

Code of Conduct

Compliance at InnovationLab GmbH

August 2017



Code of Conduct

Compliance at InnovationLab GmbH
(further iL)



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About the Code of Conduct¹

This Code of Conduct is binding for all employees of the iL. While it is not intended to describe every law and internal policy that may apply to you, it defines basic, globally applicable standards of conduct and what is expected from you. Please make sure that you understand the standards of the Code of Conduct as well as the respective local laws and corporate guidelines, and always abide by them and attend all mandatory and necessary training sessions. Managers are responsible for supporting their employees in this endeavor.

Violations of the law by just one employee can seriously harm our company's reputation and inflict considerable damage, including financial damage. Our company does not tolerate these violations and will not protect those responsible for sanctions imposed by the authorities. Violation of laws, international standards and internal rules may result in disciplinary action, including termination of employment, and may be subject to civil or criminal action.

In almost all cases, breaches of the law can be avoided by timely advice. If you have doubts about the legal or ethical implications of your own conduct or questions about what is required, you are requested to seek advice or assistance from your manager, the relevant department (e.g. human resources, legal or finance department) or the Compliance Officer. You must also report any suspected or actual violation of law or company policy. In such cases, you may also use the Compliance Hotline.

The contact details for your respective Compliance Hotline can be found on the iL Partnernet under compliance.InnovationLab.net/hotline.

You will find more details regarding iL's Compliance Code on the iL Partnernet under compliance.InnovationLab.net.

Messages can also be left anonymously. These cases will be thoroughly investigated and handled as confidentially as possible. iL strictly prohibits retaliation against any person who uses the Compliance Hotline in good faith.

The DFG code "Good Scientific Practice, Equal Opportunities, Diversity" is executed.

¹ Mit Genehmigung der BASF SE weitgehend angelehnt an den Code of Conduct der BASF SE.

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Human Rights, Labor, and Social Standards

iL seeks to ensure that the conduct of all iL employees is consistent with internationally agreed-upon standards of human rights as well as core labor and social standards. These standards include the Universal Declaration of Human Rights, the OECD Guidelines for Multinational Enterprises and the International Labor Organisation (ILO) Tripartite Declaration of Principles Concerning Multinational Enterprises and Social Policy.

iL is particularly committed to the abolition of all forms of child and forced labor, the principle of non-discrimination, the recognition of the freedom to associate, collective bargaining and social partnership, fair compensation and benefits based on local market conditions, entitlement to adequate working hours and paid leave as well as maintaining proportionality in disciplinary measures and security.

iL is firmly committed to equal employment opportunities and to compliance with all applicable laws that particularly prohibit employment discrimination on the basis of age, race, color, sex, sexual orientation, gender identity or expression, national origin, religion or disability. This policy applies to all employment decisions, including recruiting, hiring, training, job rotations, promotions, pay practices, benefits, disciplinary actions and terminations. iL also strictly prohibits sexual harassment and other workplace harassment. iL promotes a diverse and inclusive workplace where all employees must treat each other with respect and dignity.



Protection of Environment, Health, and Safety

At iL, we drive sustainable solutions and take on economic, ecological and social responsibility. We never compromise on safety. Economic considerations do not take priority over safety, health and environmental protection.

Compliance with all legislation to protect humans and the environment is one of our basic tenets. This applies to our products as well as to our processes.

You are required to deal responsibly with natural resources and to protect the environment in your area of work. Likewise, the health and safety of all humans is of utmost importance to iL. According to the principle of Responsible Care, we act responsibly to protect and preserve our employees', neighbors' and business partners' health. Each employee is responsible for working safely at all times and must comply with all applicable environmental and occupational health and safety laws and regulations, as well as with the corresponding corporate policies and rules. All managers have the duty to instruct, supervise and support their team in living up to this responsibility. In areas where no express regulations or corporate policies and rules exist for environmental protection and occupational health and safety, you must make your own decisions based on common sense, in consultation with your manager where necessary.

Air, water and land may be used for industrial purposes only within the framework of approvals granted by the relevant authorities. The same applies when erecting and operating or modifying and extending production plants. Every unauthorized release of substances must be avoided.

Waste must be disposed of in accordance with legal requirements. If the services of third parties are used for this purpose, it must be ensured that they, too, comply with environmental regulations and our corporate standards.

iL often goes beyond the minimum requirements of existing laws and constantly strives to improve procedures and processes to further minimize our environmental impact and prevent health risks. However, if incidents or plant malfunctions nevertheless occur, the relevant corporate units must be immediately and comprehensively informed. The goal is to initiate the appropriate emergency response and damage repair measures as promptly and as precisely as possible. Furthermore, these units must immediately

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communicate with governmental authorities and provide the information required by law. Where necessary, the units responsible for environmental protection must also exercise their duty to warn and inform the neighborhood.

Employees who report such incidents in good faith need not fear any retaliation. On the contrary, omitted, delayed or incomplete reports are not in the company's interest.



Corruption

All our business partners, in particular our suppliers, customers, joint venture partners, contractors and distributors, must be dealt with fairly. iL expects the same from its business partners. Our relations with all business partners shall be based solely on objective criteria, in particular quality, reliability, competitive prices, as well as compliance with environmental, social and corporate governance standards. Anti-bribery laws in most countries of the world prohibit bribes to domestic and foreign governmental officials and employees and representatives of domestic and foreign companies in the private sector.

iL is strictly committed to fighting any kind of corruption. Therefore, iL prohibits its employees, agents, and other third parties acting on iL's behalf from engaging in any form of bribery. While dealing with business partners or government officials, they must never demand or accept anything of value (e.g. cash, gifts, entertainment or any other personal benefits) which could be construed as an attempt to influence or induce business decisions. Likewise, employees of other companies or government officials must never be promised or granted any personal benefits with the intent to obtain or retain business or to gain any improper advantage for iL.

We require all employees to inform their manager if a business partner or governmental official offers or demands any personal benefits.

Furthermore, "facilitation" or "grease" payments (i.e., small cash or non-cash benefits to office holders to facilitate administrative procedures or official acts, e.g., customs clearances, to which the company or the individual is entitled) are not allowed. If, however, the refusal to make facilitation payments would put your personal safety at risk, you may make such a payment but must inform your manager thereafter.



Gifts and Entertainment

Gifts and invitations in business are generally handled much more restrictively today than some years ago. We explicitly welcome and support this development.

Consequently, gifts, business meals or entertainment are to be given or accepted only if intended or understood as simple business courtesies which are consistent with customary business practices and which from the outset rule out any influence on a business decision or an official decree. This also applies to gifts, meals or entertainment given or accepted in the course of professional business events or conferences.

If inappropriate gifts cannot be tactfully refused, they should be accepted. In that case, the manager must be informed thereof and shall decide on the further treatment (e.g., a donation to charity).

Offering, granting, demanding or accepting cash or cash equivalents is never appropriate.

In most countries, gifts and invitations of a certain value are considered taxable benefits. You must make sure that the applicable tax law is strictly adhered to. If in doubt, you are required to consult your manager or the tax department.

Specific gift policies – in due consideration of the principles above – may exist in your country or unit (e.g., procurement). In case of doubt, you are requested to consult the Chief Compliance Officer.

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Conflicts of Interest

You are expected to act in the best interests of our company and to safeguard its reputation by avoiding conflicts of interest. Personal relationships or interests must not affect business activities. This means that you must not create or maintain personal interests, which may pose, or appear to pose, a conflict with the interests of iL or which might influence, or appear to influence, your judgment in the performance of your duties.

You should, for example, avoid any investment, interest, association, or activity that may cause others to doubt your fairness, integrity or ability to perform your duties objectively.

Each employee must inform his manager of any existing or potential conflict of interest and seek a solution together with the manager to avoid, or at least minimize, the conflict of interest.



Information Protection and Insider Trading Laws

Any non-public information about iL that, if disclosed, would be detrimental to the company, or would give someone an unfair business or personal advantage, is confidential property of the company. Inventions, patents and expertise are particularly important for the long-term success of iL. You must always keep confidential information secret and protected against unauthorized access by third parties. You must also not exploit your knowledge of such information for your personal gain or the benefit of a third party. This also applies to confidential information disclosed to you by third parties.

You must comply with applicable policies and guidelines, e.g., the minimum requirements of information protection and the guidelines on the use of intranet, internet as well as external social media. If you are unsure what constitutes proprietary information, you should consult your manager, the competent information protection officer or the legal department.

As an employee, you may have access to material, non-public information about iL or the affairs of a third party which, if disclosed, could impact the value of publicly-traded securities, in particular the iL share. Insider trading laws prohibit making personal use of such information and/or disclosing it to third parties, including friends or family. Examples include information relating to the intended sale of substantial parts of the company, the acquisition or merger of businesses, undisclosed data on profits or particularly promising research results.

Individual criminal and civil liability may result from the violation of applicable insider trading laws.

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Protection of Data Privacy

iL is committed to respecting the privacy and integrity of its employees and its business partners. We adhere to strict standards when processing our employees' personal information and our business partners' data. All personal data collected and held by iL will be processed fairly, transparently, carefully and in compliance with the locally applicable data privacy laws.

Access to personnel records is restricted to iL employees and agents who have appropriate authorization and a business need for that information. Confidential employee information shall not be disclosed to anyone outside the company without proper authorization or unless required by law.

In case of any doubt, you must consult the Chief Compliance Officer.



Imports and Exports

Various national and international trade laws restrict or prohibit the import and export of products or services that iL sells. These restrictions are based not only on the nature of the product, but also on the country of origin or destination and, sometimes, even on the identity of the customer (embargo). Similar restrictions may apply to the export of technology and software. Country-specific embargoes are in place for certain countries.

No person or company subject to the jurisdiction imposing an embargo may participate or assist in the import or export of goods or services from or to a country, its citizens or residents subject to an embargo.

In addition, the provisions of the Chemical Weapons Convention and the laws and international conventions regulating trafficking and dealing in narcotics, psychotropic substances or addictive substances are particularly important to our company. Therefore, none of our employees must buy, produce or sell chemicals or other substances if this violates these regulations. Without an express permit from the relevant authorities and the voluntary declaration of final destination required by iL for certain products, no substance or technology subject to legal control or voluntary self-monitoring by iL may be exported or sold. Where required by law, products must be kept under lock and key.



Protection of Company Property and Property of Business Partners

You are required to handle company property in a responsible manner and to protect iL assets against loss, damage, theft, abuse and unauthorized use. Company property also includes intangible assets such as proprietary knowledge, intellectual property rights and copyrighted material.

Company computers and other equipment are furnished for work, not for personal use. Accordingly, you should only load software onto them that has been properly licensed.

Without the express consent of the relevant unit, company property may not be used for private purposes or removed from the company's premises.

All employees must comply with the relevant corporate policies covering the protection of company property.



Money Laundering

Money laundering means the introduction of assets (not only cash) originating from criminal offences into the regular financial and economic cycle. Money laundering is a criminal offence in the Member States of the E.U., the United States, China and various other countries.

No employee, either alone or in collaboration with third parties, may take measures that violate applicable regulations on money laundering.

Where questionable financial transactions involving transfers of cash or cash equivalents are requested, prior review by and approval from your treasurer is required.

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Amendments to the Code of Conduct

The Code of Conduct will be periodically reviewed by iL's Chief Compliance Officer to determine whether revisions are necessary in the light of changes in the law, and to ensure that our employees meet the high ethical and legal standards we expect. iL's Managing Directors will be responsible for approving any revisions to the Code of Conduct.

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