



# CODE OF CONDUCT







“ Doing the **right** thing...  
in the **right** way...  
at the **right** time...  
with the **right** people  
...and the results will come



# Editorial

## Dear Officers and Employees of the Tokai Carbon Group,

**Reliability** is the fundamental principle of Tokai Carbon Group. We have always said so. In our code of conduct and code of ethics we especially focus on compliance. Compliance does not necessarily mean simply obeying the law; rather it expands beyond, to the understanding that corporate value must be maintained and the rules of society honored.

The state that Tokai Carbon Group is in, is forever changing. Because of this, we continually confront issues of various kinds. Each time we do, we must face matters with the utmost adequacy. No matter what the situation is, it is possible for each and every member of Tokai Carbon Group to take action with compliance in mind. All of you can take initiative to gain social reliance at its best, which will in turn help Tokai Carbon Group's sustainable growth. In order to do so, it is vital that you prioritize compliance as a way of thought in every aspect of the value you take in business operations.

While compliance protects Tokai Carbon Group, it also protects you as an individual. As you progress in your daily operations, I ask that you please acclimatize yourselves to the true meaning of compliance.

**Hajime Nagasaka**  
**President and CEO of Tokai Carbon Co., Ltd.**

# Editorial

## Dear Colleagues,

Tokai COBEX – with its companies – is part of the Tokai Carbon Group, Japan, since July 2019.

As a global operating company we – Tokai COBEX – bear responsibilities worldwide for our employees, customers, business partners, shareholders and the public.

Part of this responsibility is that we all follow legally binding rules always and everywhere, that we respect ethical principles and act sustainably. Each and every one of us has to take on that responsibility: me, the managers and every single employee.

Our strategic goal is sustainable and profitable growth alongside the future trends of mobility, energy and digitalization. We all have to make sure in achieving this goal that growth and compliance go hand in hand. Misconduct can not only lead to considerable financial damages for Tokai COBEX but also result in personal consequences for the individual employee.

Our Code of Conduct sets down clear behavioural rules and ethical standards for Tokai COBEX.

The Code formulates our basic understanding of responsible and lawful conduct and is firmly anchored in our company culture. It is a yardstick and orientation for everything we do.

Please contribute and continue to model your daily actions on the Code. Only if we always demonstrate lawful and ethical behaviour will we be able to have sustainable success in the long term. Damage to the reputation of or to the trust in the company shall be avoided.

**Andrzej Hotlos**  
**CEO of Tokai COBEX**  
**Managing Director of Tokai COBEX GmbH**





The Code of Conduct  
is a binding code of  
conduct, a guideline that  
gives us reliable guidance  
for our daily actions.

# Content

## Code of Conduct

### 1 Purpose and Scope..... 9

Why a Code of Conduct?..... 10

Principles and Values..... 11

Personal Responsibility and Accountability..... 12

Prevention of Conflict of Interests..... 12

### 2 Specific Areas..... 13

Employees..... 14

- Working Environment and Employment Practices

Business Partner and Third Parties..... 15

- Antitrust and Competition Law
- Anti-Corruption
- International Trade and Export Control
- Relations to Governmental Authorities
- Suppliers and Subcontractors

Finance..... 21

- Financial Integrity
- Anti Money Laundering
- Handling of Insider Information

Environmental, Health, Safety..... 22

- Employee Safety
- Protection of the Environment

Company Assets and Information..... 24

- Protection of Company Assets
- Business Secrets
- Data Privacy
- Information Security

Corporate Citizenship..... 26

- Communities and Science
- Donations

### 3 Compliance with the Code of conduct... 27

Whistleblowing..... 28

### 4 Information and Contact..... 30



# 1



## Purpose and Scope

# Why a Code of Conduct?

## **The Code of Conduct emphasises our commitment to compliance with the law and reflects our Common Values.**

As a technology-driven company we develop solutions on the basis of carbon for industrial applications. With our trendsetting and sustainable solutions we offer far reaching benefits to our customers. To this end, we enter into numerous and close business bonds in order to adjust our solutions to the challenges our customers face.

Responsible and lawful behavior is the foundation for all of our businesses and business relationships. Our Code of Conduct is an expression of the legal and ethical standards embodied in daily business. We also expect this behavior in return from our business partners.

A key element for the sustainable business success of Tokai COBEX is the appropriateness with which we deal with those upon whom our success most depends - employees, customers, shareholders, governmental authorities and the public.

Compliance with the Code is fundamental to creating and maintaining trust and confidence with our stakeholders. The Code emphasises our commitment to compliance with the law, and sets forth basic standards for our employees of legal and ethical behavior.

The business activities of Tokai COBEX shall be conducted in compliance with applicable laws and regulations, based on social norms and common sense.

# Principles and Values

**As a globally operating company we at Tokai COBEX have a global responsibility.**

We are committed to respect the principles of the UN Global Compact, which have also been derived from the Declaration of Human Rights of the United Nations. We thus assign particular importance to the protection of human rights.

Our corporate philosophy is **“Ties of Reliability”**. We believe in the importance of trust between Tokai COBEX and our stakeholders (as represented by customers, shareholders, employees, and society). This idea of mutual reliability, which is based on common values shared with our stakeholders, is the foundation of our continued business and existence. This concept allows us to provide added value to our stakeholders, thus enabling them to achieve their individual goals. Through this cycle of trust, we will strive to further enhance our ties of reliability.

Under our corporate philosophy, we think first need the ability to create added value from the resources consigned to us for fulfilling our mission. We then need fair enterprise management to smoothly continue this circulation of value. We consider the environment a silent stakeholder.

**The following principles support legal and ethical behaviour and promote personal integrity in our employees as well as a strong corporate culture for Tokai COBEX:**

- lawful and ethical conduct while maintaining sensitivity to and respect for the different social and cultural settings;
- loyalty to Tokai COBEX;
- fair, polite and respectful conduct towards all employees and in our dealings with one another;
- fair and honest dealings with customers and other business partners, shareholders, authorities, the public;
- professionalism and good business practice;
- responsible and transparent conduct in dealing with risks and our business activities;
- appropriate consideration of environmental concerns;
- open and transparent handling of conflict situations.

# Personal Responsibility and Accountability

This Code of Conduct shall apply to all directors and employees, both management and non-management, in all Tokai COBEX companies (jointly referred to as “Tokai COBEX Employees”).

Compliance is, first and foremost, the individual responsibility of every employee. All of us need to make sure that our actions comply with the Code and the laws that apply to our workplace. Every employee has to understand and know the Code of Conduct.

A high level of social and ethical competence is expected of the executive staff whose conduct should serve as an example of legal and ethical compliance. Each Tokai COBEX Employee is expected to request advice and assistance in the event of any doubts regarding their own conduct as well as to report any potential non-compliance matters.

# Prevention of Conflict of Interests

Business transactions must be conducted with the best interests of, and loyalty to Tokai COBEX in mind, and must not be motivated by personal considerations or relationships. A conflict of interests might arise when we take actions and have interests that make it difficult to perform our duties and responsibilities to Tokai COBEX objectively and effectively based on independent and sound judgment. Official matters shall be clearly distinguished from private matters.

If a conflict of interests or appearance of conflict of interests develops, Tokai COBEX Employees must disclose the matter to their supervisor and/or the Legal & Compliance department. Transparency is a key factor in order to determine jointly what actions need to be taken.

# 2



## Specific Areas

# Employees

## Working Environment and Employment Practices

Tokai COBEX respects the human rights worldwide. As a company with global reach we work with employees and business partners of many different nationalities, cultures and customs.

We are committed to the principles of equal opportunity and comply with all applicable laws, which prohibit any form of discrimination based on age, race or (ethnic) origin, color, gender, sexual orientation, religion or belief as well as disability.

These principles apply to all personnel decisions such as selection and recruitment, employment and working conditions, training and qualification, internal relocation, promotion, remuneration, benefits through to disciplinary actions.

Furthermore, harassment and sexual harassment are strictly prohibited; they are not tolerated by Tokai COBEX in any way and will be sanctioned accordingly.

Tokai COBEX promotes a diverse and integrative working environment in which trust, continuous learning and knowledge-sharing are encouraged and valued and where all employees treat each other with respect and dignity.

We provide our employees with fair compensation and working conditions. We reject all forms of forced or child labor, and will not obstruct lawful employee representation.

# Business Partner and Third Parties

## Antitrust and Competition Law

Tokai COBEX is committed to fair and free competition in all of its markets and is able to prevail in competition through the merits of its products and services. In so acting, we comply strictly with the legal regulations to promote and protect competition. Dealings with our competitors must be in compliance with the law.

For this reason, we do not make any agreements – neither express nor implied, formal nor informal – with competitors to set down prices and terms of sale, divide up markets or regions, limit production or influence the results of tender processes.

We do not participate in prohibited agreements or cartels. The mere appearance of such conduct must be avoided.

We do not exchange or discuss confidential information with competitors. This includes prices, price policies, terms of sale and performance, costs and profit margins, capacities, marketing strategies, territories, customers, research and development projects or other information of relevance to competition.

# Business Partner and Third Parties

## Antitrust and Competition Law (continued)

In principle we do not make any agreements with distributors on resale prices, unless some local jurisdictions permit such obligations. Employees need to seek legal advice in this regard.

The majority of antitrust provisions in the various jurisdictions which we must observe as a globally operating company and which concern further actions and conduct that restrains trade are very complex. For this reason, each employee is obliged to always consult in advance with the Legal & Compliance department where a transaction may possibly constitute a restraint of trade in any form.

To the extent an employee intends to attend meetings of an industry organization at which competitors will also be present, the existing Tokai COBEX rules on trade association meetings and fairs must be observed. Any other meeting with competitors must be verified with the Legal & Compliance department.

The failure to comply with competition regulations can result in severe penalties for Tokai COBEX and the people involved. Heavy fines can be levied against companies; in addition, the payment of substantial damages may be ordered in civil law suits.

The criminal law provisions in many jurisdictions provide for heavy fines and imprisonment for the individuals who are found guilty.

Compliance with the antitrust laws is therefore of paramount importance for Tokai COBEX and its employees.



# Business Partner and Third Parties

## Anti-Corruption

Tokai COBEX Group is committed to conducting business in a transparent and compliant manner, and prohibits all forms of corruption and bribery in its business transactions.

We do not promise or give any payment, inappropriate gifts or any other benefits to induce employees from companies, authorities or other public officials to provide us with an improper business advantage. This applies irrespective of location and culture. Everyone associated with Tokai COBEX must comply with the applicable anti-corruption laws.

Corruption is any abuse of power, office or resources for private gain. Bribery is the intent to influence the recipient's conduct by giving money, gifts, hospitality or entertainment in order to gain an improper advantage or harm others.

Violations of anti-corruption laws can lead to costly investigations, reputational damage and criminal penalties against both the company and the individuals involved.

Persons found guilty of corruption face possible imprisonment as well as fines.

# Business Partner and Third Parties

## Anti-Corruption (continued)

Tokai COBEX values its relationships with customers and suppliers. Only a good social contact between partners can build trust and establish long-lasting business relationships.

Business entertainment and gifts as well as other benefits granted to or received by a business partner are not generally prohibited but they must be granted in accordance with our Gifts & Entertainment Policy and respect the rules of our business partners.

Third parties must not be used to circumvent any of these principles set forth in the Tokai COBEX Policy on Gifts & Entertainment. Sales intermediaries must undergo a due diligence process prior to their contractual engagement (Business Partner Compliance Process).

Tokai COBEX generally prohibits the payment of facilitation payments through employees or third parties.

# Business Partner and Third Parties

## International Trade and Export Control

Tokai COBEX Group fully complies with all applicable international agreements and national laws regarding the controls on international commercial and financial transactions, including import and export control laws. Detailed guidance and procedures for compliance with laws on international transactions can be found in various guidelines, policies and procedures implemented by Tokai COBEX. Tokai COBEX Employees involved in international transactions must know, understand, and strictly comply with the applicable laws, rules, policies and procedures.

Failure to comply with these laws may result in heavy fines or the loss or restriction of Tokai COBEX's export and import privileges which, in turn, could seriously and adversely affect a significant portion of the Company's business. Furthermore, each Tokai COBEX Employee who violates these laws may face personal liability, which in some cases can include imprisonment.

Tokai COBEX is committed to its management and improving the security of its supply chain. It is Tokai COBEX's objective to work as a team with its business partners in order to represent the security of its supply chain overall.

## Relations to Governmental Authorities

Tokai COBEX Group will comply and cooperate with all reasonable requests for information from governmental and other authorities. To ensure an appropriate response, requests must be reviewed with the responsible corporate functions.

Before responding to any non-routine request, each Tokai COBEX Employee must consult with management and/or Legal & Compliance.

# Business Partner and Third Parties

## Suppliers and Subcontractors

Tokai COBEX expects from its suppliers and subcontractors that they are equally committed to legal, ethical and sustainable business conduct.

For this reason, Tokai COBEX has implemented a Code of Conduct for suppliers and subcontractors. We expect that the principles contained there are adhered to within our business relationship.

This also includes complying with the reporting and disclosure requirements for so called „conflict minerals“. These include columbite-tantalite, cassiterite (tin), gold, wolframite (tungsten), or their derivatives that contribute to financing the conflict in the Democratic Republic of the Congo (DRC). Tokai COBEX is committed to avoiding the use of "conflict minerals" in its products and production processes. Where one of the aforesaid raw materials or their derivatives is necessary for the production process, an equivalent proof of origin will be obtained.

# Finance

## Financial Integrity

Tokai COBEX ensures that bookkeeping and accounting is in compliance with all applicable generally accepted accounting principles thus presenting the business dealings, assets and financial situation of the company to reflect the actual situations.

## Anti Money Laundering

Tokai COBEX undertakes all required action to prevent money laundering in its area of influence.

## Handling or Insider Information

Tokai COBEX Employees are required to comply with the applicable laws when engaging in transactions with financial instruments (such as the purchase or sale of shares of the Tokai Carbon Group companies Tokai Carbon Co., Ltd., Japan and Tokai Carbon Korea Co., Ltd.).

In particular, Tokai COBEX Employees who are privy to information that is not publicly known and would be capable, in the event of its becoming public, of significantly influencing the price of the financial instrument (“Insider Information”) may neither engage in nor recommend transactions with this financial instrument nor disclose the Insider Information without authorization.

# Environment, Health, Safety

## Employee Safety

Tokai COBEX is committed to preserving the health and safety of its employees and to protecting the environment. Compliance with all applicable legislations to protect human life and the environment as this relates to our employees, products and processes is an important part of our corporate culture.

In addition to complying with all of the relevant government regulations in each country, Tokai COBEX is committed to establishing, maintaining and improving systems to ensure environmental protection, process safety and health and safety excellence. To achieve this, Tokai COBEX maintains a global EHSA network of specially trained employees.

All managers and supervisors have the duty to instruct, train and support their teams accordingly and to ensure that environmental, health and safety objectives and performance targets are met through appropriate measures. In the same way, each Tokai COBEX Employee has the obligation to work safely at all times and to comply with the required rules & regulations and recommendation to warrant the achievement of these objectives through their active collaboration.

In areas where no regulations or corporate policies and rules exist for environmental protection and occupational health and safety, every Tokai COBEX Employee must make their own responsible decision. Their direct manager is available to provide assistance.

**Under the scope of our EHSA excellence, we are focused on the following objectives:**

- zero work-related injuries and illnesses
- continuous environmental compliance from operations and products
- continuous improvement of the efficient use of energy and natural resources
- assumption of responsibility for safe work at all times
- compliance with all applicable laws, and internal policies and rules on environmental and occupational health and safety

# Environment, Health, Safety

## Protection of the Environment

Being in line with the CSR (Corporate Social Responsibility) activities of Tokai Carbon Group, Tokai COBEX recognizes global environmental preservation as a top-priority management issue, strives to achieve harmony between business activities and the environment, and engages in activities aimed at achieving a sustainable recycling-oriented society.

Tokai COBEX is committed to preventing or sustainably reducing environmental impacts in its research and development, production, storage, transport and usage of its products and raw materials. Furthermore, it is absolutely necessary that the use of land, air and water is in compliance with all laws and directives of the relevant authorities.

The same principle applies when erecting, operating, modifying or extending production plants. Every unauthorized release of substances must be avoided.

Product safety, emissions and waste, as well as the efficient use of raw materials, energy and water are regularly monitored under the scope of internal audits.

Tokai COBEX is committed to continuously improving efficiency of energy and water consumption, reducing waste and contributing to global climate change targets, particularly the reduction of CO<sub>2</sub> emissions.

Waste must be disposed in accordance with the legal requirements of the respective country. If the services of third parties are used for this purpose, it must be ensured that these parties also comply with the applicable environmental regulations and Tokai COBEX's corporate standards.

# Company Asset and Information

## Protection of Company Assets

Responsible corporate governance requires strong protection and due diligence when handling important assets in our daily business. These assets are represented by buildings, facilities, inventory, products, office equipment and computer systems, but also by intangible assets such as software, patents, trademarks, and other intellectual property rights, sensitive information and know-how.

To ensure compliant usage, company assets may not be used for personal purposes. Especially intellectual property rights, business secrets and other sensitive company data must be protected from unauthorized disclosure.

Confidential technical information or know-how shall be recognized as important company assets and such information shall not be disclosed to external persons in absence of a confidentiality agreement.

## Business Secrets

Tokai COBEX Employees who handle or know of confidential and sensitive information or business secrets of Tokai COBEX or one of our business partners, must never disclose such information to third parties (including family members, friends or acquaintances) or use such information for anything other than Tokai COBEX's business purposes. Confidential agreements concluded with parties participation in joint research or joint development shall be executed in good faith.



# Company Assets and Information

## Data Privacy

Tokai COBEX acts in strict accordance with the laws to protect and to secure personal data. They include personal information such as date of birth, government identification number and postal address or information about family, financial situation, health or the like of a person.

The protection of the required privacy while using individual data and the safeguarding of sensitive company information in all relevant processes must be realized and ensured in all business processes upon compliance with the applicable legal requirements.

We take care to ensure that private data is not disclosed inside or outside of our company unless we are obliged under mandatory law and there is a legitimate business necessity to do so. The handling of personal data must be reduced to certain defined and clear purposes and must be in compliance with the applicable data protection statutes.

## Information Security

In the age of digitalization, data has become a valuable commercial assets.

We at Tokai COBEX trust that our sensitive information is reasonably protected and will not be disclosed, altered or destroyed by any unauthorized parties. It is irrelevant in this regard whether or not the information originates from production, research, engineering or the human resources department. Protection of information only works where each individual handles sensitive data, and thus Tokai COBEX's know-how, responsibly and securely.

Supported by information security policies on the one hand and technical measures on the other, it is the responsibility of every Tokai COBEX Employee to protect our valuable company assets in their daily business and to be aware of possible threats and risks.

Tokai COBEX therefore obliges every Tokai COBEX Employee to handle the information to which they have access in a secure way. In the event of a suspected potential attack or uncertainty on how to conduct oneself, this must be reported promptly to the IT-Department.

# Corporate Citizenship

## Community and Science

As a globally operating company, Tokai COBEX does business in various countries and cultures and is committed to being a responsible member of these communities. Tokai COBEX business activities abroad shall be in compliance with the laws of each country and in respect for the cultures and customs of each country.

This is reflected in the traditionally close relationship with the regions surrounding the production sites as well as in the multiple cooperations and initiatives in science, research and industry. Social responsibility and sustainable development are important factors for our business success.

Tokai COBEX strives to make efficient use of natural resources and to pursue new products and manufacturing technologies that promote resource conservation and preserve the natural environment.

## Donations

We make no contributions to political parties or individual officeholders or candidates for political offices.

# 3



## Compliance with the Code of Conduct

# Compliance with the Code of Conduct

## Whistleblowing

Compliance is, first and foremost, the individual responsibility of every Tokai COBEX Employee.

# Compliance with the Code of Conduct

## Whistleblowing (continued)

Every Tokai COBEX Employee has the personal responsibility to understand and know this Code. Management is expected to demonstrate their personal commitment to implementing the Code, and shall, through the leadership of their employees, make every effort to maintain a workplace environment that ensures compliance with the Code.

It is the responsibility of the managing director to provide an appropriate organizational structure to assure the effective implementation, and to promote the values and responsibilities of this Code.

Tokai COBEX will not tolerate any violation of any applicable laws or this Code. Failure to comply with any applicable laws or this Code may result in disciplinary actions up to, and including, termination.

Tokai COBEX fosters an environment in which integrity issues should be raised. Tokai COBEX Employees are encouraged to seek advice about appropriate ethical behaviour, or raise any concerns regarding compliance-related matters with their supervisor, or the Legal & Compliance Department.

Tokai COBEX Employees are encouraged and expected to disclose a case of possible violation of the Code to an appropriate person. Normally this will be their supervisor or the Local Legal & Compliance Counsel.

If Tokai COBEX Employees do not feel comfortable disclosing serious compliance matters to their supervisor or the Local Legal & Compliance Counsel they can use the Whistleblowing system. This system is meant to facilitate the disclosure of potential misconduct or violations, allowing also anonymous reporting.

Tokai COBEX will ensure that any form of sanction, retaliation or discrimination against any Tokai COBEX Employee who discloses compliance concerns in good faith will not be tolerated, and the confidentiality will be protected to the maximum extent possible.

Report here **online** :

<https://tokaicobex.integrityline.com/frontpage>



Or by **phone** with  
Company code:  
4253

Germany: +49 30 99 25 71 46  
France: +33 1 87 21 22 91  
Poland: +48 2 21 52 33 61

# 4



## Information and Contact



“ Ethical or Unethical?  
Legal or Illegal?  
Right or Wrong? ”

If you have a question or  
need help, please contact us.



# Information and Contact

## **Tokai COBEX GmbH**

Legal & Compliance

11<sup>th</sup> Floor, Zircon Tower

Gustav-Stresemann-Ring 12 - 16

65189 Wiesbaden / Germany



# Receipt and Acknowledgement

I hereby acknowledge that I have received my personal copy of the Tokai COBEX Code of Conduct in its version of May 18, 2022.

I understand that I am responsible for knowing and adhering to the principles and standards of the Code of Conduct.

Location, Date:

---

Company:

---

Print Name:

---

Signature:

---

Please return to your Human Resources Department.





## **Tokai COBEX GmbH**

Legal & Compliance

11<sup>th</sup> Floor, Zircon Tower

Gustav-Stresemann-Ring 12 - 16

65189 Wiesbaden / Germany