Code of Conduct for Suppliers

of noventic group companies

noventic group

Version: Februar 2026

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This Code of Conduct is binding for all suppliers of the companies of the noventic group, represented by the holding company noventic GmbH and all its associated companies.

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I.

Preamble

The noventic group (hereinafter referred to as "noventic"), a group of companies with strong, independently operating subsidiaries, is committed to ecologically and socially responsible business activities. The companies of the noventic group are committed to the fundamental values of integrity, transparency and accountability in business transactions and therefore wish to ensure compliance with all applicable national and international legislation. Furthermore, the principles of ecological, social and ethical action must be guaranteed. We endeavour to continuously optimise both our business activities and our products and services in furtherance of sustainability, and require our suppliers to adopt a holistic approach designed to contribute to this end.

We also expect our employees to adhere to principles of ecological, social and ethical behaviour and integrate them into the corporate culture. The group-wide Code of Conduct for noventic group suppliers (hereinafter referred to as the "Supplier Code") sets out corresponding regulations. This document supplements the Code of Conduct for noventic group employees.

The principles laid down in the Code of Conduct for Suppliers are minimum standards that noventic requires all suppliers to adhere to. This Agreement shall be deemed to form the basis for all future deliveries, services and other types of business relationship. The Contracting Parties undertake to comply with the principles and requirements of the Supplier Code and to work towards contractually requiring their subcontractors to comply with the standards and provisions laid down in this document. This Agreement shall enter into force upon signature.

Where this Code addresses compliance with laws and obligations, this shall be taken to mean not only the provisions applying in the applicable country in which the supplier and/or business partner has its domicile, but also and in particular the international standards laid down in the United Nations Universal Declaration of Human Rights, the conventions of the International Labour Organization (ILO), the European Convention for the Protection of Human Rights and the Guiding Principles on Business and Human Rights. Also applicable are international conventions on environmental matters such as the Minamata Convention on Mercury, the Stockholm Convention on Persistent Organic Pollutants (the POPs Convention) and the Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and Their Disposal.

noventic reserves the right to change the requirements of this Code of Conduct for Suppliers. Should we do so, we shall expect our business partners to accept any such changes.

II.

Compliance with Laws

Our suppliers and business partners must comply with the laws applicable in their respective jurisdictions.

III.

Product Integrity

Our suppliers' and business partners' products and services must meet the highest quality requirements. Our business partners and their subcontractors must comply with all relevant legislation, in particular with respect to product safety, product liability and warranty.

IV.

Ethical Business Conduct

4.1 Fair Competition

The standards of fair business, fair advertising and fair competition must be complied with. Moreover, applicable antitrust laws must be adhered to. In particular, these prohibit agreements and other activities, in dealings with competitors, which influence prices or conditions. Furthermore, these provisions prohibit agreements between customers and suppliers designed to restrict customers' freedom autonomously to determine their prices and other conditions when reselling.

4.2 Confidentiality and Data Protection

When collecting, storing, processing, transmitting and disclosing personal information, our suppliers and business partners must comply with the data protection and information security laws laid down in the EU, as well as with official regulations. Our suppliers must protect any proprietary and confidential company information they may receive during the business relationship.

4.3 Intellectual Property

Intellectual property rights must be respected. Technology and know-how transfer must be carried out in such a way that intellectual property rights and customer information are protected.

4.4 Integrity, Bribery, Undue Advantage

The highest standards of integrity must underlie all our business activities. Our suppliers and business partners must affirm that they will not influence or distort competition through bribery, either domestically or abroad. Our suppliers must refrain from corruption and the bribery of either public officials or business partners, and must not tolerate the granting or accepting of undue advantages.

Our suppliers and business partners must not offer, promise or grant any unlawful monetary payments, gifts, invitations or other benefits that may affect decision-making, nor must they tolerate the granting of any such benefits with the aim of influencing the decision-making of public officials or business partners.

4.5 Money Laundering

Our suppliers and business partners must not engage in any money laundering activities and must comply with applicable legal obligations to prevent money laundering.

V.

Corporate Social Responsibility

5.1 Respect for Human Rights

At noventic, we adhere to applicable labour laws and international standards, such as those set out in the United Nations Universal Declaration of Human Rights, the conventions of the International Labour Organization (ILO), the European Convention for the Protection of Human Rights and the German Basic Law, and we expect our business partners to do the same.

Our suppliers and business partners must promote equal opportunities and the equal treatment of their employees. No employee must be harassed, discriminated against or disadvantaged on the basis of race, nationality, descent, gender, faith, belief or political opinion, age, disability or sexual orientation.

Our suppliers and business partners must not tolerate harassment, discrimination or disadvantage.

Our suppliers must respect the personal dignity, privacy and personal rights of every single person.

5.2 Fair Pay, Working Hours and Freedom of Association

Our suppliers and business partners must comply with the minimum standards laid down in the ILO Core Labour Standards, in particular with regard to adequate remuneration, reasonableness of the working hours and freedom of association: Remuneration for regular working hours and overtime must be in line with the national statutory minimum wage or the minimum standards customary in the industry, whichever is higher. Deductions from benefits as a disciplinary measure must not be allowed. Similarly, benefit deductions that are not provided for by national law must not be permitted without the express consent of the employees concerned.

Working hours must comply with applicable laws or industry standards.

The right of employees to establish or join the organisations of their choice, and to bargain collectively, must be respected. In cases where freedom of association and the right to collective bargaining are restricted by law, alternative opportunities for the independent and free association of workers for the purpose of collective bargaining must be granted.

5.3 Employee Health and Safety

Our suppliers and business partners must comply with applicable occupational health and safety regulations and ensure a safe and health-promoting working environment in order to maintain the health of their employees and prevent accidents, injuries and work-related illnesses. Unrestricted access to drinking water and sanitary facilities must be ensured.

5.4 Prohibition of Child Labour

The minimum age at which a child may be admitted to employment must be higher than the age at which, under applicable law at the place of employment, compulsory education ends, and in no case may the age of employment be less than 15, unless one of the exceptions recognised by the ILO applies. However, these exceptions must only apply if local law also provides for them.

To ensure compliance with this prohibition, our suppliers and business partners must put in place reliable age determination mechanisms when hiring employees.

5.5 Prohibition of Forced Labour and Slavery

Forced labour must be prohibited. This includes any work or service that is required of a person under threat of punishment (whether physical, psychological, financial or otherwise) and for which he or she has not voluntarily made himself or herself available. All forms of slavery, slave-like practices or serfdom, as well as other forms of exercise of power or oppression in the working environment, such as economic or sexual exploitation and humiliation, must also be prohibited.

All employees must be granted the right to terminate their employment in line with the contractually agreed or statutory period of notice. Withholding identification documents from employees is prohibited.

VI.

Environmental Sustainability

Our suppliers and business partners must comply with legislation and international standards governing climate and environmental protection and endeavour to minimise environmental pollution and continuously improve climate and environmental protection, through such measures as the use of energy-efficient and environmentally friendly technology. This includes the environmentally friendly development and manufacture of products as well as their environmentally friendly transport, use and disposal. Our suppliers and business partners should also take measures designed to reduce waste and emissions into air, soil and water and to minimise environmental risks.

VII.

Handling Hazardous Substances

When dealing with chemicals and hazardous substances, our suppliers must handle them responsibly in order to ensure environmental and health protection. In addition, our suppliers and business partners must undertake to label hazardous materials, chemicals and substances. All applicable laws and provisions relating to hazardous substances, chemicals and substances must be strictly adhered to. Substance restrictions and product safety requirements laid down in applicable laws and regulations must be complied with.

The prohibitions on the export of hazardous waste pursuant to the Basel Convention of 22 March 1989, as amended, must be observed. Mercury must be used in accordance with the prohibitions of the Minamata Convention of 10 October 2013. The use of persistent organic pollutants is governed by the latest version of the POPs Convention of 22 May 2001.

VIII.

Dealing with Conflict Minerals

We expect our suppliers and business partners to comply with the OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas (OECD DDG) as well as other applicable regulations, such as the EU Conflict Minerals Regulation.

Our suppliers and business partners must ensure that no products are supplied that contain metals whose source minerals or derivatives stem from conflict or high-risk regions, where they directly or indirectly contribute to financing or supporting armed groups and to the violation of human rights.

IX.

Supply Chain

Our suppliers and business partners must take reasonable efforts to enforce compliance by their own suppliers with the provisions of this Supplier Code, and must not tolerate any violations of the principles laid down in this Code.

Furthermore, our suppliers and business partners must comply with the provisions of the German Supply Chain Due Diligence Act (Lieferkettensorgfaltspflichtengesetz - LkSG). In case of doubt, the supplier must be able to furnish suitable evidence that it has complied with the relevant provisions.

X.

Complaints Mechanisms

Our suppliers and business partners must disclose to their employees, in a suitable way, any information received from noventic concerning the accessibility of, responsibility for and implementation of a complaints procedure. The complaints procedure must be open to employees in such a way that confidentiality is maintained and there is effective protection against discrimination. Unless otherwise indicated, suppliers themselves are responsible at company level for establishing an effective complaints mechanism for individuals and communities that may be affected by negative consequences.

XI.

Compliance with this Code of Conduct for Suppliers

By signing this document, our suppliers and business partners undertake to act responsibly and to adhere to the listed principles/requirements. Our suppliers and business partners undertake to disclose the content of this Code of Conduct for Suppliers to employees, agents and subcontractors in an understandable manner and to make all arrangements necessary for the implementation of the requirements.

We expect our suppliers and business partners to identify risks within their own supply chains and take appropriate action. In the event of suspecting violations, and to safeguard supply chains exposed to increased risks, suppliers must proactively, immediately and, if necessary, regularly inform noventic about the identified violations and risks in their own supply chains, as well as about the countermeasures taken, furnishing proof of their suitability.

noventic or the relevant group companies reserve the right, where there are justified grounds (in particular in cases of specific indications of non-compliance or increased risk exposure), to carry out audits or evaluations designed to verify suppliers' compliance with the above-men- tioned principles. If we receive evidence of violations, we reserve the right to review and, if necessary,
terminate any business relationship if the rules set forth in this Code of Conduct for Suppliers have been violated and no action is taken to remedy such violations, or if systematic violations are apparent.

Before terminating any business relationship we will generally, depending on the severity of the violation of the provisions of our Supplier Code, give our suppliers and business partners the opportunity to react to the violation and to prove that it has been remedied within a reasonable period of time.

The noventic group is made up of the following companies:

noventic GmbH, Germany
KALORIMETA GmbH, Germany
KALO vor Ort GmbH, Germany
QUNDIS GmbH, Germany
beyonnex.io GmbH, Germany
therlys GmbH
imovis GmbH, Germany
smarvis GmbH, Germany
ikw Service GmbH, Germany
Memo-Royal C. Mittendorf GmbH, Germany
Neotech s.r.l., Italy
Diener + Tobler Energietechnik GmbH, Switzerland

We hereby declare our compliance with and confirmation of the above document and its contents.

Place and date

Signature and stamp

Contacting the Compliance Department

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