

MANN+HUMMEL
Code of Conduct
Social Charter



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**CORPORATE
COMPLIANCE OFFICER**

compliance@mann-hummel.com

Code of Conduct

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Introduction

Our beliefs.

Since 1941.

As a global and successful company we not only have a clear vision: “Leadership in filtration by inspired people delivering outstanding solutions and superior results”. But also a special responsibility.

We want to continue to fulfill this responsibility in future by consciously taking an even more positive approach.

The solid foundation for all decisions and corporate action are our values and our commitment to complying with applicable laws and generally accepted social and ethical principles. All of this is summarized in written form in the MANN+HUMMEL Code, which consists of the Code of Conduct and the joint declaration on the principles of social responsibility of the MANN+HUMMEL Group (Social Charter). The Code sets a worldwide standard that unites all the members of the MANN+HUMMEL Group. The Code is an example of our vision and of the way we think and act within the global MANN+HUMMEL network.

The Code of Conduct summarizes and lays down the principles of behavior at MANN+HUMMEL. The Social Charter, which has been agreed with the European Works Council and the International Metalworkers' Federation (IMF), describes the principles of social responsibility. Together these two documents form the MANN+HUMMEL Code.

Comprehensive validity. For everyone. Worldwide.

The purpose of these two mandatory documents is to govern, communicate, respect and preserve the basic principles according to which people live and work together, on behalf of everyone who works for and with MANN+HUMMEL. For the benefit of all of us. To ensure that we have a corporate governance system based on values. And to ensure our success, the security of our jobs, our competitiveness and, as a result, to give us a secure future.

Guidelines and commitments are only as good as the commitment behind them and must be implemented into daily work. We ask you to support us in achieving our goals. If you have questions about the MANN+HUMMEL Code of Conduct, please contact the MANN+HUMMEL Corporate Compliance Officer (compliance@mann-hummel.com) at any time. Your local workers' representatives will be happy to answer questions about the Social Charter.

On the following pages you will find all the useful and important information you need to comply with and implement the MANN+HUMMEL Code: the Code of Conduct and the Social Charter.



Code of Conduct

Preamble

MANN+HUMMEL is fully aware of its general responsibility as a globally acting company and its social and ethical obligations.

The Code of Conduct is a set of mandatory guidelines for all employees and companies in the MANN+HUMMEL Group worldwide, including the members of the management board and the supervisory board, the managers, the employees, all the representatives of MANN+HUMMEL, such as consultants, agents and independent subcontractors, together with anyone who is equivalent to an employee in functional terms (for example, temporary staff) and the suppliers of MANN+HUMMEL.

The Code of Conduct applies to all companies in the MANN+HUMMEL Group in all business units and countries. If the national law is in conflict with the Code of Conduct, the provisions of the local law apply. If a local business practice or a local custom conflicts with a rule in the Code of Conduct, you must comply with the Code of Conduct.

Every employee is expected to act in accordance with these guidelines. MANN+HUMMEL will not tolerate breaches of these fundamental principles. If there is concrete evidence of a breach and in every case where there is any doubt, employees can contact the Corporate Compliance Officer in confidence either directly by email (compliance@mann-hummel.com) or via the MANN+HUMMEL whistleblower system (on the Internet at “speak-up.mann-hummel.com” or via the app “SpeakUp@MANN+HUMMEL”). There is also the option of contacting one of the external ombudsmen who will pass on the information to the Corporate Compliance Officer, upon request in strict confidence.

In organizational terms, the Corporate Compliance Officer belongs to the LC department, but there is an optional reporting line directly to the management board or the supervisory board. The role of the Corporate Compliance Officer is to help the companies in the MANN+HUMMEL Group to implement the rules in the Code of Conduct, to monitor compliance with the Code of Conduct together with other functions in the organization (for example, the internal audit department), to issue guidelines for the implementation of the Code of Conduct within the group and to act as a contact person for all questions relating to compliance with and implementation of the Code of Conduct.

MANN+HUMMEL reserves the right to amend or withdraw the Code of Conduct at any time.

The Code of Conduct does not explicitly refer to all the guidelines and regulations that are in use within the MANN+HUMMEL Group, but these will also continue to apply.



**THE MANN+HUMMEL
SUCCESS FACTORS ARE:**

EXTERNAL AND INTERNAL
CUSTOMER ORIENTATION

CROSS-FUNCTIONAL
THINKING AND ACTING

FOCUS ON OBJECTIVES AND RESULTS

EMPHASIS ON MOTIVATION
AND PERFORMANCE, TOGETHER
WITH EMPLOYEE DEVELOPMENT
AND SUPPORT



Code of Conduct

1. Basic Rules of Conduct

- 1.1 COMPLYING WITH LAWS**
- 1.2 RESPECTFUL CONDUCT**
- 1.3 LEADERSHIP, RESPONSIBILITY, SUPERVISION,
AND INTEGRITY OF THE COMPANY**



1.1 COMPLYING WITH LAWS

MANN+HUMMEL complies with laws, statutes and agreements and expects its business partners to do the same. All the members of the management board and the supervisory board, all managers and all employees, together with other representatives of MANN+HUMMEL, are required to read and understand the contents of the Code of Conduct. In addition, they must comply with the relevant provisions of applicable laws. Breaches of the law, of contracts or of the Code of Conduct will not be tolerated and may lead to work sanctions.

1.2 RESPECTFUL CONDUCT

The success of MANN+HUMMEL is based on the diversity of people and a respectful attitude and approach to others. MANN+HUMMEL acknowledges and values the personal and individual differences of all its employees.

MANN+HUMMEL makes every effort to offer all its employees challenging, meaningful and satisfying opportunities for personal and professional development.

Discrimination, sexual and personal harassment, prejudice and insulting behavior will not be tolerated. All employees must treat other people with openness and honesty and with respect and responsibility. These principles apply when working with other employees and with external partners.

1.3 LEADERSHIP, RESPONSIBILITY, SUPERVISION, AND INTEGRITY OF THE COMPANY

Managers have a special responsibility. Their role is to put the success factors into practice and to encourage their employees to do the same.

Managers ensure the success of MANN+HUMMEL, take their special responsibility seriously and put the success factors into practice by actively raising awareness among their employees of the importance of customer focus, always giving the interests of the MANN+HUMMEL Group priority over the interests of their own division, actively looking for opportunities to work with other divisions and constantly developing their own division on the basis of the corporate strategy. They work competently, assertively and consistently toward achieving objectives and successes and they inform their employees in good time and in detail about important issues. They perform tasks, exercise authority and take responsibility. They also delegate clearly and unambiguously. They work to increase employees' identification with and loyalty to the company, they encourage a trustworthy and open approach when working with others and in teams and they regularly assess their employees fairly and challenge and encourage them individually by acting as a coach.

All managers perform their organizational and supervisory tasks competently and ensure that no breaches of the law occur in their sphere of responsibility, which could have been prevented or impeded by proper supervision. This also applies when individual tasks are delegated.



Code of Conduct

2. Dealing with business partners

- 2.1 FAIR COMPETITION**
- 2.2 REASONABLE APPROACH TO GIFTS,
INVITATIONS AND OTHER BENEFITS**
- 2.3 TRANSPARENT RELATIONSHIPS WITH
BUSINESS PARTNERS**
- 2.4 MEASURES AGAINST MONEY LAUNDERING**
- 2.5 COMPLIANCE WITH FOREIGN TRADE LAWS**



2.1 FAIR COMPETITION

Competition motivates us to produce our best performance. However, reliable business partnerships that benefit everyone can only be based on fair competition and strict compliance with the law. Every employee is obliged to follow and comply with national and international rules governing fair competition and not to take actions that would be in breach of antitrust law.

Sharing information with other market players is undoubtedly interesting, but always risky. Agreements with competitors covering factors that relate to competition, such as future prices, capacities and production programs or responses to invitations to tender, are not permitted. This applies to written agreements and also to the non-binding exchange of verbal information. Any exchange of sensitive information with competitors must be reported to the Corporate Compliance Officer in advance or afterward if the contact was not planned.

2.2 REASONABLE APPROACH TO GIFTS, INVITATIONS AND OTHER BENEFITS

MANN+HUMMEL succeeds because of the price, performance, quality and suitability of the products and services it offers. We do not give or receive bribes even if this results in a business transaction not taking place. We are restrained and cautious in our approach to gifts, invitations and other benefits. We do not put our business partners in awkward situations and we do not offer them anything which could be regarded as an attempt to influence their business decisions.

Gifts and invitations that take the form of a friendly gesture can help the business relationship to develop. However, the threshold between permitted behavior and illegal influence is often hard to identify. Misjudgments can have negative consequences for the acting person and also for the company. For this reason, MANN+HUMMEL has drawn up a set of anti-corruption guidelines which include limits, checklists and approval procedures that provide employees with binding rules for use in their everyday work. If you have questions concerning an individual case, you should contact the Corporate Compliance Officer. Particular care must be taken with public officials. In these cases, you should always ask the Corporate Compliance Officer for advice.

Donations must always be transparent. This means that the recipient and the specific purpose that the donation will be used for must be transparent and documented. In the case of sponsorship, it is important to ensure that the relationship between the financial support and the service provided in return is appropriate and that the sponsorship is in line with the company's principles of Corporate Citizenship. Donations and sponsorship activities are subject to the internal MANN+HUMMEL approval guideline.



2.3 TRANSPARENT RELATIONSHIPS WITH BUSINESS PARTNERS

Business partners are chosen solely on the basis of competitive considerations and of comprehensive and clearly defined agreements which guarantee appropriate payments and commission. Business partners shall be required to comply with the Code of Conduct.

2.4 MEASURES AGAINST MONEY LAUNDERING

The MANN+HUMMEL Group takes all the necessary measures within its sphere of influence to prevent money laundering, i.e. the introduction of the proceeds of criminal activity into the legal financial system with the aim of concealing the true origins of the money.

2.5 COMPLIANCE WITH FOREIGN TRADE LAWS

MANN+HUMMEL complies with the relevant national and international foreign trade laws for all its deliveries, services and payments. Breaches of these laws will not only lead to considerable fines, but could also result in a prison sentence for those involved. In addition, the deliveries in question will be stopped and the loss of customs and export privileges could make future deliveries by the MANN+HUMMEL Group more difficult.

Against this background it is important that all employees involved with the import and export of goods and technologies (including technical data), the provision of services and the payment process comply with the relevant sanctions, export and import regulations. This includes in particular following internal company guidelines and processes and consulting the relevant customs and export function within the MANN+HUMMEL Group.



Code of Conduct

3. Avoiding Conflicts of Interest

Situations in which the personal or financial interests of an employee are in conflict with those of the company must be avoided.

In order to identify and avoid conflicts of this kind, employees must immediately notify the company of situations which could lead to restrictions on their personal objectivity and independence, such as second jobs or shareholdings in the companies of business partners or competitors. MANN+HUMMEL will investigate potential conflicts of interest. Employees are not required to report the purchase of shares traded on the stock exchange or about small-scale investments.



Code of Conduct

4. No Use of Company Assets for Private Purposes

The equipment and resources made available by MANN+HUMMEL must be used cost-effectively, appropriately and carefully. Private use is not permitted, unless an exception is made in an individual case.







Code of Conduct

5. Protecting Information and Data

MANN+HUMMEL is aware of the importance of information security and data protection to the company and to individual employees and guarantees to provide effective protection in both areas.

Trustworthy and effective cooperation is based on truthful and correct reporting as part of internal and external communications.

In order for MANN+HUMMEL to remain competitive, it is essential that internal company matters and sensitive information from business partners and customers is treated as confidential and protected against unauthorized access and loss. The obligation to keep the information confidential shall continue after the end of the working relationship.



It is not only the content of the information that must be protected, but also the details of who supplied it and to whom it refers. With the spread of digitization and the possibilities that this opens up, protecting personal data is becoming increasingly important. Personal data is particularly sensitive and must be processed with care and in accordance with legal requirements by the employees of the MANN+HUMMEL Group. For this reason, we ensure in all our internal company processes that personal data is only processed with the consent of the data subject or on the basis of statutory law. Personal data is only used for the purpose for which it is collected. Care must be taken to ensure that the content of the data is correct, that the data is not kept for longer than necessary and that it is stored safely and protected against unauthorized access. We also guarantee that the rights of data subjects to obtain information about their data, the right to rectification, erasure, restrict processing and the right of data portability are safeguarded.

Global networked information systems play an important role in the business of the MANN+HUMMEL Group. The risks involved in using these systems, such as cyber attacks, require every user to make responsible use of information systems and data at MANN+HUMMEL and to be aware of the risks associated with the use of external information systems and data. Our internal data protection policy and information security procedure provide details of the requirements for protecting information and data.





Code of Conduct

6. Environment, Health and Safety

6.1 USING RESOURCES

6.2 HEALTH AND SAFETY AT WORK



6.1 USING RESOURCES

We give a high priority to protecting the environment and natural resources and to avoiding unnecessary waste in both our development and production processes. MANN+HUMMEL complies with the relevant environmental legislation. We will immediately rectify any deficits in this area.

6.2 HEALTH AND SAFETY AT WORK

We also give high priority to health and safety throughout our organization. MANN+HUMMEL is aware of its responsibility for its employees and guarantees to take precautions against accidents. Employees are also responsible for ensuring that their everyday working environment is safe and healthy. Our internal processes guarantee that we comply with legal regulations and provide healthy workplaces. Any potential deficits in this area will be rectified immediately.



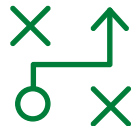
Code of Conduct

7. Implementation by Internal Organization

7.1 MONITORING MECHANISMS

7.2 TRAINING

7.3 INVESTIGATIONS





7.1 MONITORING MECHANISMS

The application of the dual-control rule, the separation of incompatible activities (separation of functions) and strict regulations on full and complete documentation are aspects of the internal organization of MANN+HUMMEL that help to prevent irregularities, in particular in the order and shipping processes.

Alternative quotations will be obtained wherever this is appropriate and reasonable. Financial, accounting and other reports and records are properly drawn up and reflect the company's transactions and financial relationships, in accordance with generally accepted accounting principles and those of MANN+HUMMEL. No secret accounts and/or ledgers are created that are not recorded in the accounting system.

7.2 TRAINING

The employees receive regular information and training about the content, meaning and purpose of the Code of Conduct. In addition, special training courses are held regularly on selected subjects.

7.3 INVESTIGATIONS

Compliance with the Code of Conduct is, first and foremost, the individual responsibility of each employee. All members of the management board and the supervisory board, all managers and all employees are personally responsible for reading and understanding the Code of Conduct and other MANN+HUMMEL guidelines relating to their work. Managers and employees who do not fulfill their responsibilities in this area or who break the rules in the Code of Conduct will be subject to disciplinary measures and, where appropriate, to legal consequences.

Experience shows that organizational principles are only successful if they are accompanied by appropriate monitoring measures. These include the use of suitable monitoring and plausibility checks by the internal audit department. The internal audit department is required to ensure that employees comply with the Code of Conduct and to use appropriate auditing criteria.



Code of Conduct

8. Questions and Reports

8.1 QUESTIONS

**8.2 REPORTS ON NON-COMPLIANCE
WITH THE CODE OF CONDUCT**



8.1 QUESTIONS

In the case of questions regarding the Code of Conduct or uncertainty as to its interpretation, employees can contact the Corporate Compliance Officer at any time (compliance@mann-hummel.com).

8.2 REPORTS ON NON-COMPLIANCE WITH THE CODE OF CONDUCT

If there is concrete evidence for non-compliance and in all cases where there is any doubt, employees contact the Corporate Compliance Officer in confidence either directly by email (compliance@mann-hummel.com) or via the MANN+HUMMEL whistleblower system (on the Internet at “speak-up.mann-hummel.com” or via the app “SpeakUp@MANN+HUMMEL”), which also enables anonymous reporting. Alternatively, there is the option of contacting one of the external ombudsmen, who will, upon request, treat the information as confidential. Employees who report a possible breach of the law or the Code of Conduct in good faith do not have to be concerned about negative consequences.



WHISTLEBLOWING SYSTEM

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App: [SpeakUp@MANN+HUMMEL](https://www.speakup.com)



CORPORATE COMPLIANCE OFFICER

compliance@mann-hummel.com



Social Charter

Preamble

The increasing globalization of the markets for goods and capital has enabled transnational companies to establish global production and sales networks. These worldwide networks are accompanied by a social responsibility to act in accordance with the basic principles that govern how people live and work together.

The group management and the national and international workers' representatives commit to fulfilling the social and societal responsibility of the MANN+HUMMEL Group as a globally acting company.

On the basis of a corporate governance system based on values, the company will exploit opportunities for business success and the creation of jobs and will keep potential risks to a minimum.

Ultimately, this is important for the international competitiveness of the MANN+HUMMEL Group and will help to safeguard its future and that of its employees.

The group management and the national and international workers' representatives have established the following objectives and implementation principles for the global business activities of the MANN+HUMMEL Group. These will be achieved while taking into consideration the legislation in force in the various countries and locations and while acknowledging the different cultures in those countries.

JOINT
DECLARATION
ON THE PRINCIPLES OF
SOCIAL
RESPONSIBILITY
OF THE MANN+HUMMEL
GROUP



Social Charter

1. Goals

The following fundamental goals and implementation principles are based on the principles of the International Labor Organization (ILO) and take into consideration national laws and, in particular, the ILO conventions 29, 87, 98, 100, 105, 111, 138 and 182.

The MANN+HUMMEL Group respects internationally recognized human rights.

- 1.1 FREEDOM OF CHOICE FOR EMPLOYEES**
- 1.2 NO DISCRIMINATION**
- 1.3 NO CHILD LABOR**
- 1.4 FREEDOM OF ASSOCIATION**
- 1.5 PAYMENT**
- 1.6 WORKING TIME**
- 1.7 OCCUPATIONAL HEALTH SAFETY AND ENVIRONMENTAL PROTECTION**
- 1.8 QUALIFICATIONS**



1.1 FREEDOM OF CHOICE FOR EMPLOYEES

Jobs in the MANN+HUMMEL Group are freely chosen. We are totally opposed to forced and compulsory labor (including debt bondage and involuntary prison labor) in accordance with the definitions in ILO conventions 29 and 105.

1.2 NO DISCRIMINATION

In the MANN+HUMMEL Group, we guarantee equal opportunities and equal treatment regardless of ethnicity, skin color, gender, religion, nationality, sexual orientation, social background or political views, provided that these are based on democratic principles and tolerance of people with different opinions.

Employees are not given preference or put at a disadvantage because of their membership of a company employee organization.

1.3 NO CHILD LABOR

Under the terms of ILO conventions 138 and 182, children's development must not be inhibited, their dignity must be respected, their safety must not be put at risk and their health must not be harmed.

The MANN+HUMMEL Group complies with the general regulations concerning the minimum age of employment.



1.4 FREEDOM OF ASSOCIATION

The MANN+HUMMEL Group recognizes the right of all employees to establish collective employee organizations and to take part in collective bargaining to determine working conditions.

The MANN+HUMMEL Group and the relevant employee organizations work together constructively on the basis of mutual trust. Even in the event of a dispute, their objective is to maintain a stable, long-term relationship.

1.5 PAYMENT

Payment in the MANN+HUMMEL Group is based on the legally guaranteed minimum wage, the minimum standards of the relevant national sectors of industry and the current situation on the labor market, regardless of gender.

1.6 WORKING TIME

The MANN+HUMMEL Group complies with the relevant national regulations and agreements on working hours and on regular paid vacations.

1.7 OCCUPATIONAL HEALTH SAFETY AND ENVIRONMENTAL PROTECTION

Health and safety at work and the protection of the environment are given a high priority in the MANN+HUMMEL Group. The MANN+HUMMEL Group guarantees that standards of safety and health in the workplace comply with national regulations as a minimum.

Health and safety in the workplace and the creation of working conditions that meet people's needs are an important element of our company policy. The company recognizes the right of the national employee organizations to make proposals regarding health and safety and environmental issues.

1.8 QUALIFICATIONS

The MANN+HUMMEL Group finds, hires and promotes its employees on the basis of their qualifications, which are relevant to their function, and their abilities. The company supports the targeted, ongoing, needs-based training of employees in order to achieve high levels of performance and high-quality work.



Social Charter

2. Implementation Principles

The objectives and implementation principles of this joint declaration apply within the MANN+HUMMEL Group throughout the world.

In the same way as the guidelines laid down in the Code of Conduct, they are part of the corporate culture and are an expression of the self-image of the MANN+HUMMEL Group. They form the basis for the internal and external activities of the company and its employees.

2.1 COMMUNICATION

2.2 INVOLVING BUSINESS PARTNERS AND SUPPLIERS

2.3 REGULAR CONSULTATION

2.4 QUESTIONS AND REPORTS

2.5 FINAL PROVISIONS



2.1 COMMUNICATION

The content of this joint declaration is communicated within the MANN+HUMMEL Group in a suitable form in the relevant national language. The local employee organizations are consulted to determine the type of information on the basis of the overall communication strategy of the MANN+HUMMEL Group.

2.2 INVOLVING BUSINESS PARTNERS AND SUPPLIERS

The MANN+HUMMEL Group supports its business partners and suppliers and encourages them to introduce and implement similar principles in their companies and to incorporate them into their company policy. The MANN+HUMMEL Group expects its business partners and suppliers to apply these principles as the basis for mutual relationships and regards them as an appropriate criterion for long-term business relationships.

2.3 REGULAR CONSULTATION

Once a year, a consultation process takes place in the European works council concerning compliance with the objectives and the implementation principles in this joint declaration. The International Metalworkers' Federation and the European Metalworkers' Federation are also involved in this consultation process.

2.4 QUESTIONS AND REPORTS

If you have questions regarding the Social Charter or information about a possible breach of the regulations in this joint declaration, you can speak directly to your manager, your local employee organization or the external ombudsmen appointed by MANN+HUMMEL, who will treat the matter as confidential. Employees who report a possible breach of the law or of this joint declaration in good faith must not be concerned about discrimination.

2.5 FINAL PROVISIONS

This joint declaration comes into effect on the day it is signed. Individual claims or claims by third parties cannot be made on the basis of the declaration.

The only definitive version of the declaration is the German version.

Ludwigsburg, May 27, 2008

On behalf of the MANN+HUMMEL Group

On behalf of the European works council

On behalf of the International Metalworkers' Federation (IMF)



POL-001/ Rev.0. Issue: 09/2017 © MANN+HUMMEL

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