

## **OUR BASIC CODE OF ETHICAL BEHAVIOR (CODE OF CONDUCT)**

The success of our business is dependent on the trust we earn from our customers, employees, suppliers, shareholders and the public in the services and integrity of EASY SOFTWARE AG (below referred to as EASY). This trust crucially depends on our behavior and how we use our knowledge for the benefit of our customers, shareholders, and EASY.

This code of conduct refers to various aspects of our activities within the company. It sets the general framework for the kind of conduct expected of employees, especially of members of the executive, towards the company, other employees within the company, and third parties (particularly customers and suppliers).

The code reflects the goals of the Management Board in strengthening ethical standards on a group-wide level and in creating a work environment based on integrity, respect, and fair conduct. The Management Board believes that a business policy that is strictly compliant with the law and with principles, as well as socially responsible, best serves the long-term interests of the company.

The Management Board also expects this of the EASY staff. Therefore, all employees must support these principles. The code of conduct is binding for all employees.

### **1. COMPLYING WITH LAWS, REGULATIONS, AND PROVISIONS**

Complying with all laws on which our corporate activity is based is a matter of course to us.

We abide by the law as well as by the EASY guidelines. This applies both in relation to domestic and international business partners and on the internal level within EASY.

### **2. FAIR BEHAVIOR IN COMPETITION**

Our commitment to fair competition is unqualified.

We therefore reject any business activity aiming at gaining a business advantage through unfair and anti-competitive behavior.

### **3. ANTI-CORRUPTION**

We condemn corruption and bribery and will not tolerate any conduct of business through anti-competitive means.

Our employees observe the legal provisions, which forbid offering or granting courtesies to civil servants or public service employees.

We expect our employees to not offer or grant any courtesies in business traffic with the intention and expectation of being unfairly given preference over competitors. No EASY employee may demand or accept unfair business advantages.

These are gratuities and entertainments that are not in line with normal business practice or that are not within reasonable limits. For this purpose, EASY provides guidelines for its employees.

### **4. INSIDER TRADING**

EASY requires its employees neither to trade EASY SOFTWARE stocks due to insider information nor to disclose insider information.

Insider information refers to any concrete information about circumstances not publicly known which if divulged could significantly influence the stock or market price of the EASY stock. Such information is considered material when a sensible investor would consider this piece of information with their investment decision making.

Employees with access to insider information may neither use that information themselves nor disseminate it to other people until it is published. They may not buy or sell EASY stocks during this period up to publication of the insider information.

### **5. DEALING WITH CONFIDENTIAL INFORMATION**

EASY expects its employees to respect the trade secrets and intangible assets of EASY and its business partners.

Commercial proprietary rights, trade secrets, and other sensitive corporate information must be protected against unauthorized disclosure. Employees who have received confidential

information or trade secrets from EASY or third parties or become aware of such may not disclose this information to third parties (including family members and friends) or use this information for purposes other than business. Disclosure to colleagues is not permitted if the disclosure is for purposes other than business.

## **6. CONFLICTS OF INTEREST**

Our employees are required to avoid situations where their personal interests conflict with the company's interests.

Conflicts of interest particularly refer to a conflict of an employee's private interests and the interests of EASY. In such cases, the interests of EASY must not be impaired.

To avoid conflicts of interest, the following conduct must be observed:

We select suppliers by objective criteria (price, quality, reliability, technological standard, certification, and existing quality management). Business decisions must not be guided by private interests and relationships.

Employees are encouraged to engage in nonprofit, voluntary work and be committed to charity work in their free time. However, they must ensure that none of these external activities leads to conflicts of interest.

In addition, paid activities for other companies or organizations require the express and written permission of EASY. This also applies – with the exception of holdings in public companies such as other joint-stock companies – to essentially direct or indirect holdings in EASY's competitors.

Employees may not exploit corporate property, information or their position in favor of personal interests. Corporate property which employees are allowed to use personally due to special provisions (employment contract, guidelines, etc.) is exempt from this. This property includes, for example, company cars and cellphones.

## **7. WORK SAFETY, ENVIRONMENTAL AND HUMAN HEALTH PROTECTION**

Like environmental protection, the health and safety of all employees, neighbors, customers, and other people affected by the Group's business activities are a high priority at EASY.

These include the following:

We believe in sustained, future-compatible development that attempts to reconcile business and ecological goals in such a manner that human needs can be satisfied and that development of future generations is protected.

EASY takes its responsibility for workplace safety as well as health and environmental protection seriously, continually striving to improve it.

Each employee is also responsible for workplace safety. Work safety, health and environmental provisions should be strictly applied. Executives have to set an example as role models.

## **8. SOCIAL RESPONSIBILITY**

EASY believes that social responsibility is an important factor for the success of the company.

We are committed to equality of opportunity for all employees within the EASY Group.

However, we will not tolerate any discrimination or harassment in the work environment, whether these are based on gender, race, disability, origin, religion, age or sexual orientation.

We expect our employees to contribute to a corporate culture shaped by objective, fair and cooperative collaboration.

## **9. SOCIAL NETWORKS AND MEDIA**

When dealing with social networks and media, employees giving statements on topics affecting EASY or our business partners in a public discussion, to the press or in social networks will make it clear that they are acting as private persons.

They will always consider the interests of EASY SOFTWARE AG and its business partners. Accordingly, the guidelines on secrecy and data protection must be considered.

In this context, all employees must be aware that although statements in e-mails or social networks and media may be informal and spontaneous, they are kept and can be viewed by the recipient or the Internet public for a long time. Employee statements should be considerate and objective as appropriate.

## **PRECAUTIONS FOR COMPLYING WITH THE CODE OF CONDUCT**

EASY will ensure that all employees acknowledge this code of conduct, expecting them to comply with it.

It is only routine dealing with the code of conduct that enables the necessary awareness for building a corporate culture of integrity and trust. We therefore pledge ourselves to ensuring that our employees make this code of conduct the subject of initial and further training.

There will always be questions about this code of conduct. We encourage a corporate culture in which topics of integrity can be openly discussed.

Our employees are therefore encouraged to get advice from their respective manager or the Human Resources/Legal Services departments in case of doubt concerning compliance with this code of conduct. Confidentiality of these questions is guaranteed.

Special situations in everyday work where this code of conduct has no clear standard for our employees must be evaluated by their manager and the departments, and be determined as part of our internal provisions.

Our executives are expected to set an example by their personal behavior when implementing the code of conduct and manage their employees accordingly.

Violations of this code of conduct will not be tolerated and are cause for the corresponding sanctions, such as disciplinary action up to and including warnings or termination of employment, or assertion of indemnities.

Mülheim an der Ruhr (Germany) - February 2017

The Management Board of EASY SOFTWARE AG