

BUSINESS CONDUCT GUIDELINES



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FOREWORD

We've started a new chapter at Digital Reload. Our Strategy 2020+ will give us greater entrepreneurial freedom and the flexibility that we need to not just respond to disruptive changes, but to proactively shape transformation ourselves. In addition, digitalization is changing our day-to-day work and the way that we collaborate with customers, partners and colleagues. It also enables new business models.

During the current COVID-19 pandemic, we've all experienced directly or indirectly how robust this new way of working with these stakeholders in digital ecosystems already is. To be successful in today's world, we need to adopt a new, forward-looking and open-minded attitude that we like to refer to as a "growth mindset" – a mentality that is characterized by staying curious, being resilient, experimenting and adapting. This approach offers opportunities and potential, but also involves responsibility and risks.

Integrity isn't optional. It's the non-negotiable basis for the actions of every individual employee and every Digital Reload business as well as our partners and customers. Our businesses focus on generating added value and providing solutions for our customers. In the long-term, we can only succeed if the benefits that we generate are supported by the solid foundation of our values and our integrity.

To ensure that we have this foundation, the Business Conduct Guidelines are more than just a collection of guidelines and a reference work. They also set out rules that are binding for all employees, including supervisors and management. Our Compliance department is available to provide competent support as you address the relevant issues. Please don't hesitate to contact the Compliance team if you have any questions or are unsure about any internal rules or legal requirements.

In times of transformation, our company's shared values and integrity form the foundation for our future success. Keeping this in mind, please give the Business Conduct Guidelines the careful attention they deserve – and please put them into practice.

Warmest regards,

Rob Luijbregts

Compliance Officer Digital Reload

MESSAGE FROM THE CEO

"We believe successful Compliance as an ongoing process: Digital Reloads' Compliance Organization and Compliance System have to constantly develop and adapt to changing market conditions and business activities."



Matthias Schneider, CEO Digital Reload

OUR PRINCIPLES

Digital Reload stands for clean and transparent business, all over the world – this is our uncompromising stance. We expect it of ourselves, our employees, our managers, and our Managing Board members; and from our customers, partners, and all other company stakeholders.

The Business Conduct Guidelines represent our frame of reference in this endeavor. All employees, managers, and Managing Board members must know and understand the content of the Business Conduct Guidelines and apply them as they go about their daily business.

Our principles guide our decisions and overall conduct as employees of Digital Reload:

- A. We behave correctly**
- B. We respect each other**
- C. We create trust**
- D. We protect our company**
- E. We look after each other and ourselves**
- F. We act fairly and reliably**
- G. We create trust and protect what makes Digital Reload valuable**
- H. We work with responsible partners**

A. WE BEHAVE CORRECTLY

We comply with the applicable laws of the countries in which we operate and ensure the implementation of all company guidelines, processes, and controls.

What laws must we obey?

We must be aware of and comply with the laws and regulations that apply to our daily work. These laws and regulations may vary from country to country. If we are uncertain or have questions, we contact Compliance.

What are the consequences of violations for our company and for us as employees?

Violations of the law or failure to comply with the Business Conduct Guidelines can have serious consequences for our company and us.

These consequences can be,

For each of us:

- disciplinary action
- fines and damages
- imprisonment

For our company:

- damage to Digital Reloads' reputation, brand, and market value
- significant fines and damages
- disgorgement of profit
- exclusion from public and private contracts

We ask ourselves the following questions when making decisions for Digital Reload:

- Is it right for Digital Reload? Is it in line with Digital Reloads' values and our values?
- Is it legal?
- Could it affect our brand if our decision becomes the subject of media coverage?
- What would the people we care about think of our decision?
- Are we prepared to take responsibility for our decision?

B. WE RESPECT EACH OTHER

We respect the personal dignity, privacy, and rights of each individual. We believe diversity enriches our workplace. We work together without regard to ethnic origin, culture, religion, age, disability, skin color, gender, sexual identity and orientation, or worldview.

We do not tolerate discrimination, sexual or any other form of harassment, or inappropriate behavior toward individuals or groups.

We apply these principles of respect to each other and third-parties with whom we interact, including our suppliers, customers, and business partners.

What does this mean in practice? What behavior is unacceptable? Here are a few examples:

- 1 Racially offensive or xenophobic material is placed on a colleague's desk;
- 2 Innuendo or comments hostile to the disabled;
- 3 Gender-specific harassment or violence, including assaults, unwanted advances, or improper remarks or jokes; or displaying improper images or objects, including those with sexual content.



C. WE CREATE TRUST

We are open and honest. We take our responsibility seriously, we are reliable, and we only make promises we can keep. We are sincere. We help clarify and eliminate potential deficiencies, problems, and misunderstandings. We do everything to fulfill the trust placed in us by our customers and the users of our products, services, and industry solutions.

What do we do when we make a mistake?

We all make mistakes at work. We foster a culture where we learn from our mistakes. We deal openly with them to prevent them from recurring. This is the only way to learn from mistakes and help prevent them from recurring. While most mistakes are minor, others could have serious consequences and should be reported.

What do we do if we observe a violation of the Business Conduct Guidelines?

We do not look away when we recognize possible violations of the Business Conduct Guidelines, even if they do not involve us personally. The company has numerous outlets to report possible violations of the Business Conduct Guidelines. In many cases, timely reporting is important to avoid or minimize negative consequences to the company.

D. WE PROTECT OUR COMPANY

We protect and promote Digital Reloads' reputation and values. They are essential for our business success and ensure the sustainable future of our company. If we act illegally or inappropriately, we can cause considerable damage to the company.

Our managers lead by example and set the appropriate tone from the top.

As managers, we bear a special responsibility and we take seriously our duty of care for the employees entrusted to us.

We create a trusting working environment and are always available to discuss with our employees uncertainties, compliance with legal requirements, questions, or professional and personal concerns with our employees.

We set a good example and ensure our teams understand the importance of acting in accordance with the Business Conduct Guidelines.

We take every indication of possible misconduct seriously and report it to Legal and Compliance. We protect the identity of employees who report potential misconduct and protect them from retaliation or other negative impact.

We fulfill our organizational and supervisory duties.

E. WE LOOK AFTER EACH OTHER AND OURSELVES

Digital Reload protects our fundamental rights as employees, our health, our personal security, and occupational safety at all locations throughout the world and when we are on business travel.

Digital Reload fosters fair cooperation among management, employees, and employee representatives, and protects the fundamental rights of its employees.

No discrimination or intimidation

The principles of equal opportunity and equal treatment are guaranteed without regard to skin color, ethnic or social origin, religion, age, disability, sexual identity, worldview, or gender. In accordance with the labor laws of the countries in which Digital Reload operates, discrimination based on these characteristics, sexual harassment, or other inappropriate behavior toward individuals or groups will not be tolerated.

Free choice of employment

No one should be employed or forced to work against their will. All forms of forced labor are prohibited.

Prohibition of child labor

Child labor is strictly prohibited.

Adequate compensation

Digital Reload pays fair wages for labor and adheres to all applicable wage and compensation laws globally. Digital Reload observes "equal pay" principles and does not discriminate on the basis of gender.

Working hours

Digital Reload adheres to all applicable working-hours regulations globally.

Freedom of association and collective bargaining

Digital Reload recognizes the legal rights of workers to form or join existing trade unions and to engage in collective bargaining. Members of employee organizations or trade unions are neither disadvantaged nor preferred. Digital Reload constructively cooperates with employees, employee representatives, and trade unions.

Even in the event of disputes, Digital Reload strives to ensure sustainable and constructive cooperation in the long term and for solutions that reflect the interests of the company and the interests of its employees.

F. WE ACT FAIRLY AND RELIABLY

Fair competition: we place integrity at the heart of everything we do

We reject all forms of corruption and bribery.

We do not tolerate any form of corruption in our business dealings anywhere in the world. This includes our business dealings through our external partners.

Corruption

Corruption is dishonest or illegal behavior, especially by people in power, typically involving bribery. It can also include other acts, such as fraud, embezzlement, favoritism, and nepotism.

The most common form of corruption is bribery. Digital Reload does not tolerate any form of bribery.

Bribery is the act of offering, promising, or giving money, gifts, or other benefit to a public official or public or private employee with the aim of receiving improper advantages. Bribery is a criminal offense worldwide.

The term "public official" or "member of the public sector" covers any person employed by or commissioned by a public authority. This includes all government officials and employees of non-governmental institutions who are regarded as

Gifts and hospitality – yes, but only to a reasonable extent

In many cultures, gifts and invitations to entertainment events are important for developing and deepening business relationships. However, some gifts and invitations may unreasonably influence the recipient's decision-making or create the appearance of improper influence.

What are facilitation payments?

A facilitation payment is the payment of a relatively small amount of money, or the granting of any other benefit, usually to low-ranking public officials, for their personal benefit or to expedite the performance of a routine governmental action. Facilitation payments are prohibited and can be prosecuted.

Gifts and hospitality must:

- 1 be in accordance with applicable laws and regulations;

Regulations

Our business counterparts, especially government officials, often have their own internal rules that restrict their ability to accept gifts and hospitality. These rules can be very strict and we must be aware of and adhere to them:

- be transparent and correctly recorded in the company's books and records;

- be appropriate in terms of type, value, and frequency to the occasion and the position of the recipient;
- not be offered, provided, demanded, or accepted with the expectation of any type of advantage; and
- never give the appearance of dishonesty or inappropriateness.

Sponsorships, donations, charitable contributions, and memberships – yes, but only to promote corporate goals

Sponsorships, donations, charitable contributions, and memberships are important to our social commitment and the pursuit of our corporate goals.

Political engagement

Continuous dialog with political decision-makers is highly relevant for the success of a global company. We are committed to political neutrality. Digital Reload activities with respect to politicians, parties, and positions will be non-partisan; and solely in support of Digital Reload business goals. We comply with the law and Digital Reload guidelines.

Payment of travel expenses – yes, but only when reasonable and allowable

Digital Reload may be required to pay third-party travel expenses in certain business transactions. However, excessive reimbursement can inappropriately influence the recipient or at least create the appearance of influence.

Outgoing payments – yes, but only if used lawfully

Payments to third-parties are made every day in the course of business at Digital Reload. Processes and tools help us ensure these payments are properly documented and provided for proper purposes.

Involvement of third-parties – yes, but without bribery

There are many legitimate reasons for involving third-parties in business relationships. However, using third-parties to unlawfully or improperly influence public officials or private individuals is prohibited. We therefore scrutinize business partners at the beginning of our business relationships and monitor the relationships as they develop.

Here are some red flags we must critically question and clarify:

- 1 Inconsistencies in records and payments;
- 2 High prices with deep discounts or unduly high profit margins;
- 3 Contractual partners with unclear responsibilities or questionable qualifications;
- 4 Suspicious personal relationships or business arrangements;

- 5 Unusually high fees, commissions, gifts, entertainment, or hospitality;
- 6 The rejection of anti-corruption contract clauses;
- 7 The demand for prepayment without plausible business reasons; and
- 8 Demands for cash payments or transfers to offshore bank accounts or third-parties.

We are successful in fair competition: antitrust law and fair competition

Antitrust law protects free, undistorted, and effective competition for the benefit of customers, companies, and society as a whole. Antitrust violations can have serious consequences for our company and the employees involved, such as high fines, exclusion from public tenders, claims for damages, damage to reputation, and imprisonment.

We never talk to competitors about:

- Prices, price components, or other conditions
- Market, customer, or territory allocation
- Business opportunities or incoming orders
- Capacities, production volumes, or quotas
- Corporate strategies or future market behavior
- Offers and tenders; and Conduct during

What is confidential information that deserves special protection?

Confidential information is information that is not intended to be made public. This may include non-public information from or about Digital Reload, suppliers, customers, employees, agents, consultants, or other third-parties that are protected under legal and contractual requirements.

This can include, for example:• details of a company's organization and facilities, prices, sales, profits, markets, customers, and other business matters;

- offer documents;
- information on manufacturing, research, and development processes;
- technical information; and
- internal reporting figures.

A few examples of what we do not do:

- We never obtain confidential information from third- parties without justification.
- We do not use confidential documents from previous employers or store them on Digital Reload networks.

We comply with trade and export control regulations

As a company with international operations, it is essential for Digital Reload to comply with the export control and customs regulations applicable to national and international trade.

Collective Action: our commitment to clean markets pays off

Digital Reload faces significant compliance risks in numerous markets. Collective Action is our strategic response to this challenge. Together with other companies, the public sector, and civil society, we enter into integrity and compliance pacts with our partners for business cooperation and support binding agreements for individual sectors and markets. Through these joint efforts, we aim to create fair, level, and clean market conditions for all participants.

G. WE CREATE TRUST AND PROTECT WHAT MAKES DIGITAL RELOAD VALUABLE

The Digital Reload brand: a promise of innovation and quality

The Digital Reload brand is an integral part of our business and, therefore, has significant strategic importance. It is one of our major corporate assets and competencies, generates trust, and has a positive effect on all our business activities. With the Digital Reload brand, we distinguish ourselves from the competition.

In addition to the Digital Reload brand, intellectual property rights, patents, copyrights, and confidential know-how, and their protection, are essential for our business success.

What makes the Digital Reload brand so valuable?

The brand...

- provides focus to our stakeholders, such as customers, employees, etc.;
- distinguishes us from the competition; and
- ultimately generates trust.

Why are intellectual property rights so important to Digital Reload?

If our innovations are not protected, third-parties can copy our products, which leads to a loss of competitive advantage. When our innovations are infringed, we lose the value of our investments in research and development.

Conflicts of interest – we only make business decisions in the interest of Digital Reload

We are not influenced by personal interests when making business decisions. Such conflicts of interest can hinder Digital Reloads' success in that decisions are made contrary to Digital Reloads' interest, customers are driven away, or important information is disclosed.

Conflicts of interest may, for example: Harm Digital Reload if contracts are awarded on the basis of personal relationships that contain inferior terms from those of competitors; and lead to reputational damage if they are made public; dissatisfied employees or former customers could communicate conflicts to the outside world.

To protect ourselves and our company, we pay close attention to possible conflicts of interest. The following questions help us assess whether there is a conflict or an appearance of a conflict:

- Is the decision we make for Digital Reload influenced by personal interests?
- What impression would the situation leave on third- parties, such as customers and investors?
- How would the public react to my business decision?

Here is a classic example of an internal conflict of interest:

There is an intimate relationship between an employee and a manager. The manager is obliged to disclose the conflict of interest at an early stage and change the reporting relationship.

Competition with Digital Reload

A conflict of interest may also arise in business relationships with or through investments in a competitor or customer of Digital Reload.

Typical examples of a competitive situation:

- The employee also works for or advises a competitor of Digital Reload.
- The employee himself competes directly with Digital Reload.
- There are personal or family ties to competitors.

Secondary employment

A conflict may also arise in the performance of secondary employments that prevent us from properly performing our duties at Digital Reload.

Secondary employment can only be prohibited, and previously granted permission can be revoked, if it leads to an impairment of the employee's work performance, interferes with his or her duties within the company, or if there is a risk of a conflict of interest. Occasional writing, lecturing, and similar activities, and temporary seasonal or clerical work are not regarded as secondary employment.

Investment in third-party companies

Conflicts of interest can also arise through investments in third-party companies.

Money laundering and the funding of terrorism – not with us!

Delivery and supply activities entail the risk of being abused for money laundering or terrorist financing.

Digital Reload strives to maintain business relationships only with reputable customers, partners, and companies whose business activities comply with legal requirements and whose financial resources are of legitimate origin.

Money laundering is the disguising of the origin of money or other assets from criminal activities and moving them into the legitimate economy. In addition to monetary support, the funding of terrorism may include other assets such as goods, or merchandise.

Financial integrity – this is how we strengthen the trust placed in us

As an international company, Digital Reload is committed to accurate and truthful reporting to investors, employees, customers, business partners, the public, and all government agencies. We follow all applicable laws, regulations, standards, and practices.

Am I responsible for tax matters even if I do not work directly in the Finance or Tax Department?

Yes. We are all responsible for tax matters in the context of our business activities. The correct fiscal representation of a business activity is not only the responsibility of the Finance or Tax Department. All transactions must be reflected correctly for tax purposes. For example, a customer invoice must contain, among other things, accurate information about the content of the service provided and the correct VAT.

I am planning a business transaction with a customer abroad. What do I have to do from a tax perspective?

If you are unsure about the tax consequences of the transaction, contact the Tax Department (Dirk Wurm/Accounting) for advice.

Insider information

Insider information may not be used or disclosed without authorization.

What is insider information?

In our work, we often come into contact with confidential information. If it becomes known, some of this information may even be important enough to have a material effect on the share price of Digital Reload or another company, such as, for example, one of our publicly traded customers or suppliers, one of our publicly traded subsidiaries, or a joint venture partner. This is called "insider information" as long as it has not yet been published. Insider information can also consist of many individual pieces of information that we have gained, for example, from discussions and documents inside and outside the company or received incidentally. Our individual knowledge of the situation always matters.

What is an insider and what are the consequences of being an insider?

An insider is someone who has inside information. This person is subject to strict legal requirements. In almost all countries in which Digital Reload operates, there are severe sanctions for the prohibited use of insider information. Such misuse could have considerable consequences for the company concerned, and result in personal and criminal liability.

How do we know if we are an insider?

We must consider whether information we receive can have a significant impact on our company value such that, if disclosed, it represents insider information. Ultimately, Digital Reload cannot make this decision for us. Furthermore, it is not the formal inclusion in an insider list that is decisive, but whether we are actually aware of insider information. Whether an insider list is opened and who is included in it should be viewed as a separate decision to be made by the company. This also applies to insider information that concerns another company.

How we responsibly protect our corporate assets

Our corporate assets are essential to our business success. For this reason, we ensure that these assets are handled responsibly and fully protected. As employees, we play a decisive role in achieving this goal.

We identify our critical corporate assets and implement protection measures to adequately protect them

In order to adequately protect our corporate assets, we need to know and evaluate them.

We treat company information with due care

Digital Reload attaches great importance to ensuring that sensitive company information cannot fall into the hands of unauthorized persons or third-parties. In this way, we create the trust required for worldwide cooperation with customers and partners.

We handle company equipment and facilities with due care

We treat with care the company equipment and facilities at our disposal for our daily work.

Data protection and privacy – we are aware of our responsibilities

The protection of personal data plays an important role in our digitized world. We handle it carefully and responsibly and respect everyone's privacy. The loss or improper use of personal data can have serious consequences for the individuals concerned. It is therefore very important for Digital Reload to ensure that this data is effectively protected and used only for legitimate purposes. All of us who handle the personal data of employees, customers, or third-parties bear a high level of responsibility.

H. WE WORK WITH RESPONSIBLE PARTNERS

Business relationships with our customers, suppliers, and other business partners are fundamental to Digital Reload. We maintain business relationships only with reputable partners who comply with the law. We protect the interests of our customers through the careful selection of suppliers and other business partners and through the standards we set for our own actions.

The Code of Conduct is based, among other things, on the UN Global Compact and the principles of the International Labor Organization, and it reflects the Digital Reload Business Conduct Guidelines, which apply to the entire company.

The following principles apply to cooperation with our partners:

- We work closely with our suppliers and business partners.
- We partner with our suppliers and help them improve.
- We constantly analyze our current business relationships and react immediately to emerging risks.
- We only work with suppliers who are prepared to eliminate problems or implement risk reduction measures.
- We conduct due diligence reviews, including compliance and anti-money laundering laws.

OUR REPORTING PROCEDURES

Digital Reload expects us to report possible violations of the Business Conduct Guidelines. In so doing, we help to identify and eliminate misconduct and grievances and protect ourselves and the company against risks or damages that may result.

We may report circumstances that indicate a violation of the Business Conduct Guidelines to the following persons or entities:

- Managers
- Compliance Officer
- Human Resources personnel
- "Warn Us" link Confluence / Internet homepage

Information on possible violations of the Business Conduct Guidelines can be provided confidentially and anonymously as needed. Digital Reload will examine all reports and take appropriate measures. Digital Reload does not tolerate any retaliation against complainants or whistleblowers. Violations of this prohibition will be punished as compliance violations.

All allegations of possible violations of the Business Conduct Guidelines are responded to in accordance with formal company-wide processes. These processes take into account the presumption of innocence and the participation rights of employee representatives where required by local policy. Digital Reload will take appropriate disciplinary action in the event of demonstrable violations.

Digital Reload will apply the same principles to allegations of wrongdoing brought by third-parties.

DOCUMENT APPROVAL

This document is approved by:

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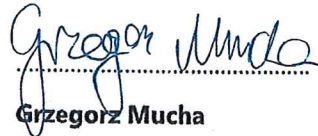
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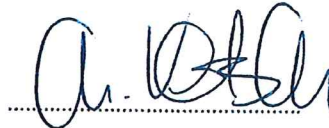
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