



# Code of Conduct

Directives of Fronius USA LLC

## **CODE OF CONDUCT**

Our values – Community, Innovation, Creativity, Sustainability, Quality Awareness and Cost Effectiveness – are the guiding principles at the heart of everything we do. Through this code of conduct, we are committing ourselves to acting responsibly and in an appropriate manner. In this way, our employees will be better equipped to make business decisions and take action as autonomous individuals.

Our employees are crucial to the success of our company because they are the bedrock of our reputation and of the trust that our customers place in us. It is precisely for this reason that clear ethical and moral principles need to be built into our business approach.

This code of conduct applies to all Fronius employees (white- and blue-collar employees, apprentices, interns and leased staff) regardless of their position within the company. We also expect our business partners to behave with integrity and in accordance with the law in line with this code, throughout the entire supply chain.

Each and every employee is individually responsible for complying with and implementing the code of conduct. Managers are required to set a good example for employees by putting the code of conduct into practice themselves. They must also instruct their employees so that they know how to respond to the code of conduct, must check that their employees are actually following it and provide them with training.

When interpreting the rules of the code of conduct, employees must also rely on their own judgement and must ask themselves whether a particular course of action is ethically or morally questionable or could potentially provoke criticism. However, in those cases where legal regulations apply, there is absolutely no room for personal discretion.

If employees have any questions or doubts about the code of conduct, they are welcome to seek clarification from their line managers and the Managing Director, at any time. The Managing Director is also the ultimate authority for settling controversies or questions of interpretation, and its interpretation shall be binding.

Gender-specific formulations refer equally to the female and male form.

### **1. LEGISLATION/OTHER REGULATIONS**

Compliance with the applicable legislation and with internal and external regulations underpins all our business activities and decisions.

### **2. FREE/FAIR COMPETITION**

Professional, fair and transparent conduct in the marketplace is conducive to safeguarding our interests in the long term and helps Fronius to securely maintain its competitiveness in a sustainable way.

- When participating in the market, we steer clear of underhand marketing arrangements, market abuse or concentrations of power. We avoid any restriction of free competition and any breach of competition and antitrust laws. We respond to the challenges on the market by ensuring that our employees are qualified and motivated, that our processes are efficient and that our products are of high quality.
- In our dealings with our competitors, the following are strictly prohibited: arrangements of any kind relating to prices or production quantities; discrimination against other market participants; splitting or dividing up the market by apportioning customers, suppliers, territories or business areas; exerting unreasonable pressure on business partners; sham offers and similar agreements with other competitors; collusive tendering; and any exchange of confidential information belonging to other market participants, including, in particular, price calculations, production capacities, production costs, terms and conditions of sale.
- We do not exchange information on sales offers with other market participants, competitors, or customers. Sales offers from our competitors are neither examined nor accepted for information. Likewise, our own sales offers are not disclosed and requests from other market participants or competitors for further offers to customers are firmly rejected.
- In our conduct towards our customers and dealers, specifications of fixed or minimum prices for the resale of our products are prohibited. Any statement on sales prices must be declared as a non-binding price recommendation and must be lived as such.
- By passive sales we mean, when we do not solicit the sale but a request for quote is issued to us without our active involvement or sales measures. Passive sales are always allowed! Internet sales are also fundamentally understood as passive sales. Far be it from us to restrict or prohibit passive sales and internet sales of our competitors as well as dealers and customers in any way or to exert pressure or threaten consequences because of such sales activities.
- We do not discuss any internal matters with our competitors that could affect market behaviour, particularly prices and terms and conditions of sale, costs and calculations, stock lists and capacities, production schedules, strategic information of any kind, and confidential or protected information.
- In cases where we receive such information unsolicited from third parties, this is to be documented and reported to the Managing Director. Prompt notification shall be made particularly if an inquiry or request is received from dealers with respect to sham bids or bid rigging.

- We are sincere in our dealings with our suppliers and treat them fairly. We make purchasing decisions purely on the basis of quality, deadlines and prices.
- Our cooperation in associations and lobby groups is geared towards positive economic development. All political participation takes place responsibly and transparently. Political processes are not hindered by unfair behavior or undue influence. All participation in and activities associated with such associations are subject to the above stipulations; In any case, it is forbidden to exchange market and price-related information or to exchange confidential company information.
- Whenever conduct in breach of competition law is identified, it must be reported to the Managing Director.

### **3. CORRUPTION/BRIBERY/MONEY LAUNDERING**

We reject corruption in any form. Corruption is the abuse of one's power for one's own personal gain or benefit. When accepting or granting benefits, we always take care to ensure that they are appropriate and do not reflect badly on us in any way, irrespective of whether or not there is a criminal dimension involved.

Appropriate action must be taken to counter even the slightest hint of unacceptable or dubious conduct. For this reason, all our employees are forbidden from granting or accepting benefits of any kind, particularly in cases where this could unduly affect business activities. We do not tolerate any form of bribery. The granting or acceptance of gifts of any kind that give rise to obligations or expectations is alien to us and will not be tolerated.

By "gifts" we mean any form of advantage bestowed, in particular invitations or other benefits such as cash payments, vouchers/coupons, savings/reductions or intangible benefits. This does not include gifts of minimal value, hospitality that is provided as part of normal business practice, donations to people in need and sponsoring activities that are carried out with sufficient transparency.

Money laundering is the process of feeding sums of money or assets obtained by illegal means into the legal financial and business markets. The money mainly originates from prohibited activities such as tax evasion, bribery, blackmail, corruption, robbery, drug trafficking or the illegal arms trade. The purpose of the "laundering" process is to conceal these origins.

We are committed to compliance with all applicable anti-money laundering regulations. No flows of money are to be accepted if they could potentially be associated with money laundering. In cases of doubt, careful scrutiny is required.

## **4. INTEGRITY/RESPECT**

Every human being is precious and unique. We value and foster the abilities of each individual. Our self-image and our code of conduct compel us to honour the dignity and personhood of each employee, to deal with one another respectfully and to have due and deliberate regard for diversity in a way that creates value.

Discrimination of any kind whatsoever will not be tolerated. This includes any form of discrimination on the basis of a person's views and beliefs; on cultural, religious or political grounds; on the basis of differing sexual orientations; and on the basis of differing mental or physical characteristics or abilities.

Similarly, under no circumstances will we tolerate any kind of sexual harassment. This also includes insinuating remarks or innuendos, whether made verbally or in writing, degrading expressions or comments of a similar kind or pictures and images of a similar kind.

Any form of human trafficking, child labour or forced labour is strictly prohibited and is not acceptable to Fronius even if only evident to a rudimentary extent.

## **5. CONFLICTS OF INTEREST**

We make our decisions objectively and impartially based on the facts. If employees enter situations where their own personal or economic interests come into conflict – or could potentially come into conflict – with the interests of Fronius, we expect them to act solely in the interest of the company. Every employee is required to fully disclose any current or potential conflicts of interest to their direct line manager immediately and unprompted, and – if necessary – to request special permission, even in cases where only a perceived conflict of interest of this kind might arise.

Employees should inform their direct line manager and the HR department in writing if the employee is employed elsewhere, whether it be a seasonal or permanent position. This also applies to participation in the supervisory or advisory boards of companies outside of the Fronius Group.

Economic involvement with competitors or business partners of Fronius (customers or suppliers) is forbidden. The only exceptions to this are minor shareholdings in listed companies, provided that these are in line with standard investment management practices. Managers must also make their direct line managers and the compliance department of Fronius International GmbH aware – in a verifiable manner – of any shareholdings that their close family members have in competitors or business partners of Fronius. The compliance department of Fronius International GmbH can be contacted via the following e-mail address: [compliance@fronius.com](mailto:compliance@fronius.com).

Transactions with business partners must be reported to the employee's direct line manager well in advance of any contract negotiations in cases where close family members of the employee are involved in the corporate decisions of the business partner or are acting directly as negotiators on behalf of the business partner.

If employees have close family members working in the same department as themselves, they must disclose this to their direct line managers in a verifiable manner. By "close family members", we mean spouses, partners, parents, siblings and children.

## **6. HEALTH / ENVIRONMENT**

We undertake to take responsibility for the health and safety of our colleagues and employees. Unfair, exploitative and abusive work practices are checked and avoided with due care both in our own organization and at suppliers and sub-suppliers.

We take responsibility for our environment and living spaces, in particular by avoiding disproportionate environmental pollution and by promoting environmentally friendly technologies.

We undertake to withdraw products in the distribution chain if they pose an unforeseen risk to health, safety, or the environment. Taking into account their entire life cycle, our services and products are designed to be as socially and environmentally compatible as possible.

## **7. HANDLING OF COMPANY INFORMATION/NON-DISCLOSURE**

Confidential information of any kind (financial data, contracts, correspondence, technical data) that is obtained in a professional capacity is intended exclusively for internal use and must not be utilised to pursue personal interests. Nor is it to be disclosed to external third parties without permission. Company information must always be kept safe and must be secured to prevent access by third parties.

The strictest confidentiality must be observed in relation to all company and business secrets as well as all matters relating to the company. Whenever the involvement of external partners is sought, suitable non-disclosure agreements must be put in place.

Employees remain bound by the non-disclosure obligation in full even after their employment comes to an end. All employees are required to protect the intellectual property belonging to Fronius and to prevent competitors or unauthorised third parties from accessing this exclusive knowledge. Employees must treat the intellectual property of Fronius as strictly confidential and use it exclusively for the purpose of carrying out their duties.

We respect the intellectual property of others. We will not tolerate any illegitimate use of intellectual property that does not belong to us. We are aware of the highly sensitive nature of any personal data entrusted to us and are committed to ensuring its protection by handling it with care. This also applies to relevant data belonging to customers and suppliers.

## 8. REPORTING MISCONDUCT

All employees are required to comply with this code of conduct at all times. If employees identify any breaches of the terms of the code of conduct, of other internal directives and rules or of legal regulations, they must report them immediately. All such reports will be treated as confidential and carefully investigated.

Employees are free to choose from the following reporting methods:

- Send the information to the Managing Director, or
- Send the information to your direct line manager, or
- Reporting via the Fronius whistleblower reporting channel:

In this central, web-based whistleblower reporting channel, which can be used by both employees and external whistleblowers, information as well as documents can be submitted confidentially or anonymously. The whistleblower reporting channel is intended to give employees the opportunity to report violations both anonymously or through voluntary disclosure of one's identity. The channel and the associated policy with details on processing reports are available at <https://froniuswhistleblower.azurewebsites.net/?culture=en>.

In the interest of fostering open and trusting communication, we wish to stress explicitly that any employees who do report identified breaches of laws, the code of conduct or other internal directives and rules will not – under any circumstances – suffer any negative consequences whatsoever as a result. Exactly the same applies to others who contribute important information to the investigation of such misconduct.