




Technology with Vision



Code of
Conduct



Code of Conduct

Equal rights is one of HELLA's basic principles. For better readability, where the following text refers to a specific gender, it should be understood to address all genders.

Dear Colleagues,

HELLA's reputation and long-lasting success is based on a corporate culture which was established over 100 years ago and continues to be lived. It forms the foundation for the trust that customers, suppliers, other business partners and third parties have in HELLA. HELLA's corporate culture is based on seven values: we look ahead with entrepreneurial spirit, work together effectively, ensure sustainability, deliver excellent performance, strive toward innovation, do business with integrity and set an example. These seven corporate values serve as a benchmark for our daily actions and work within the global HELLA network.

This Code of Conduct embodies HELLA's corporate values and frames the behavioral expectations of every single HELLA employee. It helps to determine right from wrong behavior and to master legal challenges that arise in our daily work with colleagues, customers, suppliers, other business partners and third parties. Consequently, it can be understood as a kind of compass that provides direction in daily cooperation and actions.

The HELLA Code of Conduct must be upheld and is binding on all HELLA Group employees worldwide. This is important for HELLA as well as for each individual. Therefrom arises the expectation that each of us at HELLA feels personally responsible for upholding the Code of Conduct and always acts lawfully and ethically.

Lippstadt, October 2022

Michel Favre
(CEO)

Detlev Bökenkamp
(Head of Corporate Legal, Compliance and Audit)



“Compliance is a duty for all of us - for everyone, everywhere, every day at HELLA. But it is more than just a duty. It is part of our culture, and it is our conviction.”

Michel Favre
CEO

“HELLA’s reputation and long-lasting success is based on a corporate culture which was established over 100 years ago and continues to be lived.”

Detlev Bökenkamp
Head of Corporate Legal,
Compliance and Audit



Code of Conduct

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Acting Lawfully and with Integrity

*“HELLA’s continued
success and reputation
depends on each of us
always behaving lawfully
and honestly.”*





1. ACTING LAWFULLY AND WITH INTEGRITY

HELLA's continued success and reputation depends on each of us always behaving lawfully and honestly.

We must obey and comply with all laws and regulations, wherever we do business, as well as HELLA's internal rules in our daily work. Violations are not tolerated and can result in severe consequences for the HELLA Group and those involved.

Furthermore, we must uphold HELLA's values, particularly integrity, in all our actions.

Scope of Application

“This Code of Conduct applies to and is binding for all of us... regardless of our position, function or level of employment.”





2. SCOPE OF APPLICATION

This Code of Conduct applies to and is binding for all organizational units and holding companies in which HELLA GmbH & Co. KGaA directly or indirectly holds shares of more than 50 % (HELLA Group). In the case of minority shareholdings and memberships in organizations, those of us who represent the HELLA Group on the respective decision-making bodies shall take all necessary measures to ensure compliance with the principles set forth in this Code of Conduct.

This Code of Conduct applies to and is binding for all of us, as employees of the HELLA Group and members of the corporate bodies of the HELLA companies, regardless of our position, function or level of employment.

Labor and Social Principles

*“Working together
effectively is one of
our core values.”*





3. LABOR AND SOCIAL PRINCIPLES

Working together effectively is one of our core values.

We treat our employees, business partners and other third parties with dignity, respect and in observance of the internationally recognized human rights standards and we act in accordance with the following principles.

3.1. DIVERSITY AND INCLUSION

We value diversity and we encourage an inclusive work environment.

We respect all employees, business partners and other third parties regardless of gender, ethnic origin, social background, nationality, skin color, sexual orientation, religion or belief, union activity, age, disability and other characteristics protected by law.

Employees are recruited and promoted based on their qualifications and skills.

We reject any behavior that creates an offensive, hostile or intimidating work environment as well as all forms of harassment, including sexual harassment and mental or physical abuse.



3.2. NO CHILD LABOR

We reject all forms of child labor and we adhere to the minimum age requirements for employment stipulated by the applicable local law.

3.3. NO FORCED LABOR

We reject all forms of forced labor, which includes slavery and human trafficking.

3.4. FREEDOM OF ASSOCIATION AND THE RIGHT TO COLLECTIVE BARGAINING

We respect the right of all employees to establish and join trade unions and representative bodies and to engage in collective bargaining in accordance with the applicable local law.

3.5. WORKING HOURS

The working hours shall not exceed the maximum set by the applicable local law.



3.6. REMUNERATION

The remuneration paid to HELLA's employees shall accord with all applicable local laws on remuneration, which includes laws on the minimum wage.

“We value diversity and we encourage an inclusive work environment.”

Environment, Health & Safety, Product Safety

*“The greatest priority
of work safety consists
of ensuring the safety
of employees in their
workplace.”*





4. ENVIRONMENT, HEALTH & SAFETY, PRODUCT SAFETY

Our responsibility for the health and safety of our employees, customers and suppliers and controlling our environmental impact is paramount.

4.1. ENVIRONMENT, HEALTH & SAFETY (EHS)

4.1.1. Health & Safety

A safe and healthy work environment contributes to improving the quality of goods, services and workforce morale. The greatest priority of work safety consists of ensuring the safety of employees in their workplace.

To this end, we comply with all legally required precautions to ensure a safe and secure workplace. We are responsible for promoting a safe and healthy work environment, for example, by always using the provided safety equipment, detecting and reporting unsafe conditions and knowing emergency procedures.



4.1.2. Environmental Protection

We place great value on innovation and are committed to ensuring sustainability. This means continuously optimizing products and technologies in keeping with responsible resource management, preventing negative impacts on the environment, compliance with environmental laws and standards in development and production and continuously seeking new potential for environmental protection.

In product and technology development we strive to reduce consumption of resources and increase efficiency. In addition, we have an individual responsibility to minimize environmental impact by using environmentally conscious practices as a regular part of daily business.

4.2. PRODUCT SAFETY

Our highest priority is top quality products that are safe and meet legal requirements. HELLA products are evaluated and monitored by strict quality management systems. They undergo a safety monitoring process throughout production and after market launch. We are responsible for identifying, reporting and escalating suspected safety issues. Where necessary we report shortcomings to the relevant authorities and take the necessary measures to ensure products safety.



“Our highest priority is top quality products that are safe and meet the legal requirements.”

Fair Business Practices

*"We do not resort to unfair
or illegal methods
to win in the market."*





5. FAIR BUSINESS PRACTICES

We are confident that we can win business based on the quality and value of our products. We do not resort to unfair or illegal methods to win in the market.

5.1. FAIR COMPETITION

We are committed to competing fairly and respecting all international and local competition and antitrust laws.

Any agreement, understanding or coordinated behavior which intends to restrict or results in a restriction of competition is prohibited. This includes, in particular, that we:

- ▶ do not agree on prices with competitors.
- ▶ do not submit sham offers for tenders or allocate tenders, customers or territories; and
- ▶ do not disclose to or discuss with competitors competitively sensitive information (such as any price-related information, costs, market strategies, sales conditions).

We are mindful of what we discuss with business partners, especially competitors, and how we get competitive information. When we attend meetings of industry associations or other working groups we must take special care to respect competition law. The same applies to benchmarking activities where we participate.

Even casual, informal conversations or exchanges may violate anti-trust law. It is important to avoid even the appearance of anti-competitive conduct which may especially arise out of a contact with a competitor.



5.2. ANTI-CORRUPTION

5.2.1. No Corruption

We comply with the local and international laws which prohibit corrupt business practices in dealing with third parties (public officials and private sector companies).

HELLA does not tolerate corruption. Transparent and correct business practice is mandatory and always possible. We do not give or take bribes – neither directly nor indirectly by involving a third party.

Offering or giving anything of value (including money, gifts, or services) to a third party with the aim of winning business or getting any other improper advantage (e.g., keeping a customer from raising legitimate claims) is prohibited. Even the appearance of impropriety must be avoided. In turn, we shall not use our position or role within the company to demand, accept or obtain any personal benefit.

5.2.2. Offering and Receiving Benefits

Benefits in the form of gifts, invitations to meals, business or entertainment events, which may influence decisions of business partners may be interpreted as corruption and, as such, a violation of criminal law. Even the impression of the potential exertion of influence should be avoided.

Benefits shall, therefore, only be granted or accepted if they are in accordance with local law and HELLA's internal rules, in particular if they are:

- ▶ appropriate in value and with regard to the recipient's position and the circumstances of the benefit (these are the typical criteria used to examine the legal requirements);
- ▶ in line with customary and reasonable business practices.

Offering or receiving promotional items and occasional (courtesy) gifts of low value as well as offering or accepting invitations to reasonable meals or business events is acceptable. Extra care must be taken regarding public officials and employees. No benefit may be offered or granted to make them perform



or expedite an official process. Benefits must be kept transparent and must be documented correctly (in an understandable, truthful and complete manner and with reasonable detail).

5.3. CONFLICTS OF INTEREST

It is important to us that our business activities and decisions do not cause conflicts between our private interests and HELLA's interests. Such conflicts of interest are not per se prohibited. In any case, they must be made transparent by providing notice to the employee's management and the Human Resource Department or another responsible department so that a solution can be reached. Where the conflict of interest is incompatible with HELLA interests, it is prohibited and must be eliminated.

Typical conflicts of interest scenarios where we must seek prior explicit consent on our own initiative are the following:

- ▶ paid secondary employment (employed or self-employed activities),
- ▶ HELLA business transactions with family members/relatives or friends, and
- ▶ interests in other companies or membership in their governing body.

Consent will be given, unless HELLA's interests are harmed, for example, where secondary employment is for a competing company and thereby employment obligations to HELLA would be impaired.

5.4. ANTI-MONEY LAUNDERING

We fulfil all our legal obligations to prevent money laundering. We must be attentive to and report to the responsible finance department any unusual financial transactions, especially those involving cash, or behavior that creates a suspicion that the money involved was obtained through illegal means or other money laundering activities that may have occurred.

Handling of Information

“HELLA respects the privacy of its employees and business partners and recognizes that healthy relationships are built on trust.”





6. HANDLING OF INFORMATION

6.1. CONFIDENTIAL INFORMATION

We shall not disclose business information that is not public. Information is treated as confidential and may not be shared with unauthorized persons unless doing so is required by law. This standard also applies to confidential information that belongs to our customers or other business partners. The obligation to maintain confidentiality continues even after the termination of an employee's contract of employment or the termination of the contract with the business partner. The direct or indirect use of confidential business information for personal benefit, for the benefit of third parties and/or to the detriment of the HELLA Group is prohibited.

6.2. INFORMATION SECURITY

An Information Security Management System must effectively counteract the growing variety of potential attacks, both internal and external, and the associated, permanently increasing risks.

Ensuring information security (i.e. preventing confidential data from being accessed without authorization) is not only a management responsibility. All of us and our external service providers contracted by the HELLA Group bear responsibility for information security within our respective fields of activity. It is our duty to ensure a high level of information security adapted to the applicable requirements and developments in all our activities.



6.3. DATA PRIVACY

HELLA respects the privacy of its employees and business partners and recognizes that healthy relationships are built on trust. Therefore, we protect the individual's right to data privacy. Each individual has the right to determine whether their personal information is disclosed and how it is processed. Our use of personal information is transparent. Further, employees and business partners may, at any time, decide if and how their personal data is used or processed, unless it is otherwise required by law or its use is necessary for HELLA's business processes. Personal information is only collected, processed and used to the extent that applicable laws and internal policies permit.

6.4. INSIDER INFORMATION

We deal with and publicize insider information in accordance with applicable laws governing the capital market. Insider information is any HELLA-related information that may significantly affect the price of HELLA shares (or other financial instruments) and which has not been made public. This information must be treated as strictly confidential, even towards close relatives, and handled with due care. It may not be disclosed internally or externally or used for trading (or making recommendations on the trading) of securities.



6.5. PUBLIC COMMUNICATION

Official statements on behalf of the HELLA Group or a HELLA company may only be made by people who are authorized to do so.

While HELLA respects the right to free speech, as HELLA employees, we must ensure that our appearance in public does not damage HELLA's reputation. When expressing opinions in private, it must be made clear that the opinions expressed are our own and do not belong to HELLA.

6.6. ACCURATE RECORD-KEEPING

Fraud occurs when we alter, falsify or omit information from company records (e.g., in IT systems), either for our own or for someone else's benefit. This can result in a loss of or damage to HELLA assets and resources.

At HELLA we reject fraud by ensuring that all our records of business information, data, transactions and activities whether in written or electronic form, are always accurate, complete, on time and truthful.

6.7. CORRECT REPORTING

All records and reports such as accounting documents (e.g., financial statements), business reports, audit reports and the like which are prepared internally or are outsourced must be correct and truthful.

Handling of Company and Third-party Property, IP, Assets and Resources

*“HELLA Property may
only be used for HELLA
business purposes.”*





7. HANDLING OF COMPANY AND THIRD-PARTY PROPERTY, IP, ASSETS AND RESOURCES

All tangible and intangible assets and property, including property and resources ("Property") belonging to HELLA and any third-party Property placed into HELLA's care, must be handled with care and protected from loss and misuse to prevent serious harm to HELLA.

HELLA Property may only be used for HELLA business purposes. Private use must be authorized in advance. Third-party Property, particularly intellectual property, may only be used when authorized. Private use of third-party Property is prohibited.

Foreign Trade & Export Control and Tax

*"Each of us contributes
to adhering to the laws,
regulations and internal
HELLA rules in this field."*





8. FOREIGN TRADE & EXPORT CONTROL AND TAX

8.1. FOREIGN TRADE & EXPORT CONTROL

As a global company, we comply with all local and international trade regulations and import and export control laws related to our international business transactions. This includes any economic sanctions or regulations intended to thwart terrorism. Each of us contributes to adhering to the laws, regulations and internal HELLA rules in this field.

8.2. TAX

HELLA assumes responsibility for its tax obligations. To do so, we comply with all tax laws in force in the countries in which we conduct business. This includes the application of the arm's length principle as the international transfer pricing standard. Here too, each of us contributes to adhering to the laws, regulations and internal HELLA rules in this field.



Complying with the Code of Conduct

“We are all required to adhere to the HELLA Code of Conduct and to adopt its principles as the binding standard for our day-to-day work.”



9. COMPLYING WITH THE CODE OF CONDUCT

Each of us and particularly those of us in management shall take personal responsibility for compliance with this Code of Conduct and ensuring that any infringements of this Code of Conduct are reported to be properly dealt with.

9.1. RESPONSIBILITY

9.1.1. Employee's Responsibility

We are all required to adhere to the HELLA Code of Conduct and to adopt its principles as the binding standard for our day-to-day work.

9.1.2. Management Responsibility

In keeping with the core value of acting as role models, HELLA managers at all levels are particularly required to model their behavior after this Code of Conduct and to ensure that this Code of Conduct is adhered to in their area of responsibility. Managers must take all necessary steps to ensure that their employees are aware of the principles contained in this Code of Conduct and to enable them to act lawfully and to follow this Code of Conduct on a day-to-day basis.



9.2. REPORTING A BREACH OF THE CODE OF CONDUCT

9.2.1. Duty to Report Breach

Whenever we become aware of a breach of this Code of Conduct, we are required to report it to avoid or reduce any possible damage to our company, employees and business partners.

9.2.2. Direct Reporting

Generally, the first point of contact for questions related to this Code of Conduct or potential breach of this code is the direct supervisor. Where circumstances make this impossible, concerns can be addressed to the managing director, the plant manager or another member of the HELLA management team. Additionally, where a breach is suspected, it may also be reported directly to the Compliance Office.

9.2.3. **tell**^{US!}

If, for any reason, direct reporting is not possible, serious infringements should be reported through **tell**^{US!}, the internet based HELLA reporting portal. This system allows for both named and anonymous reporting.



9.3. DEALING WITH REPORTED BREACHES

The above-mentioned points of contact must exercise the necessary diligence to follow up on the relevant information they receive. If there is a sufficient initial indication of a breach of the Code of Conduct, the person who has been contacted may call the Compliance Office or other departments, such as the Corporate Audit department, to assist in establishing further facts in the matter and taking any necessary measures.

All information received is always treated confidentially. HELLA will protect reporting persons who have acted in good conscience and to the best of their knowledge with all means available against potential disadvantages that may result from reporting a suspected breach. This is not the case where an employee reports himself/herself. In that event, the fact that an employee has volunteered the information will count in his or her favor.

9.4. BREACHES AND SANCTIONS

Breaches of this Code of Conduct may have consequences for an employee's employment relationship and result in disciplinary measures, including termination, criminal prosecution and claims for damages.

Beyond that, breaches may also lead to incalculable monetary loss for HELLA and damage to its reputation. To ensure compliance with the Code of Conduct (and applicable laws & internal rules), when in doubt, seek legal advice from the specialist department before acting.

HELLA GmbH & Co. KGaA

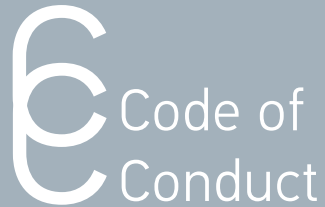
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**ANY QUESTIONS?
FURTHER INFORMATION ...**

HELLA COMPLIANCE OFFICE

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