

Confidential Information and Company Expertise: PlusServer's confidential information and its business, technical and other expertise is especially vital to PlusServer's long-term success. Any non-public information and any non-public expertise of PlusServer can thus only be disclosed to employees who require it so that they can perform their duties. Said information and expertise must be protected against unauthorised access by third parties. Confidential information and expertise can only be disclosed to third parties (e.g. a customer or cooperation partner) if and to the extent necessary to the business interest of PlusServer and when said third party has been obligated to maintain confidentiality and restrict use. Any information regarding PlusServer is considered confidential if and to the extent it has not been officially released (e.g. via the website or other PlusServer publications).

Confidential Information and Expertise from Third Parties: PlusServer employees have access to a significant amount of confidential, third party information and trade secrets, especially on the part of customers whose data is processed on PlusServer's servers. PlusServer is required to protect such information and business secrets from access by third parties and may only disclose it to third parties with the consent of the data owner. Employees must strictly comply with the obligations to which PlusServer is subject.

Duration of the Obligation to Maintain Confidentiality; Returning Confidential Documents: The obligation to maintain secrecy with regards to confidential information and expertise remains in place throughout the term of an employee's employment and after its termination. The employee must return to PlusServer no later than upon the end of their employment all documents, files and other records (including electronic files and records) that contain or reflect confidential information or expertise of PlusServer or its business partners. Upon PlusServer's request, employees must confirm in writing that they do not (or no longer) possess any records containing confidential information or expertise of PlusServer or its business partners.

## 12. Communication, Social Media

Appropriate external and internal communication is key to PlusServer's success. When it comes to communication, each employee is seen as a representative and ambassador of the company. Care must thus be taken to communicate in a professional and judicious manner at all times.

All communication to the public must be true, accurate, transparent and made in good time.

For confidential and strictly confidential data, care must be taken to ensure it is sent securely; such data must be sent with encryption. PlusServer provides suitable encryption tools and offers training or advice on the use of said tools.





For external communications (e.g. with customers and suppliers), no business forecasts or business/financial information of the company can be disclosed unless the company has already officially published the said forecasts or information or the CFO has agreed to their disclosure.

All employees are expected to take the same care in sending emails as they do when sending formal letters. As messages can easily be sent to the wrong address, the identity of the recipient must always be verified before any message is sent. It must be noted that emails can easily be forwarded to additional addressees without the original sender's knowledge – and furthermore that what may sound humorous to a close friend may sound offensive to another person. It must also be noted that in the event of a subpoena or disclosure order issued by the authorities, there may be a duty to disclose electronic information and that electronic information deleted per normal procedures can also be recovered.

All communications with the media (press, radio, television) must be made exclusively via or be approved by the company's Communications Department. Staff members must thus forward any enquiries from the general media to the Communications Department.

All communication with banks and other investors must take place exclusively through PlusServer's Finance Department. All employees must thus forward any questions from banks or other investors to the Finance Department who will then provide a response.

Social Media: We have social media guidelines for communication on social networks (e.g. Facebook, Twitter, Xing, LinkedIn). These can be found on PlusServer's internal Knowledge Base (<https://confluence.ps-intern.de>) via the keywords "Social Media". Generally, employees should observe the following when communicating on social networks:

**Only speak for yourself.**

If employees make any remarks on PlusServer, it should be openly stated that they work for PlusServer. When using the word "I", it should be made clear that a personal opinion is being expressed and not that of the company. Official statements, explanations and publications by PlusServer can only be posted on social networks and the internet by authorised employees.

Keep confidential information to yourself. Trade secrets and confidential information (including about customers, suppliers and business partners) cannot be disclosed under any circumstances.

**Anything internal must remain internal.**

Internal company affairs should not be commented on or communicated via social networks. Personal opinions about superiors and colleagues do not belong on social networks.

**Stick to the facts.**

When employees engage in discussions related to PlusServer or its products, no unsubstantiated allegations should ever be made. Facts must first be checked against published sources (e.g. the PlusServer eHomepage).

**Protect your passwords.**

New, different passwords should always be used for every social network. Passwords used to access company data cannot be reused on social networks.



**Be responsible.**

Employees must protect their own privacy and that of others. On the internet, a trace is always left behind – even when the original is corrected or deleted.

**Adhere to the law.**

The law should always be respected. Compliance with copyright is particularly important. Employees must thus only publish content, images and videos that they have produced themselves. The use of the PlusServer logo and brand symbols is prohibited; exceptions are made for business networks such as Xing or LinkedIn, where PlusServer photos can be used as profile pictures provided no other arrangement has been made; in case of doubt, permission must be gained from your superior.

**Always treat others with respect.**

Others should always be treated with respect, whether they are customers or colleagues. Always remain polite and objective.

**Avoid conflict.**

Employees should not be quick to engage in conflict. Not everything has to be commented on.

**Support us.**

Feel free to use our social media as an opportunity to participate in discussions. If you need any help or tips, if you come across praise or critique, or if you find an amusing take on our brands and services, please contact us by email: [marketing-intern@plussserver.com](mailto:marketing-intern@plussserver.com)

### 13. Integrity, Records and Financial Information

General: PlusServer expects absolute integrity from all employees and does not tolerate any fraudulent behaviour – no matter whether this is in regards to the company or its employees, customers, suppliers or other business partners, a bank, another kind of lender, or a public institution.

Bookkeeping and Records: All employees who maintain or are responsible for the company's bookkeeping and records (in either paper or electronic form) must ensure the following:

- Bookkeeping and records must be complete and accurate and appropriately reflect every transaction, expense, asset and liability of the company
- Bookkeeping and records must not contain false, misleading or otherwise inaccurate entries
- All entries must be made in a timely manner
- All entries must be made in keeping with all relevant accounting policies and standards
- All entries and records must be stored in accordance with all applicable laws, regulations and accounting standards
- Changes to bookkeeping or records must be avoided; if this is not possible, changes must be clearly documented.



Further details are contained in the Finance Department's accounting guidelines.

**Non-Registered or Non-Disclosed Funds:** No employee is permitted to create or hold funds or assets of PlusServer if said funds or assets are not registered or disclosed.

**Disclosure of Financial Information:** Company financial data (e.g. revenue, EBITDA, EBIT, profit and loss) cannot be discussed with or disclosed to third parties unless said data has been officially disclosed by the Finance Department or the CFO has consented to said discussion or disclosure.

## 14. Basic Rules for Payments

**Appropriate Documentation:** Any payment made by or on behalf of the Company must be appropriately documented (in written or electronic form), clearly stating the reason for the payment and its due date.

**Four-Eye Principle:** Any payment made by or on behalf of the Company must be approved by at least two suitably authorised persons. Reimbursement of expenses (e.g. travel expenses) must be signed off by a supervisor.

**Method of Payment:** To ensure transparency, payments must where possible be made by the Company by bank transfer or cheque or invoiced for payment as such. Cash payments must be avoided where possible. They are permitted only for smaller expenses (e.g. payment for business meals, taxi rides, stamps).

**Cash Payments:** If a payment must be made in cash, the employee must document the payment, the name of the payer and the person who authorised the payment, alongside the name and address of the payee, the sum, the date and the purpose of the payment. The documentation must be immediately sent to the Finance Department.

**Payments Only to the Respective Party:** All payments must be made directly to the respective party. The party's account must be held in that party's name. No employee is permitted to make any payments to a number account or the account of a third party (even if requested by an authorised business partner). Even if payment is made directly to the account of the authorised party, it can only be made to an account in the country of the party's registered office or major place of business. Any exceptions require the approval of the CFO.

**Reimbursements:** Reimbursements (e.g. credit notes or other repayments) can only be made to the same bank account originally used for payment.

**Payments to oneself:** No employee is permitted to make or authorise any payment (e.g. reimbursement of travel expenses) by the company to themselves or to a relative. If an employee who releases a joint settlement is themselves listed as a beneficiary in the joint settlement, authorisation by the employee's superior is required.

## 15. Human Rights and Employment

**Human Rights:** PlusServer respects and supports the protection of internationally declared human rights as per the United Nations Universal Declaration of Human Rights.<sup>4</sup>

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<sup>4</sup> Universal Declaration of Human Rights of the United Nations



International Labour Organization (ILO): PlusServer supports the principles set down in the Declaration on Fundamental Rights at Work<sup>5</sup> as issued by the International Labour Organization (ILO). It supports the work of the ILO in formulating and enforcing international labour and social standards and in creating dignified working conditions as a key prerequisite for combating poverty.

Respecting Individuality: PlusServer conducts its business in a way that supports the rights of all individuals to be treated with dignity and respect and to work in an environment free of harassment, verbal or physical abuse, threats and intimidation.

Freedom of Association: PlusServer recognises and supports freedom of association and the rights of employees to enter into collective bargaining agreements within the limits of applicable laws. The company must ensure that trade union representatives and works council members are not discriminated against or obstructed.

Forced Labour: PlusServer does not tolerate any form of forced labour.

Child Labour: PlusServer supports the elimination of exploitative child labour. It only employs workers of the age of at least 15. The company commits to comply with the Minimum Age Convention (ILO Convention No. 138) and the Worst Forms of Child Labour Convention (ILO Convention No. 182). PlusServer also expects the same from its business partners.

Working Hours: Workers are entitled to protection against overwork and to appropriate breaks per legal regulations and company agreements.

Payment: PlusServer observes all laws on the payment of work, including regulations on payment in the event of illness and minimum wage laws. PlusServer observes the principle of “equal payment for work of equal value”.

Equal Employment Opportunities: PlusServer provides equal employment opportunities per the law and will not tolerate unlawful discrimination against any employee. PlusServer hires, pays and promotes employees based on their qualifications and performance.

Discrimination: PlusServer rejects all forms of discrimination set out in the framework of the applicable laws. This includes that no employee may discriminate against another employee or business partner based on their ethnic background, culture, religion, age, disability, ethnicity, gender, sexuality or beliefs.

Diversity: Diversity is a key part of our business life. We recognise and value the importance of diversity in our places of work.

Abusive Behaviour and Harassment: Respect for others is the foundation of the work culture at PlusServer. Every employee is thus obliged to ensure that the working environment is respectful and free from any abusive behaviour or harassment. Any harassment of an employee or business partner or any offensive behaviour, sexual or otherwise is prohibited, as are any derogatory, intimidating or insulting remarks.

Complaints: Any employee who believes that they have been or is being unlawfully discriminated against or abused or harassed should immediately bring the incident to the attention of their superior, the Human Resources department or the Compliance Officer, or report it via the whistleblower system (Clause 20). All

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<sup>5</sup> Declaration on Fundamental Principles and Rights at Work



complaints will be investigated immediately. If the investigation proves discrimination, abuse or harassment, immediate corrective action will be taken. An employee who complains in good faith cannot be punished or discriminated against for their complaint.

**Training:** PlusServer strives to ensure that its employees are motivated, as this provides a significant competitive advantage. PlusServer thus not only ensures that employees are able to perform basic work within their formal job role: it also offers comprehensive training opportunities so that employees can develop as individuals and take on new, more wide-ranging and motivating responsibilities.

## 16. Occupational Health and Safety

**Commitment to Safety and Health:** PlusServer is committed to providing for its employees a safe and healthy work environment that is constantly being improved. Similarly, PlusServer has committed itself to ensuring that its operations do not create risks to the safety and health of its neighbours, seeking instead to continually reduce potential risks to the safety and health of the neighbourhood.

**Basic Measures:** On all company premises and in all offices, appropriate first aid, firefighting and evacuation measures for affected employees must have been put in place; these must be regularly reviewed and practice runs conducted. Records of all safety training must be kept.

**Medical Examinations:** For employees exposed to potential health hazards in connection with their work, PlusServer offers medical examinations in keeping with the statutory regulations.

**Briefings and Regular Training for Staff:** Each supervisor is responsible for ensuring that new employees or employees taking on new work or roles are informed of the specific risks associated with the job or role and that regular training is provided on occupational safety and health. Both initial instruction and regular training must be documented.

**Safety Equipment:** PlusServer provides all the required safety equipment.

**Attention to Occupational Health and Safety Matters:** PlusServer expects all employees to pay constant attention to occupational health and safety matters and to perform their work in a way that protects their own health and safety alongside that of other employees and the company's neighbours.

**Occupational Accidents and Accident Prevention Measures:** Everything begins with prevention. The manager in charge of a company or office is thus responsible for introducing the best-possible accident prevention measures. All occupational accidents must be recorded, observed and analysed, with appropriate remedial and preventive measures then being implemented.

**Drugs:** The use of intoxicating drugs (including thus excessive consumption of alcohol) poses a threat to all employees at a workplace and is thus prohibited in PlusServer offices and premises. Employees with drug issues should contact the Human Resources department in confidence. Using this chance to talk will not affect the person's employment – provided their performance level and behaviour continues to be acceptable.

## 17. Safety and Quality of Products and Services



It is of key importance for PlusServer and its long-term success that its products and services are safe and high-quality. Employees responsible for developing, marketing and/or selling of products must thus ensure the following:

- All legal requirements for safety must be taken into account when developing and marketing products and services
- Prior to new products being marketed and sold, their potential impacts on the safety and health of humans and the environment and on the security and protection of processed data must be carefully researched and the results documented
- New products and services must be only marketed when it has been ensured that they do not endanger the health and safety of people when used either as intended or in any other predictable manner, that they have no avoidable negative effects on the environment, and that the security and protection of processed data is certain
- All products must be sold with clear instructions on their use and on how to avoid and minimise any risks associated with their use
- All the company's products and services must be continuously monitored for new insights on their impact on safety, health and the environment, new insights on regulations concerning safety and protection of processed data, and regarding compliance with legal requirements for safety, health and the environment and for the safety and protection of data
- All products and services must be continually monitored and developed in terms of quality and possible quality improvements.

## 18. Protection of the Environment

PlusServer wishes to be seen as a company that respects the environment while conducting its business activities. Environmental protection and conservation of natural resources are major priorities at PlusServer. The company conducts its business fully in accord with all environmental laws and regulations. PlusServer seeks to conduct its business in a way that is safe for the environment and continuously minimises its ecological footprint.

All employees must be familiar and strictly compliant with the environmental laws and regulations relevant to their roles. Through their own conduct, they must contribute to the aims of environmental protection and conservation of natural resources, going beyond current legal requirements.

PlusServer provides appropriate training resources for environmental protection. In its offices, premises and data centres, PlusServer monitors the following:

- The consumption of energy and water
- The emission of greenhouse gases
- The generation of waste

PlusServer works to continually reduce its consumption of energy and water, the emission of greenhouse gases, and the production of waste. Any waste produced must be recycled where possible.

For PlusServer, environmental protection also means reducing the number of journeys and, to the extent possible, replacing them with video conferences.



## 19. Promoting Best Business Practice

From its suppliers and service providers, PlusServer expects the following:

- They must comply with all applicable laws and regulations (in particular, those concerning data protection and security, corruption, granting of advantages, and antitrust law)
- They must respect the principles set down in the United Nations Universal Declaration of Human Rights
- They must observe the principles set out in the International Labour Organisation (ILO) Declaration on Fundamental Principles and Rights at Work (especially the promotion of equal opportunities and equal treatment of workers with no regard to skin colour, ethnicity, nationality, disability, gender or sexuality, their political or religious beliefs, their age, and the rejection of any form of prohibited child labour or forced labour)
- They must protect the health and safety of their workers
- They must observe the principles of environmental protection

PlusServer avoids working with any suppliers and service providers who do not comply with these provisions and principles.

## 20. Reporting Violations; Sanctions

**Reporting Violations:** Employees who know or have good reason to suspect that laws or regulations, this Code of Conduct or other internal rules have been violated should alert their superior or the Compliance Officer ([compliance@plusseryer.com](mailto:compliance@plusseryer.com)). If requested, the report will be kept strictly confidential (to the extent legally permitted).

**Whistleblower System:** Alternatively, employees can report the issue via PlusServer's whistleblower system. With this system, employees can make the report anonymously. PlusServer will provide staff with further information on the whistleblower system in the Knowledge Base.

The report must be made, regardless of the position of the person responsible for the violation.

All reports will be investigated without delay. If required, corrective actions will be taken.

**Protection of Employees Who Have Made Reports:** Any employee who reports a violation they know of or have good reason to suspect will not be reprimanded or discriminated against for making the report. Upon request, the identity of the reporting employee will be kept confidential unless otherwise required by law.

**Sanctions:** Violations of the Code of Conduct or any other PlusServer regulations will result in disciplinary action per the provisions of labour law and the rights of the Works Council. Disciplinary measures are independent of possible legal consequences (e.g. claims for damages) or criminal penalties an employee may face in the event of a violation of the law.



## 21. Questions and Training

If any employee has questions about the Code of Conduct or the relevant laws and regulations, or if they are uncertain what should be done in a specific situation, they should contact their superior, the Legal Department or the Compliance Officer.

If any employee is unsure whether their actions are lawful or in accordance with the Code of Conduct, they should follow this principle: ask first, act later.

PlusServer holds training courses on the Code of Conduct and other compliance-related guidelines (e.g. data security and data protection), most notably via the PlusAcademy.

## 22. Taking Effect

The PlusServer Code of Conduct enters into force on 1 May 2020. It applies for PlusServer GmbH.

It replaces all previous compliance regulations, in particular HEG's previous Code of Conduct of 14 September 2015, HEG's Environmental, Social and Governance (ESG) Policy, GoDaddy's Anti-Bribery, Anti-Corruption and Gifts Policy of 16 January 2017 – 4 April 2017 and GoDaddy's Compliance Manual of 18 September 2015 – 4 April 2017.