



Business Partner Code of Conduct of Stadtwerke München

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Introduction

Our services are an essential base for people’s daily lives and the success of businesses in Munich and the surrounding region. We work on solutions to major challenges of our time and assume responsibility for people, resources and the environment. Responsible behaviour and integrity are key prerequisites for our business success. Compliance, i.e. adherence to statutory regulations as well as internal corporate policies, is critical to conducting our business. We expect our business partners to have this basic understanding.

This SWM¹ Business Partner Code of Conduct (hereinafter called “Code of Conduct”) contains the most important principles for legally correct, responsible and ethical behaviour that the SWM companies require of business partners and is an essential basis of our cooperation as partners.

Dr. Florian Bieberbach Chief Executive Officer; Managing Director for Mobility (interim)	Helge-Uve Braun Director, Technology	Dr. Karin Thelen Director, Regional Energy Transition	Dr. Gabriele Jahn Director, Human Resources, Real Estate and Public Pools
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¹ Stadtwerke München GmbH and its subsidiaries SWM Services GmbH, SWM Infrastruktur GmbH & Co. KG, SWM Infrastruktur Verwaltungs GmbH, SWM Versorgungs GmbH, SWM Kundenservice GmbH and Münchner Verkehrsgesellschaft mbH (MVG).



² Stadtwerke München GmbH and its affiliated companies within the meaning of Sections 15 et seq. of the German Stock Corporation Act (Aktiengesetz, AktG). The state capital of Munich, sole shareholder

1. Scope of application and objective

The SWM companies commit themselves to unqualified compliance with legal requirements and value-oriented corporate governance in all contractual relationships and actions with and towards their business partners.

Business partners within the meaning of this Code of Conduct are individuals or legal entities that supply goods or provide services to or have other business relations with SWM companies without being SWM employees or companies that are part of the SWM Group². For example, they can be suppliers, service providers, cooperation partners, target companies in transactions, consultants, distribution intermediaries and other providers of goods and services.

The SWM companies commit themselves to comply with the principles outlined below and regard them as indispensable for successful business relationships.

WE THEREFORE EXPECT OUR BUSINESS PARTNERS TO

- ▶ carry out their business activities with integrity and responsibility and comply with all applicable laws and regulations, especially those arising from criminal, anti-corruption, data protection, competition, anti-trust, money-laundering and environmental law as well as human rights
- ▶ make suitable arrangements to ensure compliance with the principles laid down in this Code of Conduct and
- ▶ make efforts and seek to ensure that the principles are also complied with by their own business partners, especially third parties used by them for the fulfilment of contracts with the SWM companies.



The principles outlined below are derived from sources which include the Ten Principles of the United Nations' Global Compact, the Core Labour Standards (Conventions) of the International Labour Organization (ILO), the United Nations' Universal Declaration of Human Rights (UDHR), the Act on Corporate Due Diligence Obligations in Supply Chains (Lieferkettensorgfaltspflichtengesetz, LkSG) and the Code of Conduct of the German Association for Supply Chain Management, Procurement and Logistics (Bundesverband Materialwirtschaft, Einkauf und Logistik e.V.).

of Stadtwerke München GmbH, is not considered a business partner of Stadtwerke München GmbH and its affiliated companies within the meaning of Sections 15 et seq. of the German Stock Corporation Act.

2. Principles

Our business partners shall comply with the principles of this Code of Conduct throughout their entire activity in their own business area. They shall work towards ensuring that these principles are also observed at their business partners within the supply chain and eliminate or minimise risks in their supply chain.

2.1. Human rights

Our business partners respect the internationally recognised human rights, in particular those set forth in Guiding Principle 12 of the UN Guiding Principles on Business and Human Rights and the OECD Guidelines for Multinational Enterprises and to which reference is made below. They shall neither violate nor contribute to violations of these human rights. If stricter national regulations exist, they shall take precedence.

2.1.1. Child labour, slavery, serfdom, forced/compulsory labour

Our business partners strictly reject any form of child labour and slavery, serfdom as well as any form of forced or compulsory labour (for example in the form of human trafficking) and comply with the applicable laws prohibiting such practices. They respect the principle of freely chosen employment and do not tolerate any involuntary work and services.



2.1.2. Occupational health and safety

Our business partners comply at least with the laws for a safe and sanitary work environment that apply at the respective place of employment. They take suitable measures to ensure health and safety at the workplace (e.g. by operating an occupational safety management system).

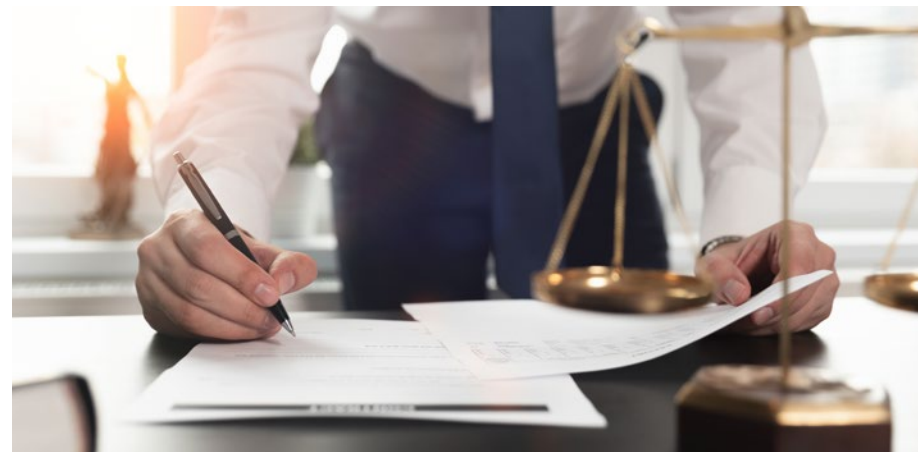
In addition, our business partners ensure that their employees have obtained safety-relevant qualifications and ensure the safety of their products and services to minimise potential accidents and health hazards.

2.1.3. Freedom of association and collective bargaining

Our business partners respect the applicable rights with respect to freedom of association and collective bargaining.

2.1.4. Diversity and equal treatment

Our business partners promote diversity. They do not tolerate any discrimination or unjustified unequal treatment, in particular due to ethnic origin or nationality, social origin, age, gender, religious, political or sexual orientation, both in the recruitment and employment of their staff and comply with the applicable laws prohibiting such practices.



2.1.5. Remuneration, working time and other working conditions

Wages comply at least with the laws on minimum wages applicable at the place of employment. Our business partners promote the payment of equal remuneration for work of equal value. The remuneration and other benefits are to enable employees and their families to have an appropriate standard of living. The applicable laws related to working time and statutory vacation, sickness and termination regulations are observed.

2.1.6. Eviction

Our business partners comply with the applicable laws prohibiting unlawful eviction or unlawful taking in the acquisition, development or other use of land, forests and waters the use of which secures the livelihood of a person.

2.2. Ecological responsibility

2.2.1. Environmental/climate protection and consumption of natural resources

Our business partners adhere to the applicable laws regarding the protection of the environment and climate, keep their environmental impact at a low level and treat resources with care and conserve them. Our business partners' processes, operating facilities and supplies comply with the applicable legal requirements and standards for environmental protection. Our business partners develop their production processes on an ongoing basis, reduce the consumption of natural resources and impairments of natural resources, refrain from causing harmful environmental impacts (harmful soil change, water pollution, air pollution, harmful noise emission or excessive water consumption) and conduct business in an environmentally friendly and sustainable manner.

2.2.2. Waste, mercury and chemicals

The generation of waste and emissions in the context of business activities is kept to a minimum. When exporting and importing hazardous waste our business partners comply with the Basel Convention on the Control of Transboundary Movements of Hazardous Wastes and Their Disposal of 22 March 1989.

The manufacture of mercury-added products, the use of mercury and mercury compounds in manufacturing processes and the treatment of mercury waste contrary to the provisions of the Minamata Convention on Mercury of 10 October 2013 are prohibited.

In addition, our business partners comply with the applicable laws on the handling, collection, storage and disposal in a manner that is environmentally sound as well as the prohibition of the production and use of chemicals (e.g. Stockholm Convention on Persistent Organic Pollutants of 23 May 2001).

2.3. Raw material procurement

Our business partners support all efforts to ensure responsible raw material procurement. In particular, they avoid the procurement and use of raw materials from conflict-affected areas (see Regulation (EU) 2017/821). To ensure this, our business partners check their products/supply chains regarding the use of raw materials from conflict-affected areas and take precautions in line with the statutory provisions.



2.4. Anti-corruption

Our business partners adhere to the applicable anti-corruption laws and take the necessary organisational measures (e.g. employee training workshops) to ensure compliance with these laws. Provided that it is legally permissible, the business partner shall inform the SWM companies of official investigations relating to corruption that have been taken up against the business partner or third parties employed by the business partner to fulfil the contract with the SWM companies and are connected to a business relationship with the SWM companies or could have negative consequences for the SWM companies.



Avoidance of conflicts of interest

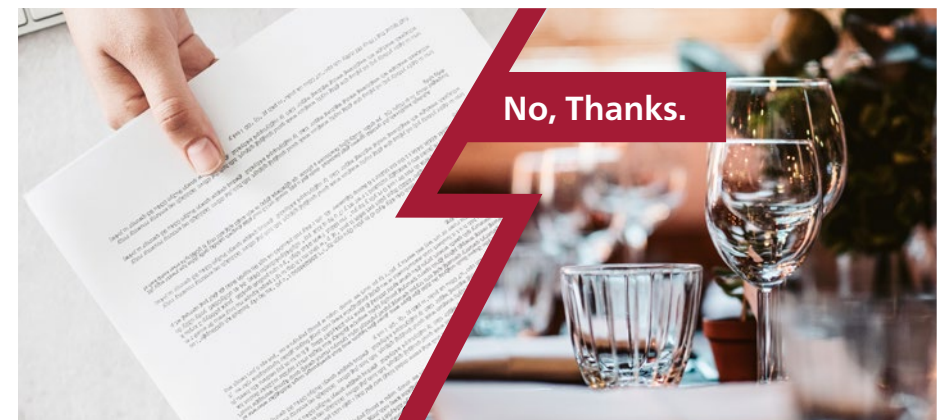
Our business partners take decisions on the basis of factual consideration and do not let themselves be guided by financial or personal interests that might generate corruption risks or create the impression of corruption. The SWM companies require their business partners to disclose any existing conflicts of interest (i.e. any interests on the part of the business partner that are irreconcilable with a business relationship with the SWM companies and may have a negative impact on the SWM companies) prior to entering into a business relationship.

Benefits

In connection with a business relationship with a SWM company, our business partners make sure that SWM employees are not offered, promised or granted any benefits³ with the goal of obtaining an order or any other form of preferential treatment in business transactions or a violation of their duties towards an SWM company by taking or refraining from an action in the procurement of goods and services. Similarly, our business partners do not demand any benefits from employees of SWM companies for these purposes.

These principles also apply in situations in which our business partners cooperate with third parties in connection with their business relationship with an SWM company. In particular, our business partners select any consultants deployed in connection with the business relationship with the SWM companies on the basis of verifiable and reasonable criteria. Remuneration paid to these consultants shall not serve the purpose of impermissibly passing on benefits to business partners, customers or third parties.

Furthermore, the SWM companies expect their business partners not to tolerate any form of unlawful benefits in business transactions with domestic and international office-holders and authorities in connection with a business relationship with the SWM companies. The same applies to the mere offer of such benefits. Unlawful benefits of any kind to political parties, their representatives, mandate holders and candidates for political offices are not tolerated by our business partners either.



³ Benefits are defined as all contributions that have a financial value and enrich the recipient without the latter being entitled to this (e.g. gifts, hospitality, invitations and other advantages of any kind to which the recipient is not entitled).

Donations and sponsorship

Our business partners make donations to third parties only voluntarily and without expectation of a service in return. They do not use the sponsorship of individuals, groups, or organisations for the purpose of unlawfully obtaining economic or other advantages.



2.5. Money laundering and terrorist financing

Our business partners adhere to the applicable laws for the prevention of money laundering and terrorist financing and take the necessary measures to prevent money laundering and terrorist financing in their organisation.



2.6. Export/import controls and sanctions

Our business partners comply with the applicable laws for the import and export of goods, services and information and the applicable embargoes and sanctions.

2.7. Conduct in competition and business ethics

Our business partners' actions are fair, honest and responsible in all aspects of their organisation. They promote an open, fair and competition-oriented business environment.

Our business partners comply with the applicable laws that protect free competition. In addition, they do not enter into any agreements or collude with other companies that aim at or cause prevention, restriction or distortion of competition under the applicable anti-trust regulations. If they have a dominant position in their market, our business partners do not exploit it.



2.8. Data protection and handling of information

Our business partners comply with all applicable laws on the protection of personal data, especially data relating to employees, customers and business partners.

Our business partners shall handle all information appropriately and protect it. Confidential information relating to the SWM companies (any business information relating to the SWM companies, their customers or suppliers that is not publicly known) may be used and disclosed only in the manner authorised by the SWM companies. Our business partners take appropriate measures to maintain the secrecy of confidential information relating to the SWM companies that they obtain in connection with their business relationship with the SWM companies, and protect the intellectual property of the SWM companies. This also applies after termination of the business relationship.

3. Compliance with the Code of Conduct

Our business partners shall ensure that they comply with all principles outlined above. The SWM companies reserve the right to perform a risk-based review of business partners to identify compliance risks (business partner due diligence).

In the event of concrete suspicions of a violation of the principles outlined above in connection with a business relationship with a SWM company, the latter reserves the right to request a fact-finding investigation. Our business partners declare themselves willing to support such fact-finding investigations on the part of the SWM companies by providing information while adhering to the applicable data protection legislation and any non-disclosure agreements they may have established with third parties.

In the event of non-compliance with the principles outlined above, the SWM companies reserve the right to review the business relationship. In this process, the SWM companies adhere to the principle of proportionality and duly examine the consequences that are appropriate, suitable and required in each individual case. Depending on the severity of the violation, this may lead to immediate termination of the business relationship or enforcement of claims for damages.

4. Reports to SWM companies

To protect the SWM companies, their employees and business partners, it is important to detect misconduct early on. Our business partners have the possibility to report potential violations of this Code of Conduct through the existing SWM whistleblower system. For example, reports on risks relating to human rights and/or the environment as well as possible violations of obligations relating to human rights or the environment can be submitted.

Neither the SWM companies nor our business partners tolerate discrimination against whistleblowers who submit a report to the SWM companies in good faith.

5. No third-party rights

This Code of Conduct does not confer any rights to third parties. Employees of our business partners and other third parties have neither their own rights against SWM companies arising from this Code of Conduct nor the right to request enforcement of provisions under this Code of Conduct from the SWM companies.

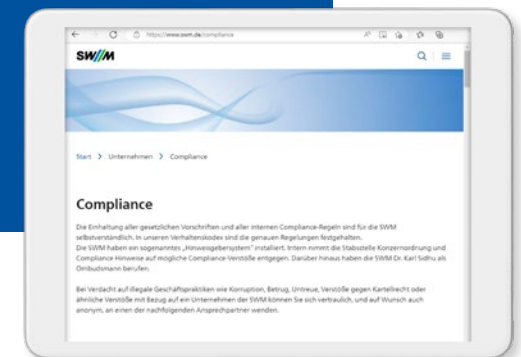
6. Precedence of individual agreements

Any individual agreements that deviate from the principles outlined above and have been concluded with business partners in writing shall take precedence.



Contacts

Information on contacts for compliance issues or this Code of Conduct is available at www.swm.de/english/company.





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#pulsderstadt

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