

## 1. Targets and Purpose

This Partner Code of Conduct (“Code”) applies to all third parties – such as suppliers (manufacturers, distributors, brokers), contractors and consultants (“Business Partner”) – collaborating regularly with APAG and any of its subsidiaries (“APAG Group”), both present and future. This Code highlights important standards that are consistent with APAG Group’s values, which we expect our Business Partner to implement as standard with its own partners.

Responsibility and good reputation for corporate trustworthiness are fundamental to our success and our ability to create long-term value for customers, employees and the general public. It is a step towards establishing a sustainable relationship with our Business Partner. We demand our Business Partner to meet the standards of this Code, as well as any applicable laws and regulations. It is the task of our Business Partner to implement and maintain programs to ensure that this Code is complied with.

APAG Group regards the provisions of this Code to be essential for the business relationship between APAG Group and the Business Partner. APAG Group regards any violation of this Code as a serious matter. In case of significant breaches by the Business Partner of this Code, APAG Group reserves the right to terminate the business relationship with the Business Partner subject to applicable laws.

APAG Group reserves the right to audit the Business Partner’s compliance with this Code. Any audit will be scheduled by mutual agreement with the Business Partner.

## 2. Commitments

### 2.1 Principles & laws

The basis for sustainable economic success is compliance with the respective attainable international laws and standards such as the *Universal Declaration of Human Rights* or the Core Conventions of the International Labor Organization “*ILO Convention*” along with the respective national laws. APAG Group requires from its Business Partner compliance with the respectively applicable laws. The Business Partners will always use as a reference point those laws, regulations, practices, international or company standards / policies / codes that set the higher standards.

### 2.2 Responsible Supply Chain Management

It is the task of our Business Partner to implement and maintain programs to ensure that this Code is complied with and that the content and understanding of the principles of this Code is communicated to all relevant employees through briefing and training. The Business Partner shall cascade this Code to its own supply chain.

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### 3. Labor & Social Policies

#### 3.1 Child labor & forced labor

The use of child labor will not be tolerated. The minimum age for our Business Partner's employees shall be in accordance with the *ILO Convention 138, 182* or the age specified by local legislation, if higher. Every employment must be solely voluntary; it must correspond to employment conditions that satisfy national laws and regulations.

#### 3.2 Working hours

We expect our Business Partner to comply with any applicable laws, agreements and industry standards on working hours (including overtime), wages and compensation. Overtime work should be voluntary and paid as such.

#### 3.3 Fair wages

The remunerations are to be paid according to the respective national laws and regulations, including those relating to minimum wages, overtime and legally mandated benefits. In places where no legal requirement exists for defining a minimum wage, *ILO Convention 131* can serve as a basis for the definition.

#### 3.4 Human rights & non-discrimination

We expect our Business Partner to support and respect the protection of the *United Nations' Universal Declaration of Human Rights* and the *ILO Convention*. None of the Business Partners may complicit in abuse of human rights.

No one is allowed to be personally wronged, favored, controlled or excluded due to their race, the color of their skin, nationality, descent, ethnic origin, belief, philosophy of life, membership in an association of workers (including unions), sex, age, social background or social origins, their sexual orientation, physical constitution, appearance or other personal characteristics.

#### 3.5 Freedom of association

In compliance with applicable laws, our Business Partner has to respect its employees' right to organize themselves, join associations or bargain collectively or individually, if they wish to do so. Employee representatives must be protected against discrimination.

#### 3.6 Health & Safety

Our Business Partner is encouraged to provide a safe and healthy workplace for its employees and to integrate health and safety management practices into its business. We expect our Business Partner to ensure that the employees work free from the influence of illegal drugs or controlled substances, or the abuse of prescribed or over-the-counter drugs or alcohol.

Health and safety related information such as emergency procedures and potential safety hazards should be made known to the employees.

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Required personal protective equipment shall be made available and easily accessible by the employees.

## 4. Environment

### 4.1 Environmental Protection

We expect our Business Partner to strive to minimize and prevent its own negative impact on the environment (especially but not limited referring to *energy, electricity, water consumption, waste management and air emissions*). We expect our Business Partner to integrate environmental considerations into its activities and strive for continuous improvement, by minimizing any adverse effects of its activities upon the environment. Our Business Partner has to comply with any relevant local and national environmental laws and regulations, as well as any requirements for environmental licenses and permits.

## 5. Economic Practices

### 5.1 Zero tolerance of bribery & corruption

With regard to corruption and bribery, APAG Group pursues a zero-tolerance policy. Corruption is prohibited virtually worldwide by national laws and international conventions. APAG Group expects its Business Partner to ensure that no benefits are promised or granted to employees of APAG Group with the intention of obtaining a business advantage. Further, the Business Partner shall not, under any circumstances, demand, offer or grant bribes, kickbacks or other illegal payments, employment to related parties, incentives, gifts, entertainment, favors or other benefits of value for the realization of business opportunities with APAG Group. APAG Group expects its Business Partner not to tolerate any kind of unlawful contributions in dealing with authorities.

### 5.2 Fair competition – Compliance with the antitrust law

APAG Group requires from its Business Partner to support free and fair competition, which is ethical and lawful. Our Business Partner will not engage in price-fixing, market sharing or similar anti-competitive practices. Other illegal anti-trust law actions such as concerted actions, informal discussions or informal gentlemen`s agreements are to be refrained from.

### 5.3 Avoidance of conflicts between private & business interests

The Business Partner has to act transparently and with integrity in relation to its business activities. Any direct or indirect close relationship between the Business Partner and APAG Group`s employees that has an impact on business relations, or comparable cases, must be disclosed to APAG Group. The conflict of interest shall be disclosed before the start of negotiations or as soon as the conflict comes to light.

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# PARTNER CODE OF CONDUCT

## Sourcing & Supply Chain

### 5.4 Import & export control

Compliance with export and import laws as well as regulations is fundamental in order to ensure that all parties maintain export and import privileges, and sustain their ability to participate in the global marketplace. We expect our Business Partner to comply with any applicable import and export control and associated regulations.

### 5.5 Responsible Procurement of Minerals Policy:

PROCUREMENT OF COBALT, MICA AND MINERALS FROM CONFLICT-AFFECTED AND HIGH-RISK AREAS

APAG Group recognizes that the procurement of tin, tantalum, tungsten, gold (together known as 3TG), cobalt and mica from states in conflict areas and other high-risk areas, may inadvertently fund organizations involved in bribery and other unlawful activities, which is a socially grave concern.

In order to make its activities on the issues more clearly, APAG Group formulates the Responsible Procurement of Minerals Policy and publishes it to the APAG Group Web site as below.

#### Responsible procurement of minerals (3TG)

Supplier shall:

- Comply with existing **legal requirements** concerning the mining of raw materials in conflict and high-risk territories – so called “conflict minerals” defined for instance in the Dodd-Frank Act and respective EU-regulations.
- Report the origin and the certification status of the smelters and refiners involved (Considering OECD’s “Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas.”)
- Design and implement a strategy to respond to identified risks;
- Refrain from sourcing from illegal channels and commit to promoting a responsible supply process. (sourcing the 3TG from smelters whose due diligence practices have been validated by an independent third party audit program)

#### Responsible procurement of cobalt and mica

Based on the guidelines of the OECD, suppliers shall specifically:

- Develop an appropriate management system to conduct due diligence in the supply-chain to determine whether cobalt originates from conflict-affected or high-risk areas.
- Develop due diligence policies and require tier-one suppliers to (i) adopt corresponding due diligence policies and (ii) request the same from their suppliers down to the level of extraction of cobalt and mica .
- Require your direct suppliers to source cobalt from smelters or natural mica from processors whose due diligence practices have been validated by an independent third-party audit program.
- Identify the risks by mapping the supply-chain and take appropriate steps to mitigate them.
- Report on supply-chain due diligence.

APAG Group regularly report the outcome of our data collection and analysis of the certification status.

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## 6. References

Conflict minerals legislation – US Security and Exchange Commission

<http://www.gpo.gov/fdsys/pkg/FR-2012-09-12/pdf/2012-21153.pdf>

International Labour Organisation (ILO) Convention n° 138 and 182 – Child labour

<http://www.ilo.org/ipec/facts/ILOconventionsonchildlabour/lang--en/index.htm>

International Labour Organisation (ILO) Conventions n° 29 and 105 – Forced labour

<http://www.ilo.org/global/standards/subjects-covered-by-international-labour-standards/forced-labour/lang--en/index.htm>

International Labour Organisation (ILO) Convention n° 131 – Minimum wage

[http://www.ilo.org/dyn/normlex/en/f?p=NORMLEXPUB:12100:0::NO:12100:P12100\\_ILO\\_CODE:C131](http://www.ilo.org/dyn/normlex/en/f?p=NORMLEXPUB:12100:0::NO:12100:P12100_ILO_CODE:C131)

International Labour Organisation (ILO) Convention n° 100 – Equal remuneration

[http://www.ilo.org/declaration/info/factsheets/WCMS\\_DECL\\_FS\\_84\\_EN/lang--en/index.htm](http://www.ilo.org/declaration/info/factsheets/WCMS_DECL_FS_84_EN/lang--en/index.htm)

International Labour Organisation (ILO) Convention n° 111 – Discrimination

[http://www.ilo.org/wcmsp5/groups/public/---ed\\_norm/---declaration/documents/publication/wcms\\_decl\\_fs\\_85\\_en.pdf](http://www.ilo.org/wcmsp5/groups/public/---ed_norm/---declaration/documents/publication/wcms_decl_fs_85_en.pdf)

International Labour Organisation (ILO) Convention n° 98 and 87 – Freedom of Association

<http://www.ilo.org/global/standards/subjects-covered-by-international-labour-standards/freedom-of-association/lang--en/index.htm>

International Labour Organisation (ILO) Convention n° 155 – Health and Safety

[http://www.ilo.org/dyn/normlex/en/f?p=1000:12100:0::NO::P12100\\_ILO\\_CODE:C155](http://www.ilo.org/dyn/normlex/en/f?p=1000:12100:0::NO::P12100_ILO_CODE:C155)

International Labour Organisation (ILO) 26000 – Social Responsibility – 2010

[http://www.iso.org/iso/discovering\\_iso\\_26000.pdf](http://www.iso.org/iso/discovering_iso_26000.pdf)

OECD Guidelines for Multinational Enterprises – 2011

<http://www.oecd.org/daf/inv/mne/48004323.pdf>

OECD Due Diligence Guidance for Responsible Supply Chains of Minerals from Conflict-Affected and High-Risk Areas

<https://www.oecd.org/corporate/mne/mining.htm>

United Nations guiding principles on Business and Human Rights – 2011

[http://www.ohchr.org/Documents/Publications/GuidingPrinciplesBusinessHR\\_EN.pdf](http://www.ohchr.org/Documents/Publications/GuidingPrinciplesBusinessHR_EN.pdf)

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Supplier name

Address

Name

Signature

Telephone  
 e-mail

Place and date

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