

S IMMO AG
Organisational Policy OP 1
Prevention of Bribery, Acceptance of Benefits and
Corruption

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Scope of application

This policy defines the parameters for the prevention of bribery, acceptance of benefits and corruption within S IMMO Group.

This policy applies to all S IMMO Group companies. The policy applies to all employees of these Group companies, regardless of the type of employment relationship. In addition to employees, the term "employees" also includes all executive bodies (Supervisory Board, Management Board, managing directors, authorised signatories) as well as all persons who work for or on behalf of S IMMO Group as freelancers over a longer period of time. It must be ensured that all authorised representatives, agents, consultants and subcontractors acting on behalf of a Group company also undertake to comply with these policies.

Objective

The aim is to create a set of rules that clearly expresses the rejection of bribery and corruption as part of S IMMO Group's corporate culture.

The special responsibility, integrity and reputation of S IMMO Group and its Group companies, as well as the effectiveness of their decisions, must be safeguarded. The avoidance of situations that could lead to conflicts of interest within the meaning of this policy is a priority. Where this is unavoidable for reasons outside the Group, the handling of such situations and incidents should be regulated. For this reason, it must be ensured that the conduct of all employees takes this special responsibility into account.

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Herwig Teufelsdorfer

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1. PRINCIPLES OF THE ANTI-CORRUPTION POLICY

S IMMO Group does not tolerate any form of corruption, bribery or acceptance of benefits. For the company, it is of great importance and a matter of course to conduct business according to standards and in accordance with applicable laws. The company strives to identify and resolve potential irregularities before they lead to problems. S IMMO takes its responsibility very seriously and therefore takes preventive measures, relying above all on the active support of its employees.

This organisational policy provides an overview of what potential violations exist, how they are to be prevented and what sanctions are to be expected in the event of non-compliance.

These instructions apply to S IMMO AG and its subsidiaries.

2. WHAT IS CORRUPTION?

Corruption is usually seen as the exploitation of a position for one's own personal advantage, often to the detriment of third parties. Characteristic is the abuse of a function in a company or state administration. In addition to financial damage, corruption contributes greatly to a loss of trust among customers and suppliers and endangers the competitiveness of the company as well as the business location and thus ultimately jobs.

S IMMO's reputation depends, among other things, on its conduct towards business partners. The company strives to maintain good and correct relationships with business partners, tenants and employees.

Typical fields for corruption are in particular the topics of tendering, awarding, purchasing, distribution and property management.

Principle: Corruption

- can start with small favours.
- damages the reputation of the company and its employees.
- makes one dependent and biased.
- has consequences under service law and can lead to the loss of the job.
- has criminal consequences.

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All employees and managers are responsible for ensuring that there is no room for corruption at S IMMO and are called upon to ensure, through clear conduct towards third parties and by setting a personal example, that even the impression that they can be influenced by accepting personal benefits is excluded. This applies in particular in connection with the awarding or preparation and execution of contracts, the purchase and sale of properties and their letting.

3. SPECIAL RESPONSIBILITY OF MANAGERS

Managers have a special role model function and duty of care for the employees in their area of responsibility. Their behaviour and attention are of great importance for the prevention of corruption. It is their responsibility to practice active, forward-looking personnel management and control. It is also their responsibility to support the compliance management in bringing this policy and its principles to the attention of all employees and to ensure compliance with them.

Increased vigilance is required in areas of responsibility at risk of corruption in order to recognise warning signs at an early stage. Clear rules of responsibility and a transparent organisation with defined task assignments help here. The prevention of corruption depends to a large extent on the manager's daily role model function, his or her own sensitivity and the sensitisation of the employees. Managers must work towards this in particular

4. BEHAVIOURAL GUIDELINES

Both the employment law and criminal law applicable to S IMMO Group employees contain provisions designed to protect employees from the dangers of corruption.

In particular, the following provisions should be highlighted:

- Prohibition of the acceptance of gifts and benefits
- Prohibition of certain secondary employment, non-competition clause, -clause
- Bias
- Official duties of confidentiality
- Other confidentiality obligations
- Ban on bribery
- Use of data with intent to profit or harm

All material gifts, irrespective of whether they are in cash or in kind, are to be excluded or refused, taking into account customary business practice.

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In general, the following should be noted

- If there are any suspicious circumstances that could lead to a potential conflict of interests, these must be reported immediately to the manager / the Management Board. The Management Board decides on the further course of action in each individual case (approval required!).
- In the case of invitations that are outside the scope of normal business practice, the respective superior must be informed in advance of the type, purpose and scope of the event and approval must be obtained (e.g. also if relatives are invited).

5. PROHIBITION OF BRIBERY AND CORRUPTION

S IMMO employees are prohibited from directly or indirectly offering, promising or granting financial or other advantages to business partners, tenants, suppliers, authorities and public officials. In particular, offers, promises, invitations and gifts may not be made if this could create the appearance of influence. The appearance of impropriety and dishonesty must be avoided at all costs. The same applies in the opposite case: S IMMO employees may not offer, promise or accept financial or other benefits, either directly or indirectly. Details on how to assess the appropriateness of a business invitation (e.g. to a business dinner or event) are explained in point 6. In addition, Compliance Management is available to answer any questions.

6. GIFTS, INVITATIONS, BENEFITS OF MONETARY VALUE

Invitations to events, business meals and gifts are common components of business life. When accepting and also granting invitations and gifts, the appropriateness and the potential external effect must be taken into consideration.

Gifts and invitations

In connection with the employment relationship, employees may not demand, be promised or accept any rewards, advantages or benefits for themselves or a third party (**conflict of interest**). Any acceptance of gifts outside the scope of normal business practice is not permitted. The question of whether a gift is still to be considered customary can only be answered in each individual case.

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Gifts may not be made subject to conditions. The acceptance of gifts of money, such as in the form of cash, transfers, loans and the like are prohibited without exception.

In connection with the acceptance of benefits and gifts, special reference is made to the relevant legal provisions concerning **public officials**.

Business meals and business trips

The private acceptance of free or preferentially priced services is prohibited. Generally applicable discount regulations are excluded.

The acceptance of invitations or participation in hospitality on the occasion of official acts, meetings, etc. is permissible if the hospitality is customary and appropriate. In particular, participation in industry-related events of business partners, customers and other market participants (e.g. industry-specific information events, trade fairs, etc.) is permissible.

No contributions by third parties, e.g. for the organisation of departmental or private parties, may be demanded, promised or accepted.

7. DONATIONS, SPONSORING AND ADVERTISING

The risk of bribery is high when spending on sponsorship, donations and advertising. The Management Board alone decides on the giving of gifts and donations if they are given in the name of the company or if, due to the value of the donations or gifts, it could appear that they are given with the aim of obtaining financial or business advantages.

Donations

Donations are voluntary cash payments, monetary benefits or services for which no consideration is provided in return. S IMMO AG takes its social responsibility seriously and has therefore supported cultural and social projects for many years through cash donations and donations in kind. When selecting beneficiary organisations, associations, etc., the seriousness of the beneficiary organisation must be checked in advance. Donations to organisations that have a personal relationship with S IMMO employees are excluded.

Donations to individuals, to private accounts, private foundations as well as to political parties are prohibited.

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Sponsoring

Sponsorship is a form of marketing in which events, organisations or individuals are promoted. (groups) are sponsored. In return, the company receives marketing and advertising services.

S IMMO only sponsors events that are in line with its corporate values (see S IMMO Code of Conduct). Before concluding a contract, it must be verified that the cooperation with the event organiser(s) will not have a negative impact on S IMMO and that there are no conflicts of interest. In addition, it must be ensured that the company receives appropriate consideration in line with the market for the sponsorship provided.

Sponsorship of political events by political parties as well as by public authorities is prohibited.

Advertising

S IMMO finances advertisements (print and online) in various media as part of its marketing activities. These advertisements serve overriding corporate purposes (increasing awareness, positive image, marketing a property or product). Care must always be taken to ensure that the media are selected according to independent criteria, that pricing is in line with the market and that the number of advertisements within a medium does not exceed the usual market level. Advertising in the media of political parties is prohibited, as is the attempt to influence the journalistic activities of a medium through advertisements. If editorial contributions are supported or financed by means of advertisements (so-called advertorials), these must be clearly marked.

8. ECONOMIC PARTICIPATIONS AND SECONDARY ACTIVITIES

All employees and managers must take care to avoid situations in which their personal, family, political or financial interests could conflict with the interests of S IMMO AG. All commercial sideline activities must be reported to the employer in writing prior to commencement and are subject to approval. Approval is also required when joining a profit-making legal entity under private law outside of S IMMO Group as an executive body or as a member of an executive body.

If a conflict of interest with official duties is possible or foreseeable, this activity may not be carried out.

The foregoing shall in any case also apply to personal shareholdings in companies, the exercise of sole proprietorship, as well as participation in founding processes and agreements on cooperations of any kind which could be contrary to the business interests of the company.

9. PREVENTION MEASURES

S IMMO employees play a crucial role in maintaining business integrity and in reporting possible violations of these instructions. Employees are required to report suspicions and identify misconduct. In order for employees to fulfil this responsibility, the company strictly prohibits retaliation against anyone who, in good faith, reports a possible violation of the Code, regardless of who the report involves.

Whistleblowers have the possibility to choose from different forms of reporting.

In the first instance, you can contact your superior. If this is not possible or desired, information can be sent to the Compliance Management - also anonymously.

As of 1 January 2022, employees will also have access to an anonymous whistleblower system in accordance with the EU Whistleblower Directive (EU 2019/1937).

In addition, the dual control principle must be observed in all sensitive areas and functions to prevent corruption. In particular, orders and payments must be countersigned

10. CONDUCT IN THE EVENT OF SUSPECTED CORRUPTION

It is the task of managers to look out for corresponding warning signals. In the event of concrete and comprehensible indications of corruption, the manager must immediately address the employee and inform the compliance management if the suspicion persists. Circumstances may also require the manager himself to take appropriate measures immediately. The extent and scope of the measures required depend on the circumstances of the individual case. Moreover, due to their function as role models, managers must make a significant contribution to avoiding such suspicions as far as possible in advance.

Obligation to report suspicious circumstances

In all questions of principle or doubt, as well as if there is a concrete suspicion of influence through the granting of an advantage or if an attempt at bribery becomes known, the contact person for reporting or clarification is the respective manager and the Compliance Management. This also applies to related matters that go beyond the scope of this policy as well as to anonymous tips. If the suspicion or information relates to the responsible manager, the next higher manager or the responsible Compliance Management must be informed. Every employee is jointly responsible if he/she is aware of corrupt behaviour and does not report it.

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Depending on the situation of the individual case, S IMMO's Compliance Management or S IMMO's Legal Department in particular may be consulted.

As of 1 January 2022, employees will also have access to an anonymous whistleblower system in accordance with the EU Whistleblower Directive (EU 2019/1937).

11. SANCTIONS

Violations of this Corporate Directive on the Prevention of Acceptance of Benefits and Corruption, as well as of relevant criminal law provisions, may have serious consequences for the company. In the event of a violation of this policy - irrespective of any criminal law consequences - measures may also be taken under service or labour law. This includes - depending on the severity of the violation - the possibility of termination of the employment relationship.

12. COMPLIANCE AND CONFIDENTIALITY

S IMMO's Compliance Management is responsible for advising all employees and managers on the acceptance, approval or rejection of gifts. Compliance Management also holds regular training sessions for this purpose.

All reports received by S IMMO's Compliance Management in connection with this topic serve only to ensure a uniform corporate standard. They are subject to strict confidentiality.