



PlusServer

Code of Conduct

Current as of 25 March 2020



Introduction

We at PlusServer are committed to conducting business in full compliance with all laws and regulations as well as in accordance with high ethical standards. Only the kind of business conduct that fully accords with all laws and regulations as well as high ethical norms can secure PlusServer's long-term success and best serve the company's interests.

The code sets the legal and ethical framework for the conduct of all senior managers and staff of PlusServer (hereinafter "Employees") and defines the fundamental behavioral rules for relations within the company as well as with PlusServer business partners and the general public. The code further reflects PlusServer's underlying basic values, including but not limited to those related to integrity, compliance with laws and regulations, data security and protection, employment, health and safety at work as well as environmental protection.

The underlying principles and values may be summarized as follows:

- Applicable laws and regulations must be strictly followed; there are no exceptions.
- Never place your integrity at risk. Do not use your position in the company to obtain a benefit for yourself, your family or your friends.
- Do not offer (or accept) gifts or invitations if and to the extent that they may create the impression of undue influence over the recipient's business judgment.
- Never deliberately mislead anyone. Do not forge documents or falsify data.
- Treat your coworkers fairly and with respect. Discrimination based on race, skin color, ethnic background, faith, gender or sexual orientation, age or disability is unacceptable in any form.
- Respect our business relationships. Always treat our customers and suppliers fairly and with respect.
- The protection of personal data and data security are of paramount importance at PlusServer.
- The company's success is based on innovation and excellence. We are open to new ideas and always strive to make the good even better.
- Health and safety regulations as well as any related protocols are designed to protect you, your coworkers and others. Always abide by them.
- Respect and protect the environment.
- When in doubt, ask.

PlusServer has introduced a Compliance Management System (CMS) to ensure that the company's business transactions and its Employees' conduct are in full compliance with underlying principles and values. The code of conduct is a fundamental element of the CMS; it is supplemented in the form of training seminars on compliance. PlusServer has also appointed a compliance officer to serve as the main point of contact for all issues relevant to compliance (compliance@plusserver.com). In addition, PlusServer has set up a whistleblower system that can be used to report compliance violations. And lastly, a compliance committee composed of one representative each of HR, the general works council, management, the IT security officer and the legal division is in the process of being formed.



The code of conduct is the product of an agreement between PlusServer GmbH and the general works council of Plus Server.

Cologne, 25 March 2020

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1. Basic behavioral requirements

Compliance with laws and regulations: Each managing director and staff (“Employees”)¹ of PlusHolding GmbH and its subsidiaries, including but not limited to PlusServer GmbH (collectively “PlusServer” or “Company”), must be familiar and strictly comply with the pertinent laws and regulations. Whenever there is doubt about the content of such laws and regulations, the legal division, the compliance officer or – by way of the supervisor – external advisors are to be consulted. Notwithstanding any sanction imposed by law, Employees may be subject to disciplinary measures in the event of a violation of laws and regulations, as consistent with applicable provisions of labor law and the rights of the works council. Violations of law in connection with a given employment relationship inflict harm on the company.

A high ethical standard: In addition, each Employee is expected to observe a high ethical standard both in internal collaborations and the external pursuit of business. This not only means treating all external and internal partners with respect, fairness and honesty, but also observing and/or promoting human rights, good labor standards, data protection and security as well as environmental protection. Supervisors are expected to prevent or punish unacceptable Employee behavior.

PlusServer’s reputation: PlusServer’s reputation is essentially a product of the actions of its Employees and the manner in which they present and conduct themselves as individuals. A single Employee’s unlawful or inappropriate conduct can cause significant harm to the company. This is why each Employees are expected to conduct themselves in a manner that preserves and promotes PlusServer’s prestige.

When in doubt, ask: Whenever there is doubt about the admissibility of certain behavior, the following questions often provide a first clue:

- Does my behavior violate applicable laws and regulations?
- Might my behavior do harm to PlusServer, my coworkers, PlusServer’s business partners or the general public?
- Would you be uncomfortable telling your supervisor about it?
- Would it make you uncomfortable if your coworkers, your family or friends would learn of it?
- Would it compromise PlusServer if a report about your behavior appeared in the print media or on TV?

2. Data security

General information: PlusServer not only processes data for its own purposes warranting protection; it is also responsible for the security of third-party data under its agreements with customers. To this end, PlusServer arranged for the certification of implemented data-security measures as well as the underlying information-management systems according to international standards.

¹ The term “Employee(s)” used throughout this document encompasses male and female individuals as well as those identifying as neither male nor female.



Data-security measures are described in the information-security guideline as well as in the pertinent security policies and processes found in PlusServer's internal knowledge base (<https://confluence.ps-intern.de>). In this regard, all Employees must take appropriate action to rule out unauthorized data access that could harm PlusServer and its customers by causing data to be stolen, deleted, compromised, damaged or misused. This is especially – though not solely – true for electronic data. Such measures to be taken by all Employees include the following basic steps, among others:

- protect the premises, offices and server rooms against unauthorized third-party access;
- do not leave documents containing sensitive data at your workstation exposed;
- lock computer screens whenever you are away from your desk;
- do not remove documents containing sensitive data from the office, unless doing so is necessary (e.g., when meeting a customer or working from home);
- protect your computer against theft and unauthorized access (especially when traveling);
- use suitable passwords, change them in regular intervals and do not disclose them to third parties, including other Employees;
- use two-factor identification depending on security requirements;
- do not connect IT hardware, including but not limited to external hard drives and memory sticks, to the network or PlusServer computers, unless PlusServer's IT security division has approved the hardware in question and its use;
- do not install software on the network or on the computer's computers, unless PlusServer's IT security division previously approved a given software either on a case-by-case basis or in general;
- do not store data belonging to PlusServer or falling within its sphere of responsibility on a private computer or private computer accessories (including but not limited to hard drives and memory sticks); and
- make sure that documents containing confidential data that is no longer needed are shredded and properly disposed of in special bins.

Employees with administrative privileges must ensure (i) that Employees have access only to such data as they may actually need to perform their duties, (ii) that such access is restricted by appropriate technical means, and (iii) that access restrictions are reviewed and audited in regular intervals.

Whenever Employees detect an instance in which IT security requirements are not observed or come across other IT security flaws, they must inform the IT security officer or the compliance officer (compliance@plusserver.com) without delay. The contact details for the IT security officer are found in PlusServer's internal knowledge base.

All new Employees receive data-security training. Awareness initiatives on the subject of security take place at least once per year.

A security board continuously monitors data security within the company; the IT security officer reports the findings to management on a regular basis.



3. Protection of personal data

Provisions under data-protection law: The term “*personal data*” covers all data containing details about a specific individual (such as first and last names, address, telephone number, email address, ID-card information, biometric data, etc.) or allowing such individual to be identified (such as IP addresses), irrespective of whether the individual is an Employee, a customer or a third party.

In Germany, the requirements for handling personal data are set forth in the Federal Data Protection Act (BDSG), various state-level data-protection laws and, as of 25 May 2018, the General Data Protection Regulation (GDPR). This covers all stages, from the collection of personal data to its processing and storage, to the transfer of personal data to third parties (including transfers from one group division to another) and, finally, its deletion.

As a cloud and hosting provider, PlusServer conducts extensive processing on behalf of customers acting as controllers. By entering into a contract data-processing agreement, PlusServer incurs special contractual obligations and must, among other things, ensure the integrity of processing through suitable technical and organizational measures, the powers of instruction as well as the control rights vested with the controller. In addition, there are various duties of cooperation. And what’s more, PlusServer bears an obligation to report any breach of personal data.

PlusServer implements additional data-protection requirements as part of its data-protection concept as well as any related guidelines and processes.

All Employees must observe the pertinent data-protection laws, along with PlusServer’s specific implementation thereof.

Each new Employee receives special training in data protection. PlusServer also offers periodic refresher courses and training updates. PlusServer will inform Employees of any essential change. Employees are expected to familiarize themselves with the foundations of applicable data-protection laws as well as PlusServer’s own data-protection concept.

Data-protection officer: PlusServer has appointed a data-protection officer. Questions or concerns regarding the proper handling and protection of personal data should be directed to the data-protection officer.

The data-protection officer’s contact details as well as the data-protection concept are found in PlusServer’s internal knowledge base (<https://confluence.ps-intern.de>).

Whenever Employees suspect that data-protection regulations may have been violated, they must immediately report such suspected violation (e.g., to the data-protection officer, their supervisor, the compliance officer (compliance@plusseryer.com) or using the whistleblower system).

The data-protection guideline contains details on the subject of data protection. Employees are expected to familiarize themselves and comply with the contents of such guideline.



4. Bribery; granting and accepting benefits

General information: PlusServer is committed to upholding the rules of fair competition. This includes, among other things, the obligation to compete for business on the strength of product and service quality and pricing, not by granting undue benefits to others.

Granting benefits to public officials

An act that is particularly grave involves the granting of benefits to public officials. No Employee may directly or indirectly offer, promise or grant, or authorize the granting of, any benefit, monetary or otherwise, to any public official (or any person associated with a public official) for the purpose of influencing an official act or securing an advantage. To avoid any suspicion, moreover, no Employee may offer, promise or grant, or authorize the granting of, any benefit to a public official if doing so creates the *appearance* of an attempt to influence an official act or secure an advantage. This applies irrespective of whether the official act is unlawful.

The term “*public official*” is defined broadly and encompasses:

- any official, staff or representative of a local, regional or national government agency or supranational organization (such as the EU or World Bank);
- any staff or representative of an enterprise or company owned or controlled by the government;
- political parties as well as party staff and officials, along with any candidate for political office; and
- any person who, without being employed by a government agency, serves in a public role or function for any country or public administration.

Effectively, the term extends to all civil servants and public employees, members of a political party, police officers and prosecutors, judges, customs and immigration officials, ambassadors as well as embassy staff and state university employees, among others.

The term “*benefit*” includes anything of value, including (but not limited to) money or cash-equivalent benefits (such as checks, loans, moratoriums or debt forgiveness), personal discounts and price reductions that are not generally available, gifts as well as invitations to cultural or athletic events and other perks, use of facilities, materials or equipment, beverages, meals, transportation and accommodations, along with promises of future employment or contracts.

Save for an invitation to a business meal, *any* benefit offered or granted to a public official is subject to the prior approval of the compliance officer (compliance@plusserver.com). An invitation to a business meal may be permissible under certain circumstances, provided that there can no question of influencing an official act. Under no circumstances should the *value of the business meal exceed EUR 25.00 per person*, unless the compliance officer has approved such benefit in advance.

Granting benefits to other persons

Granting benefits to persons other than public officials: No Employee may directly or indirectly offer, promise or grant, or authorize the granting of, any benefit to any person (e.g., customers, suppliers or other business partners, or their respective employees, representatives or associates) for the purpose of obtaining an unfair business advantage or as an inducement or reward for the improper exercise of such person’s duties. In the



interest of PlusServer's reputation, moreover, no advantage may be offered or granted if doing so might create the *appearance* of an attempt to obtain an unfair business advantage or as an inducement or reward for the improper exercise of such person's duties.

As a rule, the value of a benefit should not exceed the reference amount of *EUR 50.00 per person*. Consideration should be given to the possibility that even a lower amount may raise legal questions. If the value of the benefit exceeds – or (e.g., in cases of a business meal) should be expected to exceed – EUR 50.00 per person, the *supervisor's prior consent* must be obtained irrespective of circumstances. If the value of the benefit exceeds – or should be expected to exceed – EUR 100.00 per person, the *compliance officer's prior consent* (compliance@plusseryer.com) must be obtained irrespective of circumstances. In the event that the value of the benefit unexpectedly exceeded EUR 50.00 per person (e.g., in cases of a business meal, the compliance officer is to be provided with a report, and reasons for such breach, after the fact.

Common business practices: Any benefit offered or granted must reflect prevailing business practices and be an expression of regular 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, providing beverages and snacks at meetings, invitations to cafeteria meals or office lunches (catering) as part of company meetings, invitations to normal business meals in restaurants).

Money and cash-equivalent benefits; sexual or immoral benefits: Regardless of the nominal amount, the offering and granting of money or cash-equivalent benefits (such as checks, loans, moratoriums or debt forgiveness), or of benefits that are sexual or immoral in nature, are prohibited under all circumstances.

Ongoing or upcoming negotiations: Save for an invitation to a customary meal, no benefit may be offered or granted to a (potential) customer or other business partner (or their relatives) during ongoing or impending negotiations, unless the compliance officer has approved such benefit in advance.

Granting of benefits with third-party involvement: No Employee may offer or grant benefits to third parties as intermediaries (such as agents or sales and project consultants) if the Employee knows – or has reason to believe – that the third party will or may use some or all of the benefit to influence an official, customer or other business partner (or their associates).

PlusServer representatives: It matters to PlusServer's reputation that third parties representing PlusServer (such as agents or sales and project consultants, distributors and similar parties) strictly abide by the pertinent anti-corruption rules. Consequently, Employees responsible for hiring such representatives must ensure that they comply with the company's anti-corruption rules or have introduced and observe comparable codes.

Accepting benefits

Each Employee is required to promote the company's best interests. Employees must not use their position to demand or accept personal benefits, or have such benefits promised them. The benefits that may be accepted are those that reflect common business practices and do not raise questions about PlusServer's reputation or the Employee's absolute integrity.

In such regard, the following applies: Benefits (e.g., gifts or invitations) the value of which exceeds *EUR 50.00 per person* or that do not reflect common business practices may not be accepted. If a benefit cannot be rejected for practical or other reasons (e.g., because doing so would offend the person offering it), the



compliance officer must be informed promptly after the fact (compliance@plusseryer.com). The compliance officer then consults with the supervisor about what is to be done with the benefit in question (e.g., whether the Employee may keep it or whether it is to be distributed or donated to Employees as part of a raffle).

If it is learned during a business meal that its value exceeds EUR 50.00 per person, the Employee should offer to split the bill. Such an offer can be defended by referring to PlusServer's compliance rules.

Money and benefits equivalent to money may be accepted under no circumstances.

In the interest of transparency, Employees are obligated to inform their supervisor in writing or by email within five working days of accepting a benefit worth more than EUR 20.00. Such obligation does not apply to an Employee's acceptance of an invitation to a customary business meal.

5. Political contributions, donations and sponsoring

Political contributions: Political contributions refer to any contribution of value that is intended to advance a political objective. Examples include local, regional or national events to raise funds for the pursuit of political goals, providing goods or services to a political party or candidates for political office, paying Employees to dedicate time to a political cause during regular working hours or paying expenses for a political campaign.

Political contributions by enterprises are prone to abuse. Therefore, any political contribution by or at the expense of PlusServer is subject to management's express prior consent.

No pressure of any kind may be exerted, directly or indirectly, on Employees to make personal political contributions, support a political party or an individual's political candidacy.

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

Each donation must be clearly and recognizably documented. No donation may be made to gain an unfair competitive advantage for PlusServer or for any other improper purpose. No donation may be made to individuals or for-profit organizations. At least one member of management must sign off on each donation.

Sponsoring: Sponsoring refers to any contribution in cash or in kind that the company makes to an event organized by a third party, in return for which the company is given the opportunity to display the company's logo at the event, to promote its brands, to be mentioned in the opening or closing remarks, to participate as a speaker in a panel discussion and/or to receive tickets to the event.

Each sponsoring must be made on the basis of a sponsoring agreement that states the contribution's recipient, its amount, the event for which the contribution is made as well as any consideration that the company will receive. At least one member of management must sign off on each donation.

6. Anti-trust law

General information: PlusServer is committed to conducting all of its business in accordance with the principles of fair competition. This includes strict compliance with anti-trust laws and regulations designed to protect competition from anti-competitive behavior.



Irrespective of case-by-case variations, anti-trust law essentially breaks down into three critical rules:

- Horizontal arrangements: Do not coordinate your conduct in the market with (current or potential) competitors.
- Vertical arrangements: Do not unduly restrict the economic freedom of customers or suppliers as part of purchase or supply agreements.
- Abuse of market power: Do not abuse your market power to exclude competitors from the market, to impede them with without compelling reason or to manipulate the market by other means.

Horizontal arrangements and concerted practices

No Employee may enter into (written or verbal) *agreements* with actual or potential competitors or engage in *concerted practices* with actual or potential competitors with the intent or effect of impeding or restricting competition. Accordingly, it is strictly prohibited:

- to enter into an agreement or equivalent (express or tacit) arrangement with a competitor to refrain from competition, restrict business with suppliers or divide customers, markets or territories; or
- to talk to competitors about (purchase or sales) prices, offers, sales, profits, profit margins, costs and other parameters that determine or influence an enterprise's competitive behavior; or
- to notify a competitor in advance of intended price increases or other intended changes in terms and conditions.

Association meetings: The ban on horizontal arrangements as well as practices pursued in concert with competitors also and specifically applies to association meetings. After all, association meetings are where competitors meet! All topics that may not be discussed between competitors also must not be discussed at association meetings or be the subject of a decision or recommendation by an association. Accordingly, the following rules apply:

- Do not attend association meetings that do not have a clear agenda. Missing or vague agendas may raise red flags with the anti-trust authorities.
- Do not attend (or promptly leave) meetings if and when topics come up that competitors must not discuss with one another. Do not attempt to avoid violating anti-trust laws by remaining silent and not participating in the discussions. You must leave the room and record your absence in the minutes or a personal memo for the relevant record; send a copy of the minutes or memo to PlusServer's legal division or compliance officer.
- Do not discuss the collective exclusion of certain customers or suppliers.
- Avoid "casual" meetings with competitors before or after official association meetings. PlusServer reserves the right not to reimburse expenses incurred in connection with such "casual meetings" (especially as regards invitations from competitors), unless it can be shown that the meeting served a legitimate business purpose in accordance with anti-trust law.

Market-information systems: Any involvement in a market-information system to which commercially sensitive data is reported may be prohibited under anti-trust law, as it could facilitate coordination among competitors. This is also true in the event that the market-information system is operated by third parties



(trade associations or service providers). Therefore, any involvement in a market-information system is subject to prior review and approval by PlusServer's legal division.

Vertical arrangements

The vertical arena (i.e., agreements between suppliers and customers or patent holders and licensees), too, is rife with possibilities for agreements restricting competition in an improper manner, which are thus prohibited. Critical examples include the following practices:

- restricting the freedom of suppliers or service providers to provide goods or services to third parties (e.g., PlusServer's competitors);
- certain clauses awarding PlusServer "most favored" status by requiring suppliers, service providers or patent holders to grant PlusServer terms that are as good or better than those granted third parties (e.g., PlusServer's competitors); and
- certain exclusivity agreements (that force customers to purchase required hosting capacity exclusively from PlusServer, for example).

Whether or not such restrictions are permitted often depends on the duration and intensity of the restrictions, along with the market position of the enterprises involved. This is why Employees should consult PlusServer's legal division before agreeing to vertical restraints.

Abusing dominant market position

Insofar as the company dominates a particular market, Employees must be aware that *abusing* a dominant market position is prohibited. The following conduct in particular may be deemed exploitative:

- giving different treatment to customers for no good reason (no discrimination);
- refusing to provide hosting services without material cause;
- providing hosting services in a selective manner;
- imposing unreasonable purchase or sales prices or conditions; or
- transactions tied to additional supplies or services without material cause.

The question whether an enterprise holds a dominant market position as well as the boundaries within which certain conduct may still be permissible depend on the circumstances of the individual case. This is why Employees should contact the legal division if and to the extent that PlusServer dominates a market (a rule of thumb holds that dominance refers to any market share above 40%) and consideration is being given to any of the types of conduct mentioned above.

Consequences of non-compliance

Whenever anti-trust laws are violated, not only are the arrangements in question null and void, but the violation may further result in significant penalties and claims for damages that potentially threaten PlusServer's existence. For this reason, PlusServer observes the "zero tolerance" principle and is determined to take disciplinary action (including termination for cause) against any Employee who violates anti-trust law.



Employees violating anti-trust laws should also be aware that they may be subject to personal claims for damages and penalties.

7. Sanctions, trade-control regulations, restricted persons

All Employees must comply with restrictions imposed by international sanctions when conducting company business. Sanctions and trade restrictions are economic tools designed to bring about changes in policies or activities in countries that violate international law or human rights. In the European Union, it is primarily the Council of the European Union that can impose sanctions or trade restrictions, and it often implements binding resolutions of the United Nations Security Council. The measures so imposed are mandatory and bind all nations that form part of the organization that put them in place. In the case of the European Union, they are binding on all member states.

Sanctions include the freezing of funds and economic resources of certain persons (typically, leaders of the country in question), trade embargoes (oil), restrictions on imports and exports, prohibitions on buying and selling certain products or services, restrictions on financial services, capital transactions and payments, etc.

While, generally speaking, sanctions aim to bring about changes in policies or activities in countries that violate international law or human rights, trade-control laws and regulations are primarily intended to protect the security interests of the country in question as well as to prevent any disruption to the peaceful coexistence of nations. Therefore, trade-control laws and regulations specifically restrict or prohibit the export (including the re-export) of arms and military equipment, including the export of goods, services and technology for or in connection with arms and military equipment, as well as the export (including the provision) of so-called dual-use goods.²

In connection with sanctions and trade-control laws and regulations, Employees must further abide by restrictions on doing business with persons (individuals or entities) who have been blocked (i.e., denied, restricted or blacklisted). Especially in connection with the fight against international terrorism, government agencies have identified certain individuals or entities as “denied” or “restricted” and placed them on corresponding lists.³ Accordingly, it is necessary, prior to any transaction with a new business partner and in regular intervals thereafter, for an electronic query to be made to establish whether the individual or entity in question is found on any such list. For this purpose, PlusServer will introduce an IT-supported monitoring system.

Violation of sanctions, trade-control laws and regulations or restrictions on trade with denied or restricted persons may result in severe penalties for the company (including the risk of being “blacklisted” in turn, which will discourage public organizations and many enterprises from doing business with the company). Such violations may also lead to personal liability and imprisonment.

Employees who are responsible for business development and customer support must familiarize themselves with the basics of applicable sanction rules and trade-control regulations. PlusServer will provide internal or

² Where dual-use items are concerned, European companies must specifically observe Council Regulation (EC) No. 428/2009 of 5 May 2009 setting up a Community regime for the control of exports, transfer, brokering and transit of dual-use items.

³ Reference is made by way of example 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).



external training opportunities for this purpose. Whenever Employees are in doubt about the legitimacy of doing business with a particular customer or supplier, or with persons in a country that may be affected by sanctions, they should contact the compliance officer (compliance@plusseryer.com).

8. Conflicts of interest

Company's best interest: It is the duty of each Employee to be loyal to PlusServer and to make business decisions only in the best interest of the company – without regard for potential personal gain.

Avoiding conflicts of interest: Each Employee is to avoid conflicts of interest and must steer clear of even the *appearance* of such conflict. In the event of a (possible) conflict of interest, Employees must immediately inform their supervisor as well as HR and refrain from making any decision for PlusServer, participating in any PlusServer decision-making process or influencing others as part of a decision-making process.

Competing with PlusServer: During the course of their employment, Employees must not engage or participate in any activity that competes with PlusServer, or assist any enterprise (whether as an employee, consultant or otherwise) competing directly or indirectly with PlusServer. Even insofar as Employees engage in or support any competitive activity after their employment with PlusServer ended, they may not use, disclose or make available to third parties any confidential (business, technical or other) information of PlusServer (post-contractual duty of confidentiality).

Employees must inform their supervisor as well as HR if a close relative (spouse, domestic partner, child) takes up work for a PlusServer competitor, so that the appearance of possible conflicts of interest may be eliminated right from the start.

Employees' participation in and work for business partners: Employees who directly or indirectly hold or acquire an interest in a customer, supplier, service provider or other PlusServer business partner, or who take up work for such a company, must notify the responsible HR division as well as their supervisor if they are in a position to influence decisions of such customer, supplier, service provider or other business partner due to their participation therein, or if they are directly or indirectly involved in any transaction with such customer, supplier, service provider or other PlusServer business partner. Furthermore, any Employee who directly or indirectly holds or acquires an interest in a PlusServer competitor must disclose such participation to the responsible HR division as well as their supervisor. The obligation to disclose an interest is waived if the business partner or competitor in question is a publicly traded enterprise.

Close relative's work for business partners: If an Employee's close relative is working for a PlusServer business partner (e.g., supplier), the Employee must notify the supervisor as well as HR, unless the Employee has determined, following a careful examination, that there is not even the appearance of a conflict of interest.

9. Four-eyes principle

Internal four-eyes principle: As a rule, all (written, electronic or other) contracts with customers, service providers and other business partners, along with all declarations and statements giving rise to contractual obligations or waivers of rights on PlusServer's part, require the approval of at least two Employees vested with the requisite power ("four-eyes principle").



Right to represent company in external relations: The four-eyes principle also applies if a declaration or statement made by a *single* Employee vis-à-vis a third party would legally bind the company. This means that, even insofar as a contract requires the signature of only one Employee to be binding for the company (because the Employee is vested with the power of sole representation in external relations), PlusServer internally requires the signature or consent of a second Employee vested with the requisite power. In order to minimize any conflict between the right to represent the company in external relations and the internal four-eyes principle, Employees should be vested with the power to represent the company only *jointly* with another Employee, unless there are valid and well-documented reasons for granting the power of sole representation.

Documentation: Approval by at least two Employees must be documented. Email is sufficient for such purpose.

Exceptions: Management may define exceptions to the four-eyes principle for certain routine transactions in the ordinary course of business.

10. Dealing with assets (including mobile phones and computers)

Responsibility and care: Employees are obligated to handle PlusServer's assets responsibly and with care and must protect them against loss, theft, misuse and third-party access. Assets do not just include buildings and other tangible assets (such as equipment, tools, computers, copiers, telephones, etc.), but also intangible assets (such as inventions, know-how, trade and business secrets, copyrights, patents and other industrial property rights).

Removal from premises: PlusServer assets may not be removed from the company premises, unless the responsible supervisor consented thereto on a case-by-case basis. The requirement that approval be obtained on a case-by-case basis does not apply to mobile phones and portable computers (such as notebooks and tablet PCs) that are used off-premise for business purposes as a matter of course.

Limitation of use to company business: Subject to the responsible supervisor's express consent on a case-by-case basis, PlusServer assets (such as office equipment and copiers) may only be used for company business – not for private purposes or third-party business. Mobile phones and computers may be used for private purposes only in accordance with the pertinent rules defined by the company. Under no circumstances may mobile phones and computers (as well as other company assets) be used in harassing, discriminating against or offending others.

Likewise, Employees must not use computers or other company assets for private purposes involving computer games of any kind, to access sites featuring pornographic, xenophobic, racist or illegal content or to contact any dating platform.

Use of PlusServer email accounts: Where the use of computers and smartphones is concerned, Employees must not use the PlusServer email account for private purposes. Employees may only use their private email accounts for private business. Whenever Employees receive private emails on the PlusServer account, they must inform the sender that receiving private mails on the PlusServer account is not permitted, and that private emails must be addressed to a private email account. Employees' use of company computers and smartphones for private purposes is limited to gaining access to their private email accounts (e.g., Adam.Smith@hotmail.com).



Information and data sent from or to the PlusServer email account belongs to the company and (subject to limitations imposed by laws for the protection of personal data as well as applicable labor regulations) may be monitored by the company at all times.

Storing and deleting emails: Emails may constitute business records that – not unlike conventional documents – must be retained for a certain period of time in accordance with applicable commercial and tax regulations. This is why Employees must not delete emails received or sent from a company computer, unless the emails clearly do not represent business records that must be retained in accordance with local laws and regulations.

Computer programs: Many computer programs have been licensed to PlusServer for business use. Employees are barred from making copies for personal use and – given that the number of licenses is typically limited – even for the use of PlusServer, unless the IT division has expressly authorized doing so. Computer programs may contain viruses or other dangerous elements that can attack and even destroy PlusServer's IT systems. Consequently, no Employee is allowed to install computer programs or other software on PlusServer's IT systems or any company computer (including PCs and laptops), unless doing so has been authorized by the IT division or is permitted under the pertinent provisions of the company's guidelines.

11. Confidentiality; protection of business secrets

Company's confidential information and know-how: PlusServer's confidential information as well as the company's business, technical and other know-how are particularly critical to its long-term success. This is why all non-public information and all non-public know-how of PlusServer should only be disclosed to those Employees who need it to perform their duties and must be protected against unauthorized third-party access. Third parties (e.g., customers or cooperation partners) may receive confidential information and know-how only if and to the extent that PlusServer's business interests require its disclosure and the third party in question is obligated to maintain its confidentiality and restrict its use. Information concerning PlusServer is deemed confidential if and to the extent that it has not been officially disclosed (e.g., via the website or other PlusServer publications).

Third parties' confidential information and know-how: PlusServer's Employees have access to a multitude of third-party confidential information and trade secrets, including but not limited to those belonging to customers processing their data on PlusServer's servers. PlusServer must protect such information and trade secrets against third-party access and may only disclose it to third parties with the owner's consent. Employees must strictly observe PlusServer's corresponding obligations.

Duration of duty of confidentiality; returning confidential documents: The obligation to hold confidential information and know-how in confidence remains in effect for the full duration of the employment relationship and even survives its conclusion. Upon the termination of the employment relationship, at the latest, Employees must return to PlusServer all documents, files and other records (including electronic files and records) that contain or reflect confidential information or know-how of PlusServer or its business partners. At PlusServer's request, Employees will confirm in writing that they do not (or no longer) possess any records containing confidential information or know-how of PlusServer or its business partners.



12. Communication; social media

Appropriate external and internal communication is critical to PlusServer's success. With any communication, Employees are considered the company's representatives and ambassadors. This is why care must be taken to always communicate in a professional and thoughtful manner.

All announcements to the public must be true, accurate, transparent and timely.

In cases of confidential or strictly confidential data, care must be taken to ensure secure transmission; such data is to be transmitted only in encrypted form. PlusServer provides suitable encryption technologies and offers training as well as advice for the use of such technologies.

In external communications (e.g., with customers or suppliers), no business forecasts and no business or financial information related to the company may be disclosed, unless and until the company has officially published such forecasts or information or the CFO has consented to their disclosure.

When sending emails, Employees are expected to exercise the same level of care that they invest into formal letters. Because messages are easily sent to the wrong address, the identity of the recipient must always be verified before sending. It must be noted that emails can easily be forwarded to additional addressees without the sender's knowledge – and what may sound humorous to a close friend may offend another person. It further warrants noting that, in the event of an official subpoena or discovery order, electronic information may need to be disclosed, and that even deleted electronic information can typically be recovered.

All communications with the *media* (press, radio, TV) should be conducted exclusively through, or must be approved by, the company's communications division. This is why Employees should forward any public-media inquiry to the finance division.

All communication with the *banks* and other *investors* must be conducted exclusively through PlusServer's finance division. Accordingly, all Employees should forward questions from banks or other investors to the finance division for a response.

Social media: We have social-media guidelines for communicating on social networks (such as Facebook, Twitter, Xing or LinkedIn), which can be found in PlusServer's internal knowledge base (<https://confluence.ps-intern.de>) under the keyword "Social Media." As a rule, Employees should specifically observe the following principles when communicating on social networks:

- **Only speak for yourself.**

When Employees comment on PlusServer, they should disclose the fact that they are in PlusServer's employ. In addition, they should write in the first person to make it clear that they are expressing their own – rather than the company's – opinion. Only authorized Employees may post official PlusServer statements, declarations and notices on social networks and online.

Keep confidential information to yourself. Trade secrets or confidential information (e.g., about customers, suppliers or business partners) must not be disclosed under any circumstances.



- **What is internal, stays internal.**

Internal company information should be neither communicated nor commented upon on social networks. As a rule, personal opinions about coworkers or supervisors have no place on social networks.

- **Stick to the facts.**

When engaging in discussions related to PlusServer or its products, Employees should steer clear of unsubstantiated allegations and verify facts using published sources (e.g., the PlusServer eHomepage).

- **Protect your passwords.**

Always use new passwords for social networks; passwords needed to access company data must not be used in connection with social networks.

- **Act responsibly.**

Employees should protect their own privacy as well as the privacy of others. Nothing entirely disappears from the Internet – even if and to the extent that content is corrected or deleted.

- **Adhere to applicable law.**

Applicable law should always be observed. Of particular importance is compliance with copyright law. This is why Employees should only publish contents, images and videos that originated with them. The use of the PlusServer logo and brand symbols is prohibited as a rule; exceptions are made for business networks such as Xing or LinkedIn where, subject to other arrangement, PlusServer photos can be used as profile pictures. The supervisor should be asked for permission whenever there is doubt.

- **Treat others with respect.**

Whether customers or coworkers, others should always be treated with respect. Be polite and professional without fail.

- **Avoid conflicts.**

Employees should steer clear of avoidable conflict. Not all utterances are in need of a comment.

- **Support us.**

Feel free to engage with the company's social-media presence and take the opportunity to participate in discussions. For help or pointers, or if you come across any praise, criticism or humor concerning our brands and services, please feel free to contact us by email at: marketing-intern@plusserver.com

13. Integrity, records and financial information

General information: PlusServer expects absolute integrity from all Employees and does not tolerate fraudulent conduct of any kind – be it in relations with the company itself or with Employees, customers, suppliers or other business partners, a bank or other lenders or public institutions.

Books and records: All Employees who maintain or are responsible for the company's books and (paper or electronic) records must ensure that:



- the books and records are complete and accurate, and that they properly document each of the company's transactions, expenses, assets and liabilities;
- the books and records contain no false, misleading or other inauthentic entries;
- all entries are made in a timely fashion;
- entries are made in correspondence with all applicable accounting principles and standards;
- the books and records are retained in accordance with all applicable laws, regulations and accounting standards; and
- changes to books or records are impossible or can be tracked.

For additional details, see the financial division's accounting guidelines.

Monies not entered or disclosed: No Employee may create or hold PlusServer monies or assets that have been neither entered nor disclosed.

Disclosing financial data: The company's financial data (such as revenues, EBITDA, EBIT, profit or loss) may not be discussed with or disclosed to third parties, unless the financial division has officially published such data or the CFO has agreed to such discussion or disclosure.

14. Basic payment rules

Proper documentation: Each payment made by or on behalf of the company must be accompanied by adequate (written or electronic) documentation that clearly states the reason for the payment and its due date.

Four-eyes principle: Each payment made by or on behalf of the company must be approved by at least two properly authorized individuals. The responsible supervisor must sign off on the reimbursement of out-of-pocket expenses (such as travel expenses).

Type of payment: To ensure transparency, payments made by the company or on its account are to be made by bank transfer or check whenever possible. Cash payments should be avoided as much as possible and are permitted only for minor expenses (e.g., business meals, taxi rides or stamps).

Cash payments: If cash payments cannot be avoided, Employees must document each such payment and include the names of the payor and the individual who authorized the payment, along with the payee's name and address as well as the payment amount, date and purpose. Such documentation is to be forwarded to the finance division without delay.

Payments only to the appropriate party: All payments must be made directly to the appropriate party. The account used must be in the payee's own name. No Employee may make any payment to a numbered or third-party account (even if the appropriate eligible party so requests). And even if payment is made directly to the eligible party's account, such account should be located in the country where the party in question has its registered offices or relevant place of business. Exceptions are subject to the CFO's approval.

Refunds: Refunds (e.g., credit notes or other repayments) should be made using only the bank account used for the original payment.



First-party payments: Employees must not make or authorize company payments to themselves (e.g., the reimbursement of travel expenses) or relatives. In the event that Employees who approve collective statements of accounts are themselves listed as beneficiaries in such accounts, such statements further require the approval of their supervisor.

15. Human rights and occupation

Human rights: PlusServer respects and promotes the protection of internationally proclaimed human rights in accordance with the United Nations Universal Declaration of Human Rights⁴.

International Labor Organization (ILO): PlusServer supports the values set out in the Declaration on Fundamental Principles and Rights at Work⁵ of the International Labor Organization (ILO). It supports the ILO's work in formulating and enforcing international labor and social standards as well as in creating decent working conditions as an essential prerequisite for the fight against poverty.

Respect for the individual: PlusServer conducts its business in a manner that recognizes the right of all individuals to be treated with dignity and respect as well as to work in an environment that is free from harassment, physical and verbal abuse, threats and intimidation.

Freedom of association: PlusServer recognizes and promotes the freedom of association as well as the right of Employees to collective agreements within the boundaries set by applicable law. The company ensures that trade-union representatives and members of the works council suffer neither discrimination nor obstruction.

Forced labor: PlusServer does not tolerate forced labor in any form.

Child labor: PlusServer supports the elimination of exploitative child labor. Accordingly, it only employs workers at least 15 years of age. The company undertakes to comply with the ILO Convention concerning the Minimum Age for Admission to Employment (Convention No. 138) as well as the ILO Convention concerning the Prohibition and Immediate Action for the Elimination of the Worst Forms of Child Labor (Convention No. 182). PlusServer expects the same from its business partners.

Working hours: Employees are entitled to protection against overwork as well as to adequate rest periods in accordance with statutory regulations and company guidelines.

Compensation: PlusServer observes all laws concerning the remuneration of work, including the regulations concerning remuneration in cases of illness, along with those governing minimum wages. PlusServer observes the principle of "equal pay for equal work."

Equal employment opportunities: PlusServer provides equal employment opportunities in accordance with applicable legal provisions and tolerates no unlawful discrimination against Employees. PlusServer hires, compensates and promotes Employees based on their qualifications and performance.

Discrimination: PlusServer rejects all forms of discrimination within the framework of applicable law. Specifically, no Employee may discriminate against a coworker or business partner on the basis of ethnic background, culture, religion, age, disability, race, gender, sexual orientation or world view.

⁴ UN Universal Declaration of Human Rights of the United Nations

⁵ Declaration on Fundamental Principles and Rights at Work



Diversity: Diversity represents an important aspect of our business. We recognize the importance of diversity in our operations and attach great value to it.

Abusive conduct and harassment: Respect for others is the very foundation of PlusServer's culture. This is why each Employee must strive to ensure that the work environment is characterized by mutual respect and free from abusive conduct or harassment. It is prohibited to harass a coworker or business partner, to engage in offensive conduct, sexual or otherwise, or to make disparaging, intimidating or offensive remarks.

Complaints: Employees who believe that they were or are the object of unlawful discrimination, abuse or harassment should immediately bring the incident to the attention of their supervisor, the HR division or the compliance officer, or report it using the whistleblower system (see item 20). All complaints will be investigated without delay. If the investigation finds evidence of the discrimination, abuse or harassment alleged, corrective action will be taken immediately. An Employee who made a good-faith complaint must not be reprimanded or discriminated against on the basis of such complaint.

Training opportunities: Motivated Employees are part of the working environment that PlusServer strives to establish and represent a critical competitive factor. This is why PlusServer not only makes sure that Employees are able to perform basic tasks within their areas of responsibility, but also offers comprehensive training opportunities to promote Employees' individual development and ability to take on new, farther-reaching and motivating tasks to match.

16. Health and safety at work

Commitment to safety and health: PlusServer is committed to providing a safe and healthy work environment for its Employees and strives to continuously improve such environment. Likewise, PlusServer is committed to ensuring that its operations do not create risks to the safety and health of its neighbors, and seeks to reduce potential risks to the safety and health of the neighborhood on an ongoing basis.

Basic measures: Care must be taken in each company plant and office to ensure that appropriate measures related to first aid, fire-fighting and the evacuation of affected Employees have been introduced and are reviewed and practiced on a regular basis. Records of safety training seminars held are to be retained.

Medical examinations: PlusServer offers medical examinations to those among its Employees who are exposed to potential health hazards in connection with their work in accordance with the pertinent legal provisions.

Instructions and periodic Employee training: Each supervisor is responsible for ensuring that new Employees as well as Employees switching work or starting in a new position receive instructions about the specific risks associated with such work or position, and that regular training is provided on relevant topics of occupational safety and health. Initial instructions as well as any periodic training provided is to be documented.

Safety equipment: PlusServer provides all required safety equipment.

Attention to concerns related to health and safety and work: PlusServer expects all Employees to pay attention to occupational safety and health concerns at all times, and to complete their tasks in a manner that protects their own safety and health as well as that of their coworkers and the company's neighbors.



Accidents at work and accident prevention: Prevention is key. This is why the managers in charge of a plant or office are responsible for introducing the best accident-prevention regime available. All accidents at work must be recorded, observed and analyzed, and appropriate remedial and preventive measures must be implemented.

Drugs: The use of intoxicating drugs (including excessive alcohol consumption) poses a threat to all Employees in the workplace and is therefore prohibited at PlusServer offices and facilities. Employees struggling with drug addiction should seek the advice and guidance of the HR division in confidence. Taking advantage of this opportunity to talk will not affect their employment relationship, unless their performance and conduct becomes unacceptable.

17. Product and service safety and quality

It is of extraordinary significance to PlusServer and its long-term success that its products and services be safe and of high quality. Consequently, Employees working in the development, marketing and/or sale of products must ensure that:

- all statutory safety requirements are duly taken into account for purposes of the development and marketing of products and services;
- the potential impact on human safety and health as well as on the environment or the security and protection of processed data is carefully examined, and the results are properly documented, before new products are marketed and sold;
- new products and services are marketed only if there is no risk of them endangering human safety and health, having an avoidable adverse impact on the environment or placing at risk the security and protection of processed data when used as intended or in a foreseeable manner;
- all products sold are accompanied by clear instructions for their intended use and how to avoid and reduce any risk associated with such use;
- all products and services of the company are continuously reevaluated on the basis of new findings on their impact on safety, health and the environment as well as new findings on the requirements for the security and protection of processed data, and with respect to compliance with statutory requirements for safety, health and the environment as well as the security and protection of data; and
- all products and services are continuously monitored and developed with respect to their quality and possible quality improvements.

18. Environmental protection

PlusServer strives to be perceived as an enterprise that respects the environment in the pursuit of its business activities. Protecting the environment and conserving natural resources are top priorities for the company. PlusServer conducts its business in full compliance with all environmental laws and regulations. It strives to operate in a manner that is safe for the environment and continuously improves the company's ecological footprint.



All Employees must familiarize themselves with and strictly observe the environmental laws and regulations of relevance to their area of responsibility. With their own conduct, they are to make a contribution to the mission of environmental protection and the conservation of natural resources that goes beyond what current statutory requirements mandate.

PlusServer provides appropriate training tools for environmental protection.

PlusServer monitors:

- energy and water consumption;
- greenhouse-gas emissions; and
- the generation of waste

in its offices, plants and computing centers.

PlusServer strives to continuously reduce the consumption of energy and water, the emission of greenhouse gases, and the generation of waste. Waste is to be recycled whenever possible.

Where PlusServer is concerned, it is in the interest of environmental protection that the number of trips be reduced and replaced by video conferences whenever possible.

19. Promoting exemplary business practices

PlusServer expects from its suppliers and service providers:

- that they comply with all applicable laws and regulations (especially in the areas of data protection and data security, corruption and the granting of benefits as well as anti-trust law);
- that they observe the principles laid down in the United Nations Universal Declaration of Human Rights;
- that they observe the principles set forth in the Declaration on Fundamental Principles and Rights at Work of the International Labor Organization (ILO) (including, and especially, the promotion of equal employment opportunities and the equal treatment of workers irrespective of color, race, nationality, disability, gender or sexual orientation, political or religious beliefs or age, and the rejection of all forms of prohibited child labor or forced labor);
- that they protect the health and safety of their employees; and
- that they observe the principles of environmental protection.

PlusServer avoids cooperating with suppliers and service providers that do not observe the aforementioned provisions and principles.

20. Reporting violations; [compliance audit,] sanctions

Reporting violations: Employees who know or have good reason to believe that laws or regulations, this code of conduct or other internal rules have been violated should bring the relevant matter to the attention of their



supervisor or the compliance officer (compliance@plusseryer.com). Upon request, the report will be handled in strict confidence (to the extent permitted by law).

Whistleblower system: Alternatively, Employees may report the matter in question using the whistleblower system set up by PlusServer. This way, Employee may file a report anonymously. For additional information on the whistleblower system, Employees may consult PlusServer's internal knowledge base.

A report should be made irrespective of the position of the individual responsible for the violation.

All reports will be investigated without delay. If necessary, remedial measures will be adopted.

Whistleblower protection: Employees who report a violation that they know or have good reason to believe has occurred must not be reprimanded or discriminated against on the basis of such report. Upon request, the whistleblower's identity will be kept confidential (to the extent permitted by law).

Sanctions: Violations of the code of conduct and other PlusServer regulations will be subject to disciplinary action, as consistent with applicable provisions of labor law and the rights of the works council. Such action is taken without prejudice to consequences mandated by law (e.g., claims for damages), including such penalties as an Employee may face in the event of a violation under criminal law.

21. Questions and training

Employees who have questions about the code of conduct or relevant laws and regulations or are unsure what to do in a specific situation should consult their supervisor, the legal division or the compliance officer.

Employees who are unsure whether their actions are lawful or in compliance with the code of conduct should follow the principle "ask first, act later."

PlusServer provides instructions for the code of conduct and other guidelines relevant to compliance (such as data security and data protection) as part of the "PlusAcademy" program, among others.

22. Effective date

The PlusServer code of conduct goes into effect on 1 May 2020.

It applies to PlusServer GmbH.

The code of conduct supersedes any and all previous compliance requirements, including but not limited to the previous HEG code of conduct dated 14 September 2015, the HEG Environmental, Social and Governance (ESG) Policy, the GoDaddy anti-bribery, anti-corruption and gifts policy dated 16 January / 4 April 2017 and the GoDaddy compliance handbook dated 18 September 2015 / 4 April 2017.