

Code of Ethics and Conduct

KNISTR

-public-

knistr

Creation

Date	Type of change	Author
15	Initial creation	Birger Ratfeld
17 August 2022	Content checks and adjustments	Jochen Hahn
8 March 2023	Content reviews and adjustments	Jochen Hahn
04.07.2025	Adjustment in accordance with ISO 27001 classification	Christian Kolberg

Approval

	Approved	Approved	Approved
Name	Michael Bregulla	Jochen Hahn	Martin Reese
Signature			
Date	04.07.2025	04.07.2025	04.07.2025

Content

Creation	2
Approval	2
1. Foreword	5
2. Terms and abbreviations	5
2.1 Terms	5
2.2 Version history	5
3. Responsibilities	6
3.1 Tasks and responsibilities	6
4. Scope and objectives	6
5. Business ethics and integrity	7
5.1 Responsible and ethical business practices	7
5.2 Strict prohibition of bribery in the public and private sectors	7
5.3 Money laundering	7
5.4 Protection of assets belonging to KNISTR	7
5.5 tax evasion	7
5.6 Fair competition	7
5.7 Environment	8
6. Whistleblower system at KNISTR GmbH	8
7. Special rights and obligations of employees	8
7.1 Fundamental rights of employees	8

7.1.1	Equal opportunities based on performance and abilities	8
7.1.2	Prohibition of discrimination, sexual harassment and bullying	8
7.1.3	Remuneration and working hours	9
7.1.4	Health and safety	9
7.1.5	Freedom of expression and contractual rights	9
7.1.6	Prohibition of child labour	9
7.1.7	Prohibition of forced or compulsory labour and all forms of modern slavery and human trafficking	9
7.2	Employee obligations	9
7.2.1	Conflicts of interest	10
7.2.2	Protection of confidential and personal information	10
7.2.3	Gifts	10
8.	Applicable documents	10
9.	Distribution	10

1. Foreword

We offer retail companies solutions for the perfect customer experience in the form of loyalty programmes, retail analytics and gift cards. With well over 100 programmes in operation, we are a market leader in Germany and Europe, and we are proud of our corporate heritage, our role as market leader and our reputation for honesty and integrity. Adherence to the highest standards of integrity is at the core of our daily conduct. We are particularly committed to respecting internationally recognised human rights and preventing corruption and fraud.

We believe that growth can only be achieved if our employees, shareholders, customers, suppliers and partners share strong ethical and compliance values.

This company-wide Code of Ethics and Conduct outlines our commitments and expectations towards all our partners and serves as an important guide for our employees in their daily work.

By adhering to this code, we will work together to uphold KNISTR's reputation and promote ethics and compliance in our rapidly evolving environment.

Michael Bregulla and Jochen Hahn, Managing Directors of KNISTR GmbH

2. Terms and abbreviations

2.1 Terms

Term	Explanation/long text
Employee	In this code, this term refers to employees, contractors, consultants, personnel from temporary employment agencies or external and occasional employees of KNISTR GmbH
"Third parties"	Includes agents, distribution partners, partners, suppliers, customers (including government customers) who have a business relationship with KNISTR

This always refers to persons of both male and female gender equally. For reasons of easier readability, only the male form is used in the following.

2.2 Version history

Version	Date	Author	Reason for change
V 0.1	15 August 2022	Birger Ratfeld	Initial creation of the group policy
V 1.0	17 August 2022	Management Jochen Hahn	Formal adjustments
V 1.1	8 March 2022	Management Jochen Hahn	Review/further adjustments and finalisation
V 1.2	04.07.2025	Compliance Christian Kolberg	Adjustment Classification in accordance with ISO 27001

3. Responsibilities

3.1 Tasks and responsibilities

The management is responsible for ensuring that these guidelines are properly applied and complied with.

All employees of KNISTR GmbH are responsible for the practical implementation of the contents set out in this guideline and are obliged to cooperate.

4. Scope and objectives

In accordance with the laws and regulations applicable to KNISTR, this Code establishes a set of common principles of corporate integrity for all employees. KNISTR also expects third parties who have a business relationship with KNISTR to adhere to ethical standards that are at least equivalent to those set out in this Code.

In particular, the following applies:

- The Code aims to ensure that the business of KNISTR GmbH is conducted in a lawful manner and with integrity;
- it guarantees minimum rights for all employees;
- it promotes a common corporate culture that benefits all shareholders, employees and third parties.

It is a priority for KNISTR GmbH that this Code is adhered to in the day-to-day business of the company.

Potential or actual violations of the Code should be reported in accordance with the whistleblower policy of and the chapter below entitled "6".

A violation of the Code by an employee may result in disciplinary action, up to and including termination of employment.

KNISTR may decide not to enter into a relationship with a third party that does not comply with this Code or may terminate an existing relationship.

5. Business ethics and integrity

KNISTR requires its employees and the third parties with whom we work to support our efforts to act ethically and with integrity.

5.1 Responsible and ethical business practices

KNISTR is committed to following the highest standards in its relationships with all its partners and relevant stakeholders, particularly through its supply chain, with regard to health, the environment, working conditions and social justice.

5.2 Strict prohibition of bribery in the public and private sectors

KNISTR does not tolerate any form of bribery or corruption, i.e. directly or indirectly requesting, accepting or offering items of value to individuals in order to unlawfully influence their actions or decisions within the scope of their duties, including for the purpose of obtaining an unlawful or improper advantage.

KNISTR has a special programme in place to prevent and detect all forms of public and private corruption.

KNISTR's commitment to preventing corruption is particularly emphasised in the Group's Anti-Corruption Policy and Gifts and Entertainment Policy, which are attached to this Code.

5.3 Money laundering

Due to its position in the payment value chain, KNISTR bears responsibility for combating money laundering and terrorist financing. In this regard, employees are required to comply with internal guidelines and procedures, including rules of due diligence and procedures for reporting unusual or suspicious transactions.

5.4 Protection of KNISTR's assets

The protection of its assets is crucial for the future and stability of KNISTR. In particular, KNISTR's know-how, information, hardware, tools and intellectual property rights may only be used for KNISTR's business activities and in compliance with internal guidelines and standards.

Abusive actions or suspected abusive actions must be reported in accordance with the KNISTR GmbH whistleblower policy or through other channels.

5.5 Tax evasion

KNISTR undertakes to comply with tax laws and to maintain business relationships only with third parties who do not engage in any illegal tax practices. KNISTR has appropriate procedures and controls in place to protect against tax evasion, which are implemented by external financial, tax and legal teams.

5.6 Fair competition

KNISTR treats its partners with respect and does not use methods that are prohibited by competition laws and regulations.

KNISTR expects its employees and the third parties with whom the company does business to comply with applicable competition laws and regulations at all times.

5.7 Environment

KNISTR takes the necessary measures to prevent damage to the environment. This commitment to protecting the environment is particularly emphasised in the Group's environmental guidelines.

6. KNISTR GmbH whistleblower system

The Whistleblower Protection Act has been in force in Germany since 2 March 2023.

The law is intended to protect whistleblowers and standardise uniform standards for reporting misconduct in Germany and for protecting those who report it.

KNISTR has set up an email address for this purpose: Hinweisgeber-KNISTR@esche.de

Further details are set out in the separate "KNISTR Whistleblower System Policy".

7. Special rights and obligations of employees

7.1 Fundamental rights of employees

KNISTR undertakes to comply with the OECD Guidelines for Multinational Enterprises, to implement the UN Guiding Principles on Business and Human Rights and the ten principles of the United Nations Global Compact, and to protect the rights arising from the Universal Declaration of Human Rights and the conventions of the International Labour Organisation.

7.1.1 Equal opportunities based on performance and skills

Decisions regarding the hiring of employees, promotion, continued employment, training and salary must be based on the suitability, skills and experience required to perform the relevant tasks. The assessment of a person's suitability for a particular job must not be based on family or personal relationships.

Persons involved in a selection process who have a conflict of interest must recuse themselves from participating in the process.

All management decisions concerning an employee who has family or personal relationships with a manager that could lead to a real, potential or apparent conflict of interest must be delegated to another manager or the next level of management.

7.1.2 Prohibition of discrimination, sexual harassment and bullying

KNISTR is committed to creating and maintaining a working environment that protects the dignity and safety of its employees. No employee shall be subjected to bullying, sexual harassment or any other form of harassment in the workplace, either by another employee or by a third party.

In particular, discrimination based on national or ethnic origin, skin colour, religion, political beliefs, age and gender, sexual orientation, marital status or disability will not be tolerated. Distinguishing between individuals on the basis of actual job requirements is not considered discrimination.

Refusal to enter into or maintain a business relationship in order to comply with the rules set out in this Code is also not considered discrimination.

7.1.3 Remuneration and working hours

KNISTR undertakes to comply with applicable laws governing working conditions, including in particular working hours and weekly rest periods. The company respects the right of employees to fair remuneration and undertakes to ensure that every employee receives at least the statutory minimum wage and statutory benefits.

7.1.4 Health and safety

KNISTR is committed to protecting the physical and mental health and safety of its employees. In particular, the company is committed to actively combating all forms of intimidation and harassment, complying with all applicable regulations, and promoting training on working methods, instructions, and safety procedures using safety equipment.

7.1.5 Freedom of expression and contractual rights

KNISTR recognises and respects the right of its employees to express their opinions freely and in a respectful and professional manner, to form or join an association, and to be represented by representative bodies in communications between management and employees.

Employees are free to hold political views and may join political parties of their choice. However, no contributions or donations may be made to government officials, candidates or political parties on behalf of KNISTR.

7.1.6 Prohibition of child labour

KNISTR does not accept the employment of children that restricts their right to access education, harms their physical and mental well-being, hinders their development or deprives them of their right to childhood and respect.

In particular, this means:

- KNISTR does not employ anyone below the legal minimum age applicable in the countries in which KNISTR operates. In any case, the minimum age for employment is at least the age specified in Conventions 138 and 182 of the International Labour Organisation, i.e. 15 and 18 years respectively for hazardous or difficult work.
- Children between the ages of 15 and 18 may only be employed on condition that their employment does not prevent them from receiving education or training.

7.1.7 Prohibition of forced or compulsory labour and all forms of modern slavery and human trafficking

KNISTR does not tolerate any form of modern slavery. This includes, among other things, servitude, forced or compulsory labour and human trafficking, for example the employment of workers on the basis of coercion, violence or extortion.

KNISTR is committed to transparency in its own business activities and in its efforts to combat modern slavery throughout its supply chains.

7.2 Employee obligations

7.2.1 Conflicts of interest

A conflict of interest arises when an employee's personal relationships or external activities impair or appear to impair the employee's objectivity, judgement or ability to act in the best interests of the group.

Employees must avoid any conflicts of interest and ensure that their actions and decisions are not influenced by interests that appear to be in obvious conflict with the interests of KNISTR GmbH. Their actions must always be to the benefit of KNISTR.

Accordingly, the following applies:

- Employees must avoid acquiring shares or participating in activities that could impair their judgement or ability to act in the best interests of the Group.
- The ownership of shares in the share capital of a competitor, involvement in a company competing with KNISTR, and direct or indirect financial, professional or personal involvement in such a company may constitute or appear to constitute a conflict of interest.
- Employees must disclose any actual or potential conflict of interest so that appropriate remedial measures can be taken. Disclosure is made using the appropriate reporting form.

7.2.2 Protection of confidential and personal information

Employees and third parties must protect confidential information that is the property of KNISTR or in KNISTR's possession in the course of its business activities.

Employees must act prudently and in good faith in their activities, which includes, in particular, not jeopardising KNISTR's competitiveness and reputation.

Employees must comply with internal rules relating to the following aspects: data protection principles (processing in good faith, lawfulness and transparency), the management of personal data and the integrity and confidentiality of such data – including the protection of personal data against unauthorised access, alteration, loss or accidental disclosure by ensuring an appropriate level of protection of materials and IT, the use of information and communication technology, software licences and copyright protection.

7.2.3 Gifts

Employees must comply with KNISTR GMBH's policy on gifts and invitations.

8. Related documents

- KNISTR GmbH whistleblower system policy
- KNISTR GmbH Gift Policy
- KNISTR GmbH conflict of interest policy
- KNISTR GmbH Anti-Corruption Policy

9. Distribution

A copy of all documents is always sent to the management of KNISTR GmbH responsible for compliance.

Knistr

KNISTR GmbH • Hugh-Greene-Weg 2 • 22529 Hamburg
knistr.com • hello@knistr.com

