

Anti-Corruption & Bribery Policy

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1. Aim

AUTO1 Group is committed to conducting business fairly, honestly, and with integrity, recognizing that its success is based not only on economic factors, but also on upholding ethical standards and public perception. Our Code of Conduct states that we do not accept Corruption nor Bribery in our business practices. This policy builds on this principle, offers you a guideline on how to act in such situations, and forms the basis on which we maintain compliance with our values and all applicable laws.

2. Scope

This policy applies to all companies of AUTO1 Group SE (hereinafter AUTO1). No AUTO1 companies are entitled to adopt policies that deviate from this central Anti-Corruption & Bribery Policy, and as such, it applies to all AUTO1 employees, freelancers, and/or any individual which acts on behalf of AUTO1. Furthermore, while it incorporates internationally accepted principles against Corruption & Bribery and reflects the applicable legislation, it does not replace the applicable law which shall always take precedence in case this policy conflicts with it.

3. Definitions and Governing Principles

3.1 Definitions

Bribery: describes the offering, giving, receiving, or soliciting of any item of value to influence the actions of a business partner, official, or other person in charge of a public or legal duty.

Items of value may refer to money, gifts, loans, fees, hospitality, services, discounts, the award of a contract, or anything else which can be considered valuable.

Corruption: refers to the dishonest or fraudulent conduct by a person holding a position of power in order to gain undue advantage. Bribery is considered a form of corruption. Both Bribery as well as Corruption are prohibited at AUTO1 and are against the laws of the jurisdictions in which AUTO1 is active.

Public Officials: are people, who may be domestic or foreign, as well as elected or appointed, who hold a legislative, administrative, or judicial position of any kind, i.e. they are people who hold positions of authority. Examples of Public Officials are civil servants, government members and officials, policemen, etc. For the purpose of this policy, the definition of Public Officials also extends to other holders of public offices such as those working for public international organizations or public institutions as well as for any state-owned company.

Conflict of Interest: is a situation in which your private interests may clash with those of AUTO1. This could be the case, for example, if you are an account manager in the sales department and a close friend or family member is a partner merchant for who's account you are responsible for. In this case, the interests of AUTO1 and your personal interests could be in conflict and this could lead to the prevalence of your own interests over the companies.

Facilitation Payments: are payments made to Public Officials in order to expedite a government action or service.

3.2 Governing Principles

AUTO1 prohibits Bribery and Corruption in all its forms. In practice, this means that you are not allowed to:

- Give, promise to give, or offer anything of value, including gifts or invitations, if the purpose or expectation of your behavior is to unduly influence the recipient to take or omit taking action with the result of a business advantage;
- Give, promise to give, or offer anything of value, including gifts and invitations, to a government official, agent, or representative in order to improperly facilitate a routine procedure, regardless of the specific value;
- Accept anything of value, including gifts and invitations, from a third party that you know, or suspect has

the intention of unduly influencing you with regards to a business advantage which would be provided by you or AUTO1;

Threaten or retaliate against another employee, in any way, who has refused to commit an act of Bribery or Corruption.

3.3 Examples

The following are practical examples of the prohibited behaviors outlined above:

Offering a Bribe:

You offer a potential client tickets to a concert with the condition that they agree to a large purchase from our company. This would be considered a breach of compliance and a criminal act by both you as well as the client.

Receiving a Bribe:

One of our clients offers your son an internship with the condition that AUTO1 extends certain discounts to them. This would also be considered a breach of compliance and a criminal act by both you as well as the client.

Bribing a Public Official:

You offer a local politician and his wife a weekend spa retreat with the condition that AUTO1 receives access to a government building as a location for its new headquarters. This would be considered a breach of compliance and a criminal act by both you as well as the Public Official.

3.4 Consequences of Non-Compliance

For you:

All jurisdictions in which AUTO1 is active prohibit Bribery & Corruption, i.e. offering, promising, giving, requesting, or accepting a bribe is a criminal offence. This means that you may be held criminally liable for acts of Bribery and Corruption. In parallel, you may also face disciplinary action such as dismissal for gross misconduct.

For AUTO1:

For AUTO1, breaches of this policy may lead to severe fines as well as unmeasurable reputational damage.

To ensure compliance, you must consult AUTO1's compliance manager, or the legal department, if you have any doubts regarding the appropriateness of your behavior.

4. Gifts & Invitations

As an AUTO1 employee you are expected to show good judgement and integrity in your behavior, and you must adhere to the law as well as our internal policies at all times. As a result, you must follow our Gifts & Invitations Policy, which is published on the compliance portal, when considering the appropriateness of your gifts and hospitality.

Indeed, while this policy does not prohibit reasonable Gifts & Invitations, it is important to remember that they may raise the appearance of undue influence and are often subject to varying local customs. For example, in certain countries even Gifts of seemingly insignificant value may be perceived as Bribery attempts and indicators of Corruption. You must therefore inform yourself adequately with regards to the appropriateness of your actions as it is your personal responsibility to comply with this policy and its underlying laws.

When in doubt, please refer to AUTO1's Gifts & Invitations Policy and consult our compliance manager or the legal department for further guidance.

5. Facilitation Payments

While Facilitation Payments are usually low and apply to a process which is legal, such as for example a license application, they are a recognized form of Corruption and are illegal in all the jurisdictions in which AUTO1 does business. Such payments are prohibited under all circumstances regardless of the amount involved. As a result, you shall not engage, nor retain the services of another individual to engage, in Facilitation Payments.

This rule also applies to the third parties engaged by AUTO1, such as those who offer registration services or any other services which require contact with public authorities.

6. Bribing Public Officials

You are not allowed to give, offer or promise any financial advantage, including Gifts and Invitations, to a Public Official, or anyone else at the direction of the Public Official, with the intention of creating undue influence. It is irrelevant whether the undue influence actually transpires, i.e. the Public Official does not have to respond to the offering, nor does the behavior expected have to occur for it to be sanctionable.

7. Political Contributions and Donations to Charity

As set out in our Code of Conduct, no contributions to political parties or politicians are made on behalf of AUTO1. Donations to charity are possible under certain circumstances, such as when AUTO1, or an AUTO1 employee, receives an expensive Gift which, due to its nature, can't be returned. If deemed appropriate, donating the Gift may be used as an alternative in such instances. Nevertheless, this process shall always be approved and supervised by senior management, the legal department, or the compliance manager.

8. Dealing with Third Parties

AUTO1 is obligated to choose the third parties it deals with carefully, as any third party, and particularly parties acting in the name of our company, may transmit liability for their actions to us. For example, if an agent acting in our name commits an act of Bribery this would create a breach of compliance for both the individual and us. It is therefore paramount for AUTO1 to perform due diligence on all its potential business partners during the pre-contractual phase of the business relationship. In other words, when establishing a business relationship, it is your obligation to ensure that we are dealing with a reputable counterpart. Indeed, it is only through adequate background checks that we can ensure that we conduct business the safest way possible and in compliance with our policies and all applicable laws. As an AUTO1 employee, and particularly if you are involved in client onboarding and collaborations with third parties, you must inform yourself with regard to the applicable “know-your-customer” procedures and adhere to our companies’ policies at all times.

AUTO1 shall not enter into business relationships with third parties who engage in Bribery or any type of Corruption and all our business partners must be informed of our stance against such practices. Business partners in high risk countries shall be treated with particular care as they pose a heightened risk to our organization. For the purpose of this policy, high risk countries are those which have a score of less than 60 on Transparency International’s Corruption Perceptions Index. You can consult the Index at: <https://www.transparency.org/en/cpi>.

9. Conflicts of Interest

While Conflicts of Interest are not prohibited per se, any such situation must be brought to the attention of your supervisor who must inform the legal and compliance department immediately. The acceptance of a Conflict of Interest shall be decided by the legal / compliance functions on a case-by-case basis.

According to the principle of independence, once AUTO1 is made aware and accepts a determined Conflict of Interest, the employee concerned must avoid situations in which the conflict can influence business decisions. Following the above example, any account with which you have a potential Conflict of Interest must therefore be assigned to another account manager.

10. Red Flags

The following is a non-exhaustive list of indicators and situations which should prompt you to use the reporting channels, or notify the compliance manager, immediately:

- A potential business partner is known to engage in corrupt practices such as bribing public officials.
- You become aware that a third party engages in inappropriate business practices.
- A potential business partner expects to receive a fee before closing a deal with AUTO1.
- A potential business partner expects payments to a different location or to a different person to the one where they are registered.
- A third party expects gifts or entertainment of a lavish nature before closing a deal.
- A potential business partner requests favors, such as jobs for friends or relatives, in exchange for business for AUTO1.
- A business partner offers you cash payments, or gifts / invitations, in exchange for preferential treatment, for example regarding a refund.

11. How to Raise a Concern

AUTO1 encourages you to step forward should you become aware of Corruption or Bribery, become a victim of such practices, or notice any other inappropriate business behavior. To enable your reports, AUTO1 has the following confidential reporting channels:

Whistleblower Channel:

The channel compliance@auto1.com, which is administered by our compliance manager, is a safe and confidential way to report any suspected breach of compliance or raise any queries.

External Ombudsperson:

For anonymous reports, AUTO1 has retained the services of an external Ombudsperson with the following personal details:

Dr. Margarete Gräfin von Galen
- Criminal Law Attorney -
Galen Rechtsanwälte
Mommsenstrasse 45
10629 Berlin, Germany

eMail: galen@galen.de
Phone: +49 (0) 30 310 182 0
Fax: +49 (0) 30 310 182 20

Our commitment to you is that reports made through either one of these channels shall be treated confidentially, taken seriously, and will be adequately investigated.

12. Enforcement, Monitoring, and Review

As set out in our Code of Conduct, maintaining a healthy business practice free of Corruption and Bribery is fundamental to AUTO1. The enforcement of this policy is therefore taken seriously and failure to follow the law as well as the rules laid out in this policy shall lead to disciplinary action, potential dismissal, and eventual criminal charges.

In parallel, this policy will be reviewed regularly by AUTO1's compliance manager. Furthermore, AUTO1 will regularly monitor its processes, taking into account any gaps or reports, in order to determine whether this policy is being adhered to. This process will serve to continuously improve AUTO1's internal systems and controls and maintain compliance without the gap. Should it be deemed necessary, external auditors may be retained to assist with control measures.