



AMEROPA
CODE OF CONDUCT

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+ MESSAGE FROM MANAGEMENT

Integrity is a long-standing and fundamental tenet of Ameropa's culture. This Code of Conduct sets out the guiding principles for ethical business conduct, which all Ameropa employees must follow. By acting with integrity, we will uphold our values, maintain the trust of our business partners, protect Ameropa's strong reputation, and build a better future for our company and its stakeholders.



Andreas Zivy

Chairman of the Holding Board



Josh Zacharias

Ameropa Group CEO

+ INTRODUCTION

As a company, Ameropa is committed to integrity and fosters a culture of compliance with laws and ethical business conduct. We insist that our conduct be not only lawful but also respectful of Ameropa’s stakeholders, including fellow employees, corporate assets, the community, and the environment. Our company values spell C.A.R.E. - Connections, Agility, Reliability, and Expertise - and our integrity is rooted in the fact that we care so deeply about all that we do.



This Code of Conduct (“the Code”) sets out the concrete principles that apply across the Ameropa group companies to all employees, directors, and officers, as well as, where applicable, third parties (referred to collectively as “employee” or “employees”) in their duties and dealings with other employees, business partners, and stakeholders, regardless of location or role. This Code is also the foundation for all Ameropa corporate policies, such as the Employee Regulations and Ameropa Sanctions Compliance Policy (collectively referred to as “Ameropa Corporate Policies”), with which employees must comply.

The remainder of this Code is divided into the following Sections:

- + We Care About Our People
- + We Care About Business Integrity
- + We Care About Our Planet and Communities
- + We Care About Ameropa
- + Accountability & Reporting

+ WE CARE ABOUT OUR PEOPLE

HEALTH AND SAFETY

Ameropa considers employee health and safety as an essential business priority. In areas of elevated risk, Ameropa's business units have adopted health and safety policies specific to their individual business and work environments to ensure safety and provide employees with the information and training necessary to minimize their individual risk.

EQUALITY AND DIVERSITY

To provide equal opportunities in employment and advancement to all aspiring and current employees, Ameropa bases its employment decisions based on merit, abilities and qualifications. We support diversity and inclusion in our workforce. We do not discriminate against employees or applicants on the basis of age, gender, gender identity, race, color, religion, national or ethnic origin, handicap, sexual orientation, marital status or family responsibility.

WORKPLACE HARASSMENT AND BULLYING

Ameropa is proud of its professional and harmonious working environment and does not tolerate any form of harassment or intimidation in the workplace. Ameropa requires all employees to treat one another with respect and professionalism and ensure their behavior is appropriate for a work environment. Harassment and bullying – including behavior that is creates an intimidating, offensive or hostile work environment, or unreasonably interferes with a person's work performance— is not tolerated.

PERSONAL INFORMATION AND PRIVACY

Ameropa respects the privacy of its employees and business partners and will only collect, use, disclose and retain personal information that is necessary to meet business requirements and only as permitted by the laws of the countries in which we operate. Employees and third parties working on behalf of Ameropa with access to such information must comply with applicable laws and policies that impose confidentiality and other protections on such information.

If you have any questions or concerns about the above topics, please contact your local HR team.

+ WE CARE ABOUT BUSINESS INTEGRITY

COMPLIANCE WITH LAWS AND CONTRACTS

Ameropa complies with all applicable laws in all areas of its business and operations. It has policies, procedures, programs, and training in place to meet its regulatory requirements. In addition, Ameropa honors its contractual obligations. We take pride in our reputation as a reliable and trusted business partner, standing behind our commitments for over 70 years.

SANCTIONS LAWS

Ameropa complies with all applicable economic sanction and export control laws. Sanctions are legal restrictions imposed against targeted countries, entities, and persons by other governments or international organizations. Restricted activities may include transfers of assets, monetary payments, provision of services, financial dealings, physical sales and purchases, and exports and imports to restricted countries, entities, and persons. Failure to comply with such laws can have severe consequences, including civil and criminal penalties and negative financial and reputational consequences for Ameropa and its employees.

To ensure compliance with sanctions, each Ameropa employee must understand and comply with the Ameropa Sanctions Compliance Policy and related procedures for screening business partners and transactions.

Sanctions laws change frequently and often without advance notice. If you have a question or doubt about whether conduct is compliant with sanctions, contact the Legal & Compliance team.

BRIBERY AND CORRUPTION

Ameropa does not offer, promise, or provide any illegal payments or other advantage with the intention to obtain business or to improperly influence the decisions of our business partners. In case of bribery or corruption violations, serious civil and criminal penalties can be imposed on both Ameropa and the employee responsible.

In order to avoid bribery and corruption, employees must ensure that payments to third parties are accurately recorded and provided only for legitimate business purposes. Also, any provision or receipt of gifts or donations to or from individuals must be done only in compliance with Ameropa's Gifts and Entertainment policy.

Interactions with government officials, including through intermediaries (agents, consultants, brokers), give rise to particular risks and special care must be taken by employees to ensure that Ameropa is not involved in any form of bribery or corruption.

MONEY LAUNDERING AND TAX EVASION

Ameropa complies with all laws prohibiting money laundering or financing for illegal or illegitimate purposes. We avoid entering into transactions whose purpose is to evade taxes or which involve funds generated through criminal activities such as fraud, tax evasion, terrorism or drug-dealing.

COMPETING FAIRLY

Many countries in which Ameropa operates have laws forbidding anticompetitive business activities, sometimes with severe fines and criminal penalties attached. Ameropa adheres to all applicable competition/antitrust laws.

To avoid breaching competition laws, Ameropa avoids express or implicit anticompetitive agreements with business competitors, including but not limited to: fixing prices or the profit margins; setting production levels; allocating markets or customers; or engaging in collusive bidding for tenders.

In markets where Ameropa holds a very strong position (e.g., >35-40% market share), additional precautions must be taken to ensure that our conduct is not “abusive”, including with respect to customer selection, pricing, allocation of supply, exclusivity arrangements, and linking the sales of multiple products.

If you find yourself in a discussion with a competitor that becomes potentially anti-competitive, you must immediately disengage from the discussion and state your reason for not participating.

CHOOSING BUSINESS PARTNERS AND SUPPLIERS

Given our commitment to integrity, we seek to do business with partners who share our commitment to ethical business practices. By implementing our KYC Policy and Procedures, we base the selection of our customers, suppliers and other business partners on, among other reasons, their commitment to principles consistent with this Code of Conduct.

AVOIDING MARKET ABUSE

Ameropa is committed to the integrity of financial markets. Ameropa employees must comply with all laws & regulations prohibiting Market Abuse, which encompasses unlawful behaviour in the financial markets, including the market for derivatives. Derivatives include, among others, FX and interest rate swaps and options, as well as commodity derivatives, such as exchange-traded futures, emissions allowances, and Over-the-Counter (OTC) derivatives. As detailed in Ameropa’s Prevention of Market Abuse Policy, prohibited activities include insider dealing, unlawful disclosure of confidential information, and market manipulation.

+ WE CARE ABOUT OUR PLANET AND COMMUNITIES

ENVIRONMENTAL SUSTAINABILITY

We are committed to environmental responsibility and comply with relevant legal and regulatory requirements. We value the importance of protecting the environment and adopting sustainable practices and we integrate environmental factors into our business decisions.

PRODUCT SAFETY

The safety of our customers and end users is of paramount importance to Ameropa. Working with our supply chain partners, we are committed to ensuring that the products we sell meet all regulatory requirements related to safety.

HUMAN RIGHTS AND DEVELOPMENT

Ameropa is committed to upholding and promoting human rights and development through the activities of our Group and seeks to ensure that its business partners do so as well. We voluntarily adhere to the principles of the UN Global Compact, including human rights, labour rights, environment and anti-corruption, and we seek to advance the UN Sustainable Development Goals, such as minimizing poverty, increasing economic opportunity, and reducing inequality. Within Ameropa and entities within our supply chain, we do not permit the use of forced or child labor.

Through the Ameropa Foundation, established in 2001, we reinforce our commitment to our communities. Based on a long-term strategy and building deep ties with local organizations, we support impactful social, educational and agricultural projects in communities in need.

+ WE CARE ABOUT AMEROPA

COMPANY ASSETS AND REPUTATION

Employees have a duty to protect and properly use Ameropa's assets, to avoid loss, damage, theft, unauthorized use, and waste. Company assets include tangible assets, such as facilities, supplies, equipment, inventory, vehicles, and company funds, as well as intangible assets, such as Ameropa's reputation and brand value, confidential and proprietary information, and intellectual property.

CONFIDENTIAL INFORMATION

Ameropa and its employees possess a great deal of confidential information, including financial data, production records, business plans, software files, passwords, technical data, drawings, strategic and operating plans, customer data, contracts, agreements and other valuable Company information. This confidential information must be carefully controlled and protected, discussed only on a need-to-know basis, and used only for purposes of performing one's employment duties.

IT SYSTEMS AND DATA INTEGRITY

Ameropa's data and information technology systems are a vital resource and must not be compromised. The inappropriate use of them may expose Ameropa to risks, including cyber-attacks and security breaches. Employees must exercise due care to avoid exposing Ameropa's IT systems to risk and comply with all applicable IT policies.

If it appears that someone is attempting to gain unauthorized access to Ameropa's IT systems, you must immediately contact IT.

INTERNAL CONTROLS AND RECORD KEEPING

Ameropa maintains systems for accounting and financial reporting and also has in place policies and procedures to manage risk. Employees must protect the integrity of such systems and comply with all applicable policies and procedures related thereto. Ameropa may perform periodic monitoring activities to help detect risks and examine the effectiveness of critical controls.

Ameropa's records and reports must accurately reflect Ameropa's operations and financial standing. This means, among other things:

- + Each employee must maintain accurate records and reports related to their own activities.
- + Employees are strictly prohibited from conducting any transaction that is not recorded in Ameropa's books and records.
- + No false or misleading statements or entries may be made for any purpose in Ameropa records.
- + Applicable national record retention regulations and corporate procedures must be followed.

CONFLICTS OF INTEREST

Employees must avoid situations that cast doubt on their ability to act objectively and fairly regarding Ameropa's business and interests.

Examples of conflicts of interest include:

- + Holding outside employment and affiliations that may conflict or compete with Ameropa.
- + Receiving personal benefits from customers, suppliers or other third parties who work with Ameropa.
- + Having a financial interest in a competitor, supplier, customer or business partner of Ameropa.
- + Having a relationship with customer, supplier or other firm or engaging in actions which activity reflect on
- + The integrity of employee or the reputation of Ameropa.

If a conflict of interest arises, you must immediately bring it to the attention of the appropriate manager and must not take any further action with respect to the situation without the manager's approval. Employees must also strictly comply with Ameropa's Gifts & Entertainment policy.

+ ACCOUNTABILITY & REPORTING

ACCOUNTABILITY

Any conduct inconsistent with this Code will be subject to disciplinary action. Based on the nature, circumstance and severity of the breach, such action could include formal feedback, warning, training, suspension, loss of annual incentives, and termination of employment. Violations may also constitute a breach of applicable laws and may lead to legal liability and consequences for Ameropa and its employees.

REPORTING VIOLATIONS OR CONCERNS

Employees should report suspected violations of the Code of Conduct to their line manager, Human Resources, or the Legal & Compliance team. Ameropa will neither retaliate nor tolerate any harassment or retaliation against anyone for reporting, in good faith, suspected violations of laws, Ameropa corporate policies or this Code of Conduct. To the extent practicable and allowed by law, such reports will be kept confidential.

If you are unsure about how to resolve a situation, please contact the Legal & Compliance team.

