



# Dehner

## Code of Conduct

## Foreword

The Dehner family business is a Europe-wide Group with its head office in Rain am Lech, Bavaria. Founded in 1947 as a two-person company, today Dehner is the leading cross-channel retailer in the "Green Industry" with more than 5,700 employees. A central division under the umbrella of the Dehner Holding Company consists of the Dehner Garden Centers, Europe's largest Garden Center Group with more than 130 stores as well as online shops in Germany and Austria. The other companies include degro (wholesaler for garden and pet products), Dehner AGRAR (agriculture) and Dehner Logistics.

As a market leader in the "Green Industry", we combine a traditional legacy with our own demands for high quality standards and continuous innovation. This is also reflected in our Company's philosophy:

- Entrepreneurially oriented on the zeitgeist and with high quality standards.
- Socially responsible as a reliable employer which invests in the continuing education of its employees and enables professional prospects.
- Sustainable as a responsible company which places value on ecological standards.

An entrepreneurial spirit coupled with a high commitment to compliance and integrity distinguishes the employees of Dehner and drives our business forward. It forms the basis for our relationships with our customers, business partners, stakeholders, communities, and between them as well. Moreover, it is essential for our success and the preservation of our good reputation.

We are dedicated to reliability and responsibility, to mutual trust and respect, to an ethical company culture as well as to social and ecological sustainability. We follow all laws and guidelines everywhere and at all times.

### Our Six Core Values

The jointly developed core values of our cooperation support the implementation of our strategy and goals – today and in the future. They offer all employees orientation for their actions and thus are also the basis for the fulfilment of the Code of Conduct.



We assume the responsibility of living these core values each day and in a prominent way and thus making our employees into a permanent component of our Group.

### Code of Conduct

The Code of Conduct is an integral component of our corporate culture and is supposed to help us to fulfil our responsibility as an employer. Based upon our core values and our vision, it describes how our values are reflected in our daily actions.

Dehner expects from all its employees that they will follow this Code of Conduct and commit themselves to the values and behavioral patterns defined therein. Every single one of us is responsible for acting with integrity.

  
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## Table of Contents

I.	Integrity and Ethics .....	4
1.	Interacting with Others.....	4
2.	Protection of Our Reputation .....	4
3.	Prevention of Bribery and Corruption .....	4
4.	Conflicts of Interest.....	4
5.	Confidentiality and Data Protection .....	4
6.	Responsibility for the Well-Being of Animals.....	5
II.	Fair Business Relationships and Competition.....	5
1.	Prevention of Money-Laundering and Terrorism Financing.....	5
2.	Export Control.....	5
3.	Tax Laws and Customs Duties.....	5
4.	Competition and Antitrust Law.....	5
III.	Entrepreneurship.....	6
1.	Protection of Our Corporate Assets.....	6
2.	Finances and Accounting .....	6
IV.	Sustainability.....	6
1.	Respecting Human Rights and Fulfilling Labor Laws.....	6
2.	Health and Safety in the Workplace .....	7
3.	Social and Political Commitment .....	7
4.	Approvals under Environmental Law .....	7
5.	Waste, Emissions, Spills and Releases .....	7
6.	Preservation of Natural Resources and Climate Protection .....	7
V.	Making Decisions .....	7
VI.	Reporting Possible Misconduct or Violations.....	8

## **I. Integrity and Ethics**

We expect that all employees act ethically and with integrity. To this effect, a good work climate characterized by respect, trust and open communication is the best foundation. Thus, we have created an environment in which everyone can contribute to the Company's success. In this regard, our management team always sets a good example.

### **1. Interacting with Others**

We treat colleagues, customers and business partners fairly and respectfully. Respect for others means respect for their dignity and personal integrity, their self-esteem, their property and their contribution to Dehner's overall success. We tolerate no form of bullying or harassment. Dehner is obliged to offer all employees and job applicants equal opportunities and forbids any discrimination based upon age, physical appearance, gender, ethnic origin, nationality, religion, illness, handicap, marital status, sexual orientation, union affiliation or other characteristics protected by laws or directives.

### **2. Protection of Our Reputation**

During any communication and in public statements, we protect our reputation and consider ourselves to be the Company's ambassadors. We conduct our business dealings responsibly and do not engage in practices which may damage Dehner's reputation or violate our core values.

### **3. Prevention of Bribery and Corruption**

We denounce any form of bribery and corruption – regardless of whether it is active or passive, direct or indirect. Employees may grant or accept no illegal benefits, bribes or other illegal incentives (e.g. kickbacks) or participate in awarding/receiving other illegal incentives. We offer representatives or employees of other companies or public officials no inappropriate advantages or grant them such advantages in conjunction with their activities. We give gifts or extend invitations only in an appropriate form and amount and within a business context. Likewise, we accept no personal advantages in conjunction with our business activities – particularly no gifts or invitations in an inappropriate form or amount. Even the appearance of bribery and corruption must be avoided.

### **4. Conflicts of Interest**

We make business decisions based upon objective, unbiased and business-related criteria. Potential or actual conflicts of interest in the workplace must be promptly reported in order to review them and formulate remedial measures as required. A conflict of interest shall be considered to exist if a private interest of employees could conflict with Dehner's interests. In addition, it may also be the case that a life companion or a relative has conflicting interests because this person, for example, works in a relevant position for a competitor.

### **5. Confidentiality and Data Protection**

We respect the personal privacy of our employees and business partners. Naturally, during the collection, storage or processing of data from customers, employees or third parties, we follow the laws for data protection as well as our own guidelines for data protection and data security.

We protect confidential information from unauthorized disclosure and usage, and utilize sensitive or confidential data, information and documents from Dehner or third parties

only in conjunction with our business obligations and while respecting any potential usage restrictions imposed by the party entitled to the information. We disseminate no confidential information to third parties unless we have express permission or a clear legal obligation to do so.

## **6. Responsibility for the Well-Being of Animals**

As sentient living creatures, animals should be treated and kept according to their species-specific needs. Thus, we support the species-appropriate and responsible treatment of living animals. In order to fulfil the ethical and moral requirements for the treatment of animals, Dehner has obligated itself in this regard in a dedicated code. It serves as a binding guideline for all employees and defines the standard for keeping animals.

## **II. Fair Business Relationships and Competition**

Dehner and all of the Company's employees are obliged to fulfil all applicable laws which promote fair competition.

### **1. Prevention of Money-Laundering and Terrorism Financing**

Dehner fulfils the applicable guidelines for the prevention of money-laundering and terrorism financing. Money-laundering shall be considered to exist if monies, assets or replacement goods for such assets, which originate from criminal acts, are entered into the legal business cycle. Terrorism financing shall be considered to exist if monies or other assets are provided in order to support terrorist goals or organizations.

### **2. Export Control**

During international business transactions, we fulfil all exporting control guidelines, and carefully examine during cross-border transactions whether exporting control restrictions are valid for goods, services or information. Moreover, before concluding a business transaction, we ensure that we fulfil the sanction provisions during the implementation of the transaction.

Business dealings with sanctioned persons and countries or with goods and services which fall under export control law may have grave consequences for Dehner and its responsible employees and must thus be avoided.

### **3. Tax Laws and Customs Duties**

Dehner is aware of its legal obligation to fulfil tax and customs guidelines. Each person who deals with tax or customs issues must thus ensure that the taxes and duties to be paid by the respective company are determined, collected, declared (where applicable) and remitted to the competent tax authorities correctly and promptly.

### **4. Competition and Antitrust Law**

Dehner is obligated to fair competition in all business relationships. We thus ensure that, within the parameters of our business activities, no agreements (e.g. regarding prices or markets) are concluded which restrict competition or violate antitrust law. We follow the applicable competition and antitrust laws and avoid impermissible competitive restrictions in dealings with competitors, customers or suppliers. Employees who are particularly exposed to such risks (e.g. in Sales or Purchasing) must familiarize themselves with the applicable competition and antitrust laws and follow them.

### **III. Entrepreneurship**

Dehner thinks and acts in an entrepreneurial manner. We are actively committed to and follow a sustainable business strategy in order to utilize opportunities and attain successes – jointly with our employees, suppliers and customers.

#### **1. Protection of Our Corporate Assets**

The employees protect Dehner's tangible and intangible assets and respect the assets of third parties. Such assets may be used only for the designated business purposes and not for inappropriate personal, illegal or other non-approved purposes.

We reject any form of extortion, fraud, disloyalty, theft or misappropriation regardless of whether it encompasses our Company's assets or third-party assets. The private usage of the Company's property is only then permissible if legal, contractual or internal provisions/guidelines or the Company's practices prescribe this.

#### **2. Finances and Accounting**

Dehner and the Company's employees are obliged to implement precise accounting and record-keeping as well as to fulfil the provisions of the valid organizational instructions and of the internal control systems. Moreover, Dehner conducts its financial reporting and its business dealings with integrity and transparency. Our annual financial statements are drafted in accordance with the valid accounting standards.

### **IV. Sustainability**

We regard sustainable action and management as being integral components of our Company's philosophy which are closely intertwined with our business success. Thus, we have anchored the aspects of sustainability in our daily actions – particularly in the three main areas of a company's sustainable responsibility: Environment, social issues and governance. We are caring for our planet and concentrating in our facilities not only on substantial waste reduction, but also on the usage of energy- and climate-efficient devices and equipment. Employees are obligated to work in an environmentally-conscious and efficient manner and to minimize the negative effects upon the environment. Natural resources must be protected and the usage of hazardous substances must be avoided insofar as this is possible. Activities which serve the purposes of reuse and recycling are promoted. However, sustainability extends beyond environmental protection measures and also encompasses social aspects as well as principles of good company management.

#### **1. Respecting Human Rights and Fulfilling Labor Laws**

Dehner rejects any form of forced labor and child labor. Moreover, we recognize the right of all employees to form unions and employee representation organizations upon a democratic basis in accordance with the valid laws.

Likewise, we recognize the right to appropriate wages for all employees. The wages of people who work for or by mandate from Dehner must correspond to at least the respective national and local legal standards and/or the level of the national economic sectors and regions.

## **2. Health and Safety in the Workplace**

Dehner has obligated itself to create a healthy and safe work environment in which each individual person fulfils the valid safety standards. We place a high priority on safety in the workplace.

## **3. Social and Political Commitment**

All employees are at liberty to become involved both politically and socially in their communities in their free-time. As an active member of the society, we also dedicate ourselves in these areas as a company. However, any donations and other forms of social and political commitment may not conflict with Dehner's interests.

## **4. Approvals under Environmental Law**

Not only our suppliers, but rather also the employees must fulfil all valid environmental guidelines. The requirements of international conventions – particularly those of the Minamata, Stockholm and Basel Conventions – must be fulfilled. Employees must ensure, as far as they can, that the required environmental permits, environmental licenses, environmental information and environmental restrictions have been obtained from the respective business partners, and that their operational and reporting requirements are fulfilled.

## **5. Waste, Emissions, Spills and Releases**

Employees must fulfil the prescribed systems and procedures which guarantee the safe handling, transport, warehousing, recycling, reuse or management of waste, air, emissions and wastewater discharge. All waste, wastewater or emissions which can have negative effects upon the health of humans and animals or upon the environment must be appropriately managed, controlled and handled before their release into the environment. Unintended spills and emissions into the environment must be prevented and contained.

## **6. Preservation of Natural Resources and Climate Protection**

We handle natural resources (e.g., water, energy sources, raw materials) in a frugal and efficient manner, and protect them. Negative effects upon the environment and climate must be minimized or eliminated. The applied practices should fulfil the principles of the recycling economy, e.g. reduction, substitution, collection, exchange, maintenance, reuse, reallocation, refurbishing, reprocessing and recycling of materials.

## **V. Making Decisions**

Although this Code of Conduct is a good guideline, there is no handout for each situation which may arise during the operational business. We all are responsible for our own actions and must ourselves assess the consequences of them. In this regard, it helps to ask oneself the following questions:

- Is what I am intending to do legal?
- Is my action in line with Dehner's core values and guidelines?
- Can I objectively justify my decision to a third party?

## **VI. Reporting Possible Misconduct or Violations**

Employees or third parties who notice or become aware of possible misconduct or a violation of this Code of Conduct, the internal guidelines or applicable laws and directives should report this.

Possible points of contact for questions and complains may be the Compliance Officer (compliance@dehner.de), the Human Resources Department (hrcompliance@dehner.de) or the Human Rights Officer (menschenrechte@dehner.de).

Moreover, Dehner has set up a confidential communication and reporting channel which can be used to report possible misconduct or violations that have been committed by employees – including anonymously. This reporting channel can be found by clicking on the following link: [<https://sicher-melden.de/dehner>].

In addition to tips from employees, Dehner expressly welcomes notifications of possible misconduct from business partners, suppliers and other third parties. They may contact either the responsible contact persons at Dehner or report tips regarding violations via the aforementioned channels.

Individuals who make reports in good faith will not suffer any adverse consequences.